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

FORM 10-Q

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

For the quarterly period ended September 30, 2020

or

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

For the transition period from _____to_____

Commission File Number: 001-35777

New Residential Investment Corp.

(Exact name of registrant as specified in its charter)

Delaware			45-3449660
(State or other jurisdiction of incorporation or organization)			(I.R.S. Employer Identification No.)
1345 Avenue of the Americas	New York	NY	10105
(Address of principal executive offices)			(Zip Code)

(212) 798-3150

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:		Name of each exchange on which registered:
Common Stock, $0.01 par value per share	NRZ	New York Stock Exchange
7.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	NRZ PR A	New York Stock Exchange
7.125% Series B Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	NRZ PR B	New York Stock Exchange
6.375% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	NRZ PR C	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 every Interactive Data File required to be submitted 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 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	☐
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 Exchange Act). Yes ☐ No ☒

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

Common stock, $0.01 par value per share: 415,744,518 shares outstanding as of October 21, 2020.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which statements involve substantial risks and uncertainties. Such forward-looking statements relate to, among other things, the operating performance of our investments, the stability of our earnings, our financing needs and the size and attractiveness of market opportunities. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "may," "will," "should," "potential," "intend," "expect," "endeavor," "seek," "anticipate," "estimate," "overestimate," "underestimate," "believe," "could," "project," "predict," "continue" or other similar words or expressions. Forward-looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, contain projections of results of operations, cash flows or financial condition or state other forward-looking information. Our ability to predict results or the actual outcome of future plans or strategies is inherently uncertain. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in the forward-looking statements. These forward-looking statements involve risks, uncertainties and other factors that may cause our actual results in future periods to differ materially from forecasted results. Factors which could have a material adverse effect on our operations and future prospects include, but are not limited to:

- the uncertainty and economic impact of the ongoing coronavirus ("COVID-19") pandemic and of responsive measures implemented by various governmental authorities, businesses and other third parties;
- changes in general economic conditions, in our industry and in the commercial finance and real estate markets, including the impact on the value of our assets;
- changes to our business and investment strategy;
- our ability to obtain and maintain financing arrangements on terms favorable to us or at all, particularly in light of the current disruption in the financial markets;
- how COVID-19 may affect us, our operations and personnel;
- the forbearance program included in the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") and related funding for servicing advances, the sources, adequacy and availability of financing to fund advances;
- reductions in the value of, or cash flows received from, our investments;
- the quality and size of the investment pipeline and our ability to take advantage of investment opportunities at attractive risk-adjusted prices;
- the relationship between yields on assets which are paid off and yields on assets in which such monies can be reinvested;
- our ability to deploy capital accretively and the timing of such deployment;
- our counterparty concentration and default risks in Nationstar Mortgage LLC (d/b/a Mr. Cooper, "Mr. Cooper"), LoanCare, LLC ("LoanCare"), OneMain Holdings, Inc. ("OneMain"), PHH Mortgage Corporation ("PHH") and other third parties;
- events, conditions or actions that might occur at Mr. Cooper, LoanCare, OneMain, PHH and other third parties, as well as the continued effect of prior events;
- a lack of liquidity surrounding our investments, which could impede our ability to vary our portfolio in an appropriate manner;
- the impact that risks associated with subprime mortgage loans and consumer loans, as well as deficiencies in servicing and foreclosure practices, may have on the value of our mortgage servicing rights ("MSRs"), excess mortgage servicing rights ("Excess MSRs"), servicer advance investments, residential mortgage-backed securities ("RMBS"), residential mortgage loans and consumer loan portfolios;
- the risks related to our origination and servicing operations;
- the risks that default and recovery rates on our MSRs, Excess MSRs, servicer advance investments, servicer advance receivables, RMBS, residential mortgage loans and consumer loans deteriorate compared to our underwriting estimates;
- changes in prepayment rates on the loans underlying certain of our assets, including, but not limited to, our MSRs or Excess MSRs;

- the risk that projected recapture rates on the loan pools underlying our MSRs or Excess MSRs are not achieved;
- servicer advances may not be recoverable or may take longer to recover than we expect, which could cause us to fail to achieve our targeted return on our Servicer Advance Investments or MSRs;
- impairments in the value of the collateral underlying our investments and the relation of any such impairments to our judgments as to whether changes in the market value of our securities or loans are temporary or not and whether circumstances bearing on the value of such assets warrant changes in carrying values;
- the relative spreads between the yield on the assets in which we invest and the cost of financing;
- adverse changes in the financing markets we access affecting our ability to finance our investments on attractive terms, or at all;
- risks associated with our senior unsecured notes, including, but not limited to, default risk and covenants that restrict certain activities by our subsidiaries and us;
- changing risk assessments by lenders that potentially lead to increased margin calls, not extending our secured financing agreements or other financings in accordance with their current terms or not entering into new financings with us;
- changes in interest rates and/or credit spreads, as well as the success of any hedging strategy we may undertake in relation to such changes;
- the availability and terms of capital for future investments;
- changes in economic conditions generally and the real estate and bond markets specifically;
- competition within the finance and real estate industries;
- the legislative/regulatory environment, including, but not limited to, the impact of the Dodd-Frank Act, U.S. government programs intended to grow the economy, future changes to tax laws, the federal conservatorship of the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") and legislation that permits modification of the terms of residential mortgage loans;
- the risk that actions by Fannie Mae or the Freddie Mac or other regulatory initiatives or actions may adversely affect returns from investments in MSRs and Excess MSRs;
- our ability to maintain our qualification as a real estate investment trust ("REIT") for U.S. federal income tax purposes and the potentially onerous consequences that any failure to maintain such qualification would have on our business;
- our ability to maintain our exclusion from registration under the Investment Company Act of 1940 (the "1940 Act") and the fact that maintaining such exclusion imposes limits on our operations;
- the impact of current or future legal proceedings and regulatory investigations and inquiries;
- the impact of any material transactions with FIG LLC (the "Manager") or one of its affiliates, including the impact of any actual, potential or perceived conflicts of interest; and
- effects of the completed merger of Fortress Investment Group LLC with affiliates of SoftBank Group Corp.

We also direct readers to other risks and uncertainties referenced in this report, including those set forth under "Risk Factors." We caution that you should not place undue reliance on any of our forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us. Except as required by law, we are under no obligation (and expressly disclaim any obligation) to update or alter any forward-looking statement, whether written or oral, that we may make from time to time, whether as a result of new information, future events or otherwise.

SPECIAL NOTE REGARDING EXHIBITS

In reviewing the agreements included as exhibits to this Quarterly Report on Form 10-Q, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about New Residential Investment Corp. (the "Company," "New Residential" or "we," "our" and "us") or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements proved to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this Quarterly Report on Form 10-Q and the Company's other public filings, which are available without charge through the SEC's website at http://www.sec.gov. See "Business-Corporate Governance and Internet Address; Where Readers Can Find Additional Information."

The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading.

NEW RESIDENTIAL INVESTMENT CORP.
FORM 10-Q

INDEX

	PAGE
Part I. Financial Information	
Item 1. Financial Statements (Unaudited)	1
Condensed Consolidated Balance Sheets	1
Condensed Consolidated Statements of Income	2
Condensed Consolidated Statements of Comprehensive Income	3
Condensed Consolidated Statement of Changes in Stockholders' Equity	4
Condensed Consolidated Statements of Cash Flows	8
Notes to Condensed Consolidated Financial Statements	11
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	69
General	69
Market Considerations	69
Our Portfolio	72
Application of Critical Accounting Policies	87
Results of Operations	88
Liquidity and Capital Resources	98
Interest Rate, Credit and Spread Risk	107
Off-Balance Sheet Arrangements	107
Contractual Obligations	107
Inflation	108
Core Earnings	108
Item 3. Quantitative and Qualitative Disclosures About Market Risk	110
Item 4. Controls and Procedures	117
Part II. Other Information	
Item 1. Legal Proceedings	118
Item 1A. Risk Factors	118
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	167
Item 3. Defaults Upon Senior Securities	167
Item 4. Mine Safety Disclosures	167
Item 5. Other Information	167
Item 6. Exhibits	168
Signatures	177

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(dollars in thousands, except per share data)

	September 30, 2020 (Unaudited)	December 31, 2019
Assets		
Excess mortgage servicing rights assets, at fair value	$ 435,982	$ 505,343
Mortgage servicing rights, at fair value	3,651,805	3,967,960
Mortgage servicing rights financing receivables, at fair value	1,129,819	1,718,273
Servicer advance investments, at fair value [(A)]	535,760	581,777
Real estate and other securities	10,830,067	19,477,728
Residential loans and variable interest entity consumer loans held-for-investment, at fair value [(A)]	1,440,910	1,753,251
Residential mortgage loans, held-for-sale (includes $4,358,473 and $4,613,612 at fair value at September 30, 2020 and December 31, 2019, respectively)	4,936,826	6,042,664
Residential mortgage loans subject to repurchase [(B)]	1,458,325	172,336
Cash and cash equivalents [(A)]	841,022	528,737
Restricted cash [(A)]	180,554	162,197
Servicer advances receivable	2,857,040	3,301,374
Trades receivable	946,321	5,256,014
Other assets [(A)]	1,161,933	1,395,800
	$ 30,406,364	$ 44,863,454
Liabilities and Equity		
Liabilities		
Secured financing agreements	$ 14,666,868	$ 27,916,225
Secured notes and bonds payable (includes $1,756,632 and $659,738 at fair value at September 30, 2020 and December 31, 2019, respectively) [(A)]	7,733,648	7,720,148
Residential mortgage loan repurchase liability [(B)]	1,458,325	172,336
Unsecured senior notes, net of issuance costs	541,758	—
Trades payable	210	902,081
Due to affiliates	9,545	103,882
Dividends payable	69,541	211,732
Accrued expenses and other liabilities [(A)]	497,838	600,790
	24,977,733	37,627,194
Commitments and Contingencies		
Equity		
Preferred Stock, par value of $ 0.01 per share, 100,000,000 shares authorized:		
7.50% Series A Preferred Stock, $ 0.01 par value, 11,500,000 shares authorized, 6,210,000 and 6,210,000 issued and outstanding at September 30, 2020 and December 31, 2019, respectively	150,026	150,026
7.125% Series B Preferred Stock, $ 0.01 par value, 11,500,000 shares authorized, 11,300,000 and 11,300,000 issued and outstanding at September 30, 2020 and December 31, 2019, respectively	273,418	273,418
6.375% Series C Preferred Stock, $ 0.01 par value, 16,100,000 shares authorized, 16,100,000 and 0 issued and outstanding at September 30, 2020 and December 31, 2019, respectively	389,548	—
Common Stock, $0.01 par value, 2,000,000,000 shares authorized, 415,744,518 and 415,520,780 issued and outstanding at September 30, 2020 and December 31, 2019, respectively	4,158	4,156
Additional paid-in capital	5,554,559	5,498,226
Retained earnings (accumulated deficit)	(1,094,589)	549,733
Accumulated other comprehensive income (loss)	52,074	682,151
Total New Residential stockholders' equity	5,329,194	7,157,710
Noncontrolling interests in equity of consolidated subsidiaries	99,437	78,550
Total Equity	5,428,631	7,236,260
	$ 30,406,364	$ 44,863,454

(A) See Note 13 regarding consolidated VIEs.
(B) See Note 8 for details.
See notes to condensed consolidated financial statements.

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(dollars in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Revenues				
Interest income	$ 233,848	$ 448,127	$ 868,419	$ 1,303,041
Servicing revenue, net of change in fair value of $(395,064), $(228,405), $(1,485,472), and $(619,914), respectively	(43,929)	53,050	(459,313)	133,366
Gain on originated mortgage loans, held-for-sale, net	495,098	126,747	984,818	294,935
	685,017	627,924	1,393,924	1,731,342
Expenses				
Interest expense	130,528	245,902	463,786	686,738
General and administrative expenses	316,560	193,580	859,601	525,289
Management fee to affiliate	22,482	20,678	66,682	58,261
Incentive compensation to affiliate	—	36,307	—	49,265
	469,570	496,467	1,390,069	1,319,553
Other Income (Loss)				
Change in fair value of investments	89,092	2,212	(374,408)	(55,534)
Gain (loss) on settlement of investments, net	(94,457)	133,670	(968,995)	96,385
Earnings from investments in consumer loans, equity method investees	—	(2,547)	—	(890)
Other income (loss), net	5,385	(30,695)	(34,635)	(27,234)
	20	102,640	(1,378,038)	12,727
Impairment				
Provision (reversal) for credit losses on securities	(3,849)	5,567	15,166	21,942
Valuation and credit loss provision (reversal) on loans and real estate owned ("REO")	14,584	(10,690)	118,504	8,042
	10,735	(5,123)	133,670	29,984
Income (Loss) Before Income Taxes	204,732	239,220	(1,507,853)	394,532
Income tax expense (benefit)	100,812	(5,440)	(48,647)	18,980
Net Income (Loss)	$ 103,920	$ 244,660	$ (1,459,206)	$ 375,552
Noncontrolling Interests in Income of Consolidated Subsidiaries	$ 11,640	$ 14,738	$ 34,118	$ 31,979
Dividends on Preferred Stock	$ 14,359	$ 5,338	$ 39,938	$ 5,338
Net Income (Loss) Attributable to Common Stockholders	$ 77,921	$ 224,584	$ (1,533,262)	$ 338,235
Net Income (Loss) Per Share of Common Stock				
Basic	$ 0.19	$ 0.54	$ (3.69)	$ 0.83
Diluted	$ 0.19	$ 0.54	$ (3.69)	$ 0.83
Weighted Average Number of Shares of Common Stock Outstanding				
Basic	415,744,518	415,520,780	415,665,441	406,521,273
Diluted	420,968,626	415,588,238	415,665,441	406,671,972
Dividends Declared per Share of Common Stock	$ 0.15	$ 0.50	$ 0.30	$ 1.50

See notes to condensed consolidated financial statements.

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(dollars in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Comprehensive income (loss), net of tax				
Net income (loss)	$ 103,920	$ 244,660	$ (1,459,206)	$ 375,552
Other comprehensive income (loss)				
Net unrealized gain (loss) on securities	17,535	109,668	108,308	469,183
Reclassification of net realized (gain) loss on securities into earnings	3,809	(89,436)	(738,385)	(179,280)
	21,344	20,232	(630,077)	289,903
Total comprehensive income (loss)	$ 125,264	$ 264,892	$ (2,089,283)	$ 665,455
Comprehensive income (loss) attributable to noncontrolling interests	$ 11,640	$ 14,738	$ 34,118	$ 31,979
Dividends on preferred stock	$ 14,359	$ 5,338	$ 39,938	$ 5,338
Comprehensive income (loss) attributable to common stockholders	$ 99,265	$ 244,816	$ (2,163,339)	$ 628,138

See notes to condensed consolidated financial statements.

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020

(dollars in thousands, except share and per share data)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income	Total New Residential Stockholders' Equity	Noncontrolling Interests in Equity of Consolidated Subsidiaries	Total Equity
	Shares	Amount	Shares	Amount						
Balance at June 30, 2020	33,610,000	$ 812,992	415,744,518	$ 4,158	$ 5,554,559	$ (1,110,148)	$ 30,730	$ 5,292,291	$ 96,681	$ 5,388,972
Dividends declared on common stock, $0.15 per share	—	—	—	—	—	(62,362)	—	(62,362)	—	(62,362)
Dividends declared on preferred stock	—	—	—	—	—	(14,359)	—	(14,359)	—	(14,359)
Capital contributions	—	—	—	—	—	—	—	—	25	25
Capital distributions	—	—	—	—	—	—	—	—	(8,909)	(8,909)
Comprehensive income (loss)										
Net income (loss)	—	—	—	—	—	92,280	—	92,280	11,640	103,920
Net unrealized gain (loss) on securities	—	—	—	—	—	—	17,535	17,535	—	17,535
Reclassification of net realized (gain) loss on securities into earnings	—	—	—	—	—	—	3,809	3,809	—	3,809
Total comprehensive income (loss)								113,624	11,640	125,264
Balance at September 30, 2020	33,610,000	$ 812,992	415,744,518	$ 4,158	$ 5,554,559	$ (1,094,589)	$ 52,074	$ 5,329,194	$ 99,437	$ 5,428,631

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED), CONTINUED
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2019

(dollars in thousands, except share and per share data)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income	Total New Residential Stockholders' Equity	Noncontrolling Interests in Equity of Consolidated Subsidiaries	Total Equity
	Shares	Amount	Shares	Amount						
Balance at June 30, 2019	—	$ —	415,520,780	$ 4,156	$ 5,498,226	$ 528,889	$ 686,694	$ 6,717,965	$ 82,865	$ 6,800,830
Dividends declared on common stock, $0.50 per share	—	—	—	—	—	(207,760)	—	(207,760)	—	(207,760)
Dividends declared on preferred stock	—	—	—	—	—	(5,338)	—	(5,338)	—	(5,338)
Capital contributions	—	—	—	—	—	—	—	—	—	—
Capital distributions	—	—	—	—	—	—	—	—	(13,951)	(13,951)
Issuance of preferred stock	17,510,000	423,444	—	—	—	—	—	423,444	—	423,444
Comprehensive income (loss)										
Net income (loss)	—	—	—	—	—	229,922	—	229,922	14,738	244,660
Net unrealized gain (loss) on securities	—	—	—	—	—	—	109,668	109,668	—	109,668
Reclassification of net realized (gain) loss on securities into earnings	—	—	—	—	—	—	(89,436)	(89,436)	—	(89,436)
Total comprehensive income (loss)								250,154	14,738	264,892
Balance at September 30, 2019	17,510,000	$ 423,444	415,520,780	$ 4,156	$ 5,498,226	$ 545,713	$ 706,926	$ 7,178,465	$ 83,652	$ 7,262,117

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED), CONTINUED
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

(dollars in thousands, except share and per share data)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income	Total New Residential Stockholders' Equity	Noncontrolling Interests in Equity of Consolidated Subsidiaries	Total Equity
	Shares	Amount	Shares	Amount						
Balance at December 31, 2019	17,510,000	$ 423,444	415,520,780	$ 4,156	$ 5,498,226	$ 549,733	$ 682,151	$ 7,157,710	$ 78,550	$ 7,236,260
Cumulative adjustment for the adoption ofASU 2016-13 (See Note 1)	—	—	—	—	—	13,658	—	13,658	16,795	30,453
2020 Warrants	—	—	—	—	53,462	—	—	53,462	—	53,462
Dividends declared on common stock, $0.30 per share	—	—	—	—	—	(124,718)	—	(124,718)	—	(124,718)
Dividends declared on preferred stock	—	—	—	—	—	(39,938)	—	(39,938)	—	(39,938)
Capital contributions	—	—	—	—	—	—	—	—	1,818	1,818
Capital distributions	—	—	—	—	—	—	—	—	(31,844)	(31,844)
Issuance of common stock	—	—	97,394	1	1,661	—	—	1,662	—	1,662
Issuance of preferred stock	16,100,000	389,548	—	—	—	—	—	389,548	—	389,548
Director share grants	—	—	126,344	1	1,210	—	—	1,211	—	1,211
Comprehensive income (loss)										
Net income (loss)	—	—	—	—	—	(1,493,324)	—	(1,493,324)	34,118	(1,459,206)
Net unrealized gain (loss) on securities	—	—	—	—	—	—	108,308	108,308	—	108,308
Reclassification of net realized (gain) loss on securities into earnings	—	—	—	—	—	—	(738,385)	(738,385)	—	(738,385)
Total comprehensive income (loss)								(2,123,401)	34,118	(2,089,283)
Balance at September 30, 2020	33,610,000	$ 812,992	415,744,518	$ 4,158	$ 5,554,559	$ (1,094,589)	$ 52,074	$ 5,329,194	$ 99,437	$ 5,428,631

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED), CONTINUED
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019

(dollars in thousands, except share and per share data)

	Preferred Stock		Common Stock							
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income	Total New Residential Stockholders' Equity	Noncontrolling Interests in Equity of Consolidated Subsidiaries	Total Equity
Balance at December 31, 2018	—	$ —	369,104,429	$ 3,692	$ 4,746,242	$ 830,713	$ 417,023	$ 5,997,670	$ 90,625	$ 6,088,295
Dividends declared on common stock, $1.50 per share	—	—	—	—	—	(623,235)	—	(623,235)	—	(623,235)
Dividends declared on preferred stock	—	—	—	—	—	(5,338)	—	(5,338)	—	(5,338)
Capital distributions	—	—	—	—	—	—	—	—	(38,952)	(38,952)
Issuance of common stock	—	—	46,000,000	460	750,933	—	—	751,393	—	751,393
Issuance of preferred stock	17,510,000	423,444	—	—	—	—	—	423,444	—	423,444
Option exercise	—	—	348,613	3	(3)	—	—	—	—	—
Director share grants	—	—	67,738	1	1,054	—	—	1,055	—	1,055
Comprehensive income (loss)										
Net income (loss)	—	—	—	—	—	343,573	—	343,573	31,979	375,552
Net unrealized gain (loss) on securities	—	—	—	—	—	—	469,183	469,183	—	469,183
Reclassification of net realized (gain) loss on securities into earnings	—	—	—	—	—	—	(179,280)	(179,280)	—	(179,280)
Total comprehensive income (loss)								633,476	31,979	665,455
Balance at September 30, 2019	17,510,000	$ 423,444	415,520,780	$ 4,156	$ 5,498,226	$ 545,713	$ 706,926	$ 7,178,465	$ 83,652	$ 7,262,117

See notes to condensed consolidated financial statements.

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(dollars in thousands)

	Nine Months Ended September 30,	
	2020	**2019**
Cash Flows From Operating Activities		
Net income	$ (1,459,206)	$ 375,552
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Change in fair value of investments in excess mortgage servicing rights assets	14,675	(2,666)
Change in fair value of investments in mortgage servicing rights financing receivables	245,906	133,200
Change in fair value of servicer advance investments	(431)	(15,932)
Change in fair value of residential mortgage loans, at fair value	108,306	(75,095)
Change in fair value of secured notes and bonds payable	(535)	—
Change in fair value of investments in real estate and other securities	531	(9,010)
(Gain) loss on settlement of investments, net	904,200	(104,917)
(Gain) loss on sale of originated mortgage loans, net	(984,818)	(294,935)
Earnings from investments in consumer loans, equity method investees	—	890
(Gain) loss on extinguishment of debt	64,795	8,532
Change in fair value of derivative instruments	(4,213)	25,037
Change in fair value of contingent consideration	5,949	7,430
Change in fair value of investments in consumer loans, held-for-investment	9,634	—
Change in fair value of equity investments	52,413	659
(Gain) loss on transfer of loans to REO	(5,010)	(7,814)
(Gain) loss on transfer of loans to other assets	773	378
(Gain) loss on Excess MSR recapture agreements	12,191	(1,771)
(Gain) loss on Ocwen common stock	(221)	(3,134)
Accretion and other amortization	(127,456)	(298,933)
Provision for credit losses on securities	15,166	21,942
Valuation and credit loss provision on loans and real estate owned	118,504	8,042
Non-cash portions of servicing revenue, net	1,485,472	619,914
Non-cash directors' compensation	1,211	1,055
Deferred tax provision	(42,439)	18,080
Changes in:		
Servicer advances receivable	470,221	366,426
Other assets	154,969	(509,745)
Due to affiliates	(94,337)	(41,920)
Accrued expenses and other liabilities	(186,705)	263,420
Other operating cash flows:		
Interest and distributions received from excess mortgage servicing rights assets	27,415	26,942
Interest received from servicer advance investments	14,183	22,212
Interest received from Non-Agency RMBS	137,000	203,309
Interest received from residential mortgage loans, held-for-investment	3,907	6,697
Interest received from consumer loans, held-for-investment	—	23,789
Distributions of earnings from consumer loan equity method investees	—	1,178
Purchases of residential mortgage loans, held-for-sale	(2,390,498)	(6,002,975)
Origination of residential mortgage loans, held-for-sale	(36,801,062)	(10,424,325)
Proceeds from sales of purchased and originated residential mortgage loans, held-for-sale	39,908,942	13,046,546
Principal repayments from purchased residential mortgage loans, held-for-sale	226,436	295,584
Net cash provided by (used in) operating activities	1,885,868	(2,316,358)

Continued on next page.

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED), CONTINUED
(dollars in thousands)

	Nine Months Ended September 30,	
	2020	**2019**
Cash Flows From Investing Activities		
Purchase of servicer advance investments	(991,289)	(1,255,306)
Purchase of MSRs, MSR financing receivables and servicer advances receivable	(530,657)	(1,365,333)
Purchase of Agency RMBS	(18,584,357)	(25,212,307)
Purchase of Non-Agency RMBS	(56,515)	(689,308)
Purchase of real estate owned and other assets	(5,347)	(44,539)
Purchase of investment in consumer loans, equity method investees	—	(63,969)
Draws on revolving consumer loans	(25,008)	(42,231)
Payments for settlement of derivatives	(160,465)	(283,037)
Return of investments in excess mortgage servicing rights assets	40,101	55,968
Return of investments in consumer loans, equity method investees	—	55,848
Principal repayments from servicer advance investments	1,036,634	1,402,187
Principal repayments from Agency RMBS	838,200	987,523
Principal repayments from Non-Agency RMBS	358,322	996,396
Principal repayments from residential mortgage loans	100,433	83,483
Proceeds from sale of residential mortgage loans	—	41,308
Principal repayments from consumer loans	176,125	203,607
Proceeds from MSRs and MSR financing receivables	64,623	21,306
Proceeds from sale of mortgage servicing rights	10,452	1,047
Proceeds from sale of mortgage servicing rights financing receivables	3,708	15,575
Proceeds from sale of excess mortgage servicing rights	144	114
Proceeds from sale of Agency RMBS	23,249,507	17,998,736
Proceeds from sale of Non-Agency RMBS	5,292,717	1,664,017
Proceeds from settlement of derivatives	65,650	74,724
Proceeds from sale of real estate owned	84,733	103,258
Net cash provided by (used in) investing activities	10,967,711	(5,250,933)

Continued on next page.

NEW RESIDENTIAL INVESTMENT CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED), CONTINUED
(dollars in thousands)

	Nine Months Ended September 30,	
	2020	**2019**
Cash Flows From Financing Activities		
Repayments of secured financing agreements	(113,038,497)	(144,545,608)
Repayments of warehouse credit facilities	(40,782,950)	—
Margin deposits under secured financing agreements and derivatives	(3,519,989)	(2,913,627)
Proceeds for issuance of term loan	592,400	
Repayment of term loan	(600,000)	—
Proceeds for issuance of unsecured senior notes	544,400	—
Repayments of secured notes and bonds payable	(7,040,542)	(7,306,541)
Deferred financing fees	(31,863)	(7,821)
Common stock dividends paid	(270,117)	(600,027)
Preferred Stock dividends paid	(36,730)	—
Borrowings under secured financing agreements	101,149,869	152,101,817
Borrowings under warehouse credit facilities	39,427,045	—
Return of margin deposits under secured financing agreements and derivatives	3,717,645	2,589,160
Borrowings under secured notes and bonds payable	7,057,202	7,600,342
Issuance of preferred stock	389,548	423,444
Issuance of common stock	1,734	752,217
Costs related to issuance of common stock	(72)	(824)
Noncontrolling interests in equity of consolidated subsidiaries - contributions	1,818	—
Noncontrolling interests in equity of consolidated subsidiaries - distributions	(31,844)	(38,952)
Payment of contingent consideration	(51,994)	—
Net cash provided by (used in) financing activities	(12,522,937)	8,053,580
Net Increase (Decrease) in Cash, Cash Equivalents, and Restricted Cash	330,642	486,289
Cash, Cash Equivalents, and Restricted Cash, Beginning of Period	690,934	415,078
Cash, Cash Equivalents, and Restricted Cash, End of Period	$ 1,021,576	$ 901,367
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for interest	$ 450,792	$ 643,349
Cash paid during the period for income taxes	105	1,208
Supplemental Schedule of Non-Cash Investing and Financing Activities		
Common dividends declared but not paid	$ 62,362	$ 213,098
Preferred dividends declared but not paid	14,359	5,338
Warrants issued with term loan	53,462	—
Purchase of investments, primarily Agency and Non-Agency RMBS, settled after quarter-end	210	2,536,188
Sale of investments, primarily Non-Agency RMBS, settled after quarter-end	946,321	4,487,772
Transfer from residential mortgage loans to real estate owned and other assets	56,297	70,080
Transfer from residential mortgage loans, held-for-investment to residential mortgage loans, held-for-sale	—	38,842
Non-cash distributions from LoanCo	—	21,314
MSR purchase price holdback	(45,014)	1,963
Real estate securities retained from loan securitizations	518,515	454,310
Residential mortgage loans subject to repurchase	1,458,325	168,532

See notes to condensed consolidated financial statements.

1. ORGANIZATION AND BASIS OF PRESENTATION

New Residential Investment Corp. (together with its subsidiaries, "New Residential," or "the Company") is a Delaware corporation that was formed as a limited liability company in September 2011 (commenced operations on December 8, 2011) for the purpose of making real estate related investments. New Residential is an independent publicly traded real estate investment trust ("REIT") primarily focused on investing in residential mortgage related assets and is listed on the New York Stock Exchange ("NYSE") under the symbol "NRZ."

New Residential has elected and intends to qualify to be taxed as a REIT for U.S. federal income tax purposes. As such, New Residential will generally not be subject to U.S. federal corporate income tax on that portion of its net income that is distributed to stockholders if it distributes at least 90% of its REIT taxable income to its stockholders by prescribed dates and complies with various other requirements. See Note 18, Income Taxes, for additional information regarding New Residential's taxable REIT subsidiaries.

New Residential, through its wholly-owned subsidiaries New Residential Mortgage LLC ("NRM") and NewRez LLC ("NewRez"), is licensed or otherwise eligible to service residential mortgage loans in all states within the United States and the District of Columbia. Each of NRM and NewRez is also approved to service mortgage loans on behalf of investors, including the Federal National Mortgage Association ("Fannie Mae") and Federal Home Loan Mortgage Corporation ("Freddie Mac") (collectively, Government Sponsored Enterprises or "GSEs") and, solely in the case of NewRez, Government National Mortgage Association ("Ginnie Mae"). NewRez is also eligible to perform servicing on behalf of other servicers (subservicing).

NewRez currently originates, sells and securitizes, or has in the past originated, sold, and securitized, conventional (conforming to the underwriting standards of Fannie Mae or Freddie Mac; collectively referred to as "Agency" loans), government-insured Federal Housing Administration ("FHA") and Department of Veterans Affairs ("VA"), and U.S Department of Agriculture ("USDA") and non-qualified ("Non-QM") residential mortgage loans. The GSEs or Ginnie Mae guarantee securitizations are completed under their applicable policies and guidelines. New Residential generally retains the right to service the underlying residential mortgage loans sold and securitized by NewRez. NRM and NewRez are required to conduct aspects of their operations in accordance with applicable policies and guidelines published by FHA, Fannie Mae and Freddie Mac.

New Residential has entered into a management agreement (the "Management Agreement") with FIG LLC (the "Manager"), an affiliate of Fortress Investment Group LLC ("Fortress"), pursuant to which the Manager provides a management team and other professionals who are responsible for implementing New Residential's business strategy, subject to the supervision of New Residential's board of directors. For its services, the Manager is entitled to management fees and incentive compensation, both defined in, and in accordance with the terms of, the Management Agreement. See Note 16 for additional information.

As of September 30, 2020, New Residential conducted its business through the following segments: (i) Origination, (ii) Servicing, (iii) MSR Related Investments, (iv) Residential Securities and Loans, (v) Consumer Loans and (vi) Corporate.

Approximately 2.4 million shares of New Residential's common stock were held by Fortress, through its affiliates, as of September 30, 2020. In addition, Fortress, through its affiliates, held options relating to approximately 10.9 million shares of New Residential's common stock as of September 30, 2020.

Interim Financial Statements

The accompanying condensed consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP" or "US GAAP"). In the opinion of management, all adjustments considered necessary for a fair presentation of New Residential's financial position, results of operations and cash flows have been included and are of a normal and recurring nature. The consolidated financial statements include the accounts of New Residential and its consolidated subsidiaries. All significant intercompany transactions and balances have been eliminated. New Residential consolidates those entities in which it has control over significant operating, financing and investing decisions of the entity, as well as those entities deemed to be variable interest entities ("VIEs") in which New Residential is determined to be the primary beneficiary. For entities over which New Residential exercises significant influence, but which do not meet the requirements for consolidation, New Residential uses the equity method of accounting whereby it records its share of the underlying income of such entities. Distributions from equity method investees are classified in the condensed consolidated statements of cash flows

based on the cumulative earnings approach, where all distributions up to cumulative earnings are classified as distributions of earnings.

Beginning in the second quarter of 2020, the Company changed its presentation of certain balance sheet and income statement line items to better reflect changes in the business and how the Company is viewed and managed. As a result, the presentation of certain prior period amounts have been reclassified to be consistent with the current period presentation. Such reclassifications had no impact on net income, total assets, total liabilities, or stockholders' equity.

Use of Estimates

In March 2020, the World Health Organization declared a pandemic related to the rapidly spreading coronavirus ("COVID-19") outbreak, which has led to a global health emergency. In response to this outbreak, the governments of many countries have taken preventive and protective actions, such as restricting travel and business operations. Financial markets have also experienced extreme volatility and disruptions to capital and credit markets. As a result, economic uncertainties have arisen which have impacted and could continue to impact the Company's operations and its financial position. The extent of the impact of COVID-19 on the Company's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, regulatory and private sector responses, and the impact on the Company's customers, workforce, and vendors, all of which are uncertain and cannot be predicted.

The Company believes the estimates and assumptions underlying its condensed consolidated financial statements are reasonable and supportable based on the information available as of September 30, 2020; however, uncertainty over the ultimate impact COVID-19 will have on the global economy generally, and the Company's business in particular, makes any estimates and assumptions as of September 30, 2020 inherently less certain than they would be absent the current and potential impacts of COVID-19. Actual results may materially differ from those estimates.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326) - Measurement of Credit Losses on Financial Instruments ("CECL").* The standard requires that a financial asset measured at amortized cost basis be presented at the net amount expected to be collected, net of an allowance for all expected (rather than incurred) credit losses. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The standard also changes the accounting for purchased credit deteriorated assets and available-for-sale securities, which requires the recognition of credit losses through a valuation allowance when fair value is less than amortized cost, regardless of whether the impairment is considered to be other-than-temporary. The standard provides an option to elect the fair value option for certain investments as an alternative to adopting ASU 2016-13. Lastly, an entity is required to apply ASU 2016-13 using the modified retrospective approach which requires a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The standard was effective for New Residential in the first quarter of 2020. Upon adoption of the standard, New Residential elected the fair value option on its held for investment residential mortgage and consumer loans portfolios. As a result, the Company recognized a positive adjustment of $13.7 million to retained earnings, composed of a $19.7 million increase attributable to the change in the fair value of consumer loans, net of noncontrolling interests, partially offset by a $6.0 million decrease attributable to the change in fair value of residential mortgage loans. For servicer advance receivables, the Company determined credit-related losses are not significant because of the contractual relationships with the agencies. For other assets, primarily trade receivables, the Company determined that these are short-term in nature (less than one year), and the estimated credit-related losses over the life of these receivables are not significant.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820).* The standard: (i) adds incremental requirements for entities to disclose (a) the amount of total gains or losses for the period recognized in other comprehensive income that is attributable to fair value changes in assets and liabilities held as of the balance sheet date and categorized within Level 3 of the fair value hierarchy, (b) the range and weighted average used to develop significant unobservable inputs and (c) how the weighted average was calculated for fair value measurements categorized within Level 3 of the fair value hierarchy and (ii) eliminates disclosure requirements for (a) transfers between Level 1 and Level 2 and (b) valuation processes for Level 3 fair value measurements. ASU 2018-13 was effective for New Residential in the first quarter of 2020. The adoption of ASU 2018-13 did not have a material impact on the condensed consolidated financial statements.

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* The standard was issued to ease the accounting effects of reform to the London Interbank Offered Rate ("LIBOR") and other reference rates. The standard provides optional expedients and exceptions for applying GAAP to debt, derivatives, and other contracts affected by reference rate reform. The standard is effective for all entities as of March 12, 2020 through December 31, 2022 and may be elected over time as reference rate reform activities occur. The Company is currently evaluating the impact the adoption of this standard would have on its condensed consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, *Debt–Debt with Conversion and Other Options (Topic 470) and Derivatives and Hedging–Contracts in Entity's Own Equity (Topic 815)*. The standard simplifies the accounting for convertible instruments by reducing the number of accounting models. A convertible debt instrument will generally be reported as a single liability at its amortized cost with no separate accounting for embedded conversion features. The standard also amends the accounting for certain contracts in an entity's own equity that are currently accounted for as derivatives because of specific settlement provisions. In addition, the new guidance eliminates the treasury stock method to calculate diluted earnings per share for convertible instruments and requires the use of the if-converted method. ASU 2020-16 is effective for New Residential beginning in the first quarter of 2022 with early adoption permitted beginning in 2021. The Company is currently evaluating the impact the adoption of this standard would have on its condensed consolidated financial statements.

2. OTHER INCOME (LOSS), GENERAL AND ADMINISTRATIVE, OTHER ASSETS AND LIABILITIES

Change in fair value of investments — This item is composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Excess mortgage servicing rights	$ (664)	$ 2,407	$ (11,773)	$ (1,421)
Excess mortgage servicing rights, equity method investees	(393)	4,751	(2,902)	4,087
Mortgage servicing rights financing receivables	(20,275)	(41,410)	(245,906)	(133,200)
Servicer advance investments	3,143	6,641	431	15,932
Real estate and other securities	27,663	(5,054)	(531)	9,010
Residential mortgage loans	56,940	(6,512)	(108,306)	75,095
Consumer loans held-for-investment	(411)	—	(9,634)	—
Derivative instruments	23,089	41,389	4,213	(25,037)
	$ 89,092	$ 2,212	$ (374,408)	$ (55,534)

Gain (Loss) on Settlement of Investments, Net — This item is composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Gain (loss) on sale of real estate securities	$ 7,658	$ 95,003	$ (753,551)	$ 201,222
Gain (loss) on sale of acquired residential mortgage loans	923	43,648	(8,343)	53,405
Gain (loss) on settlement of derivatives	(23,192)	(14,147)	(133,099)	(152,424)
Gain (loss) on liquidated residential mortgage loans	165	(198)	2,546	(3,320)
Gain (loss) on sale of REO	1,016	(3,169)	2,632	(9,445)
Gain (loss) on extinguishment of debt	(66,256)	—	(64,795)	(8,532)
Gain (loss) on Excess MSR recapture agreements	(13,381)	529	(12,191)	1,771
Other gains (losses)	(1,390)	12,004	(2,194)	13,708
	$ (94,457)	$ 133,670	$ (968,995)	$ 96,385

Other Income (Loss), Net — This item is composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Unrealized gain (loss) on secured notes and bonds payable	$ (5,611)	$ (2,647)	$ 535	$ (5,248)
Unrealized gain (loss) on contingent consideration	(2,079)	(2,703)	(5,949)	(7,430)
Unrealized gain (loss) on equity investments	(4,716)	(500)	(52,413)	(659)
Gain (loss) on transfer of loans to REO	703	1,230	5,010	7,814
Gain (loss) on transfer of loans to other assets	(512)	(101)	(773)	(378)
Gain (loss) on Ocwen common stock	4,342	(1,103)	221	3,134
Provision for servicing losses	(3,734)	25	(19,764)	(901)
Rental and ancillary revenue	23,670	—	63,346	—
Other income (loss)	(6,678)	(24,896)	(24,848)	(23,566)
	$ 5,385	$ (30,695)	$ (34,635)	$ (27,234)

General and Administrative Expenses, Loan Servicing Expense and Subservicing Expense — General and administrative expenses are expensed as incurred and primarily include employee compensation, legal and professional fees, insurance premiums, and other costs. Loan servicing and subservicing expenses are expensed as incurred.

General and Administrative Expenses is composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Compensation and benefits expense	$ 68,595	$ 30,494	$ 179,434	$ 87,219
Compensation and benefits expense, origination	98,542	44,270	232,968	112,977
Legal and professional expense	22,209	16,442	63,798	46,352
Loan origination expense	29,935	17,882	75,970	42,349
Occupancy expense	9,356	5,114	26,195	14,079
Subservicing expense	55,376	52,875	159,679	147,763
Loan servicing expense	8,311	7,192	23,313	26,167
Other[(A)]	24,236	19,311	98,244	48,383
	$ 316,560	$ 193,580	$ 859,601	$ 525,289

(A) Represents miscellaneous general and administrative expenses.

Other Assets and Other Liabilities — Other assets and liabilities are composed of the following:

	Other Assets			Accrued Expenses and Other Liabilities	
	September 30, 2020	**December 31, 2019**		**September 30, 2020**	**December 31, 2019**
Margin receivable, net[A]	$ 48,050	$ 280,176	MSR purchase price holdback	$ 31,167	$ 75,348
Servicing fee receivables	113,994	159,607	Interest payable	33,195	68,668
Due from servicers	92,500	163,961	Accounts payable	120,116	119,771
Principal and interest receivable	64,391	85,191	Derivative liabilities (Note 10)	37,820	6,885
Equity investments[B]	59,771	114,763	Due to servicers	65,212	85,728
Other receivables	109,530	117,045	Due to Agencies	25,659	42,118
Real Estate Owned	49,872	93,672	Contingent Consideration	13,628	55,222
Single-family rental properties	25,570	24,133	Accrued compensation and benefits	71,184	41,228
Goodwill[C]	29,468	29,737	Excess spread financing, at fair value	20,129	31,777
Notes Receivable[D]	50,516	37,001	Operating lease liabilities	31,901	38,520
Warrants, at fair value	22,799	28,042	Reserve for sales recourse	9,624	12,549
Recovery asset	15,310	23,100	Reserve for servicing losses	19,657	—
Property and equipment	27,279	18,018	Other liabilities	18,546	22,976
Receivable from government agency[E]	16,823	19,670		$ 497,838	$ 600,790
Intangible assets	35,074	40,963			
Prepaid expenses	21,757	19,249			
Operating lease right-of-use assets	27,218	32,120			
Derivative assets (Note 10)	255,496	41,501			
Ocwen common stock, at fair value	8,172	7,952			
Deferred tax asset, net	49,545	8,669			
Other assets	38,798	51,230			
	$ 1,161,933	$ 1,395,800			

(A) Represents collateral posted as a result of changes in fair value of our 1) real estate securities securing our secured financing agreements and 2) derivative instruments.
(B) Represents equity investments in funds that invest in 1) a commercial redevelopment project, 2) operating companies in the single-family housing industry. The indirect investments are accounted for at fair value based on the net asset value ("NAV") of New Residential's investment and as an equity method investment, respectively. Equity investments also includes an investment in Covius Holding Inc. ("Covius"), a provider of various technology-enabled services to the mortgage and real estate industries.
(C) Includes goodwill derived from the acquisition of Shellpoint Partners LLC ("Shellpoint") and DGG RE Investments d/b/a Guardian Asset Management LLC ("Guardian").
(D) Represents a subordinated debt facility to Covius.
(E) Represents claims receivable from the FHA on early buyout ("EBO") and reverse mortgage loans for which foreclosure has been completed and for which New Residential has made or intends to make a claim on the FHA guarantee.

As a result of the economic uncertainties arising from the COVID-19 pandemic, the impact of the uncertainty on the financial and mortgage-related asset markets, and the associated decreases in the Company's common and preferred stock prices, the Company performed a qualitative impairment analysis for goodwill and intangible assets. Based on the analysis, the Company determined no impairment had occurred during the nine months ended September 30, 2020. Such analysis required management to assess current and future market conditions. Given the uncertainty inherent in the analysis, heightened by the possibility of unforeseen effects of COVID-19, actual results may differ from assumptions used, or conditions may change,

which could result in impairment charges in the future. In the event that the Company concludes that all or a portion of its goodwill or intangible asset is impaired, a non-cash charge for the amount of such impairment would be recorded to earnings. Such a charge would have no impact on tangible capital.

Accretion and Other Amortization — As reflected on the condensed consolidated statements of cash flows, this item is composed of the following:

	Nine Months Ended September 30,	
	2020	**2019**
Accretion of net discount on securities and loans	$ 81,112	$ 266,467
Accretion of servicer advances receivable discount and servicer advance investments	38,967	18,290
Accretion of excess mortgage servicing rights income	25,177	18,203
Amortization of deferred financing costs	(12,352)	(2,984)
Amortization of discount on secured notes and bonds payable	(379)	(1,043)
Amortization of discount on term loan	(5,069)	—
	$ 127,456	$ 298,933

Real estate owned (REO)

New Residential recognizes REO assets at the completion of the foreclosure process or upon execution of a deed in lieu of foreclosure with the borrower.

	Real Estate Owned
Balance at December 31, 2019	$ 93,672
Purchases	3,910
Transfer of loans to REO	31,764
Sales[(A)]	(82,100)
Valuation (provision) reversal on REO	2,626
Balance at September 30, 2020	$ 49,872

(A) Recognized when control of the property has transferred to the buyer.

As of September 30, 2020, New Residential had residential mortgage loans that were in the process of foreclosure with an unpaid principal balance of $37.8 million.

In addition, New Residential has recognized $16.5 million in unpaid claims receivable from FHA on Ginnie Mae EBO loans and reverse mortgage loans for which foreclosure has been completed and for which New Residential has made, or intends to make, a claim.

3. SEGMENT REPORTING

New Residential's portfolio consists of the following segments: (i) Origination, (ii) Servicing, (iii) MSR Related Investments, (iv) Residential Securities and Loans, (v) Consumer Loans and (vi) Corporate, organized based on differences in services and products. The corporate segment consists primarily of general and administrative expenses, management fees and incentive compensation related to the Management Agreement, corporate cash and related interest income.

Summary financial data on New Residential's segments is given below, together with a reconciliation to the same data for New Residential as a whole:

	Servicing and Origination					Residential Securities and Loans				
	Origination	Servicing	MSR Related Investments	Elimination[A]	Total Servicing and Origination	Real Estate Securities	Residential Mortgage Loans	Consumer Loans	Corporate	Total
Three Months Ended September 30, 2020										
Interest income	$ 17,407	$ 373	$ 91,576	$ —	$ 109,356	$ 61,034	$ 33,913	$ 29,545	$ —	$ 233,848
Servicing revenue, net	(3,767)	111,420	(80,987)	(70,595)	(43,929)	—	—	—	—	(43,929)
Gain on originated mortgage loans, held-for-sale, net	445,578	346	10,184	38,990	495,098	—	—	—	—	495,098
Total revenues	459,218	112,139	20,773	(31,605)	560,525	61,034	33,913	29,545	—	685,017
Interest expense	10,977	90	59,650	—	70,717	15,652	19,326	5,809	19,024	130,528
G&A and other	136,086	81,767	149,426	(70,595)	296,684	930	10,361	3,361	27,706	339,042
Total operating expenses	147,063	81,857	209,076	(70,595)	367,401	16,582	29,687	9,170	46,730	469,570
Other income (loss)	123	—	(19,753)	—	(19,630)	36,941	44,699	(5,240)	(56,750)	20
Impairment	—	—	218	—	218	(3,849)	14,366	—	—	10,735
Income (loss) before income taxes[B]	312,278	30,282	(208,274)	38,990	173,276	85,242	34,559	15,135	(103,480)	204,732
Income tax expense (benefit)	71,304	6,044	15,682	—	93,030	—	7,783	(1)	—	100,812
Net income (loss)	$ 240,974	$ 24,238	$ (223,956)	$ 38,990	$ 80,246	$ 85,242	$ 26,776	$ 15,136	$ (103,480)	$ 103,920
Noncontrolling interests in income (loss) of consolidated subsidiaries	$ 4,840	$ —	$ 2,612	$ —	$ 7,452	$ —	$ —	$ 4,188	$ —	$ 11,640
Dividends on preferred stock	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 14,359	$ 14,359
Net income (loss) attributable to common stockholders	$ 236,134	$ 24,238	$ (226,568)	$ 38,990	$ 72,794	$ 85,242	$ 26,776	$ 10,948	$ (117,839)	$ 77,921

	Servicing and Origination					Residential Securities and Loans				
	Origination	Servicing	MSR Related Investments	Elimination[A]	Total Servicing and Origination	Real Estate Securities	Residential Mortgage Loans	Consumer Loans	Corporate	Total
Nine Months Ended September 30, 2020										
Interest income	$ 43,105	$ 8,975	$ 299,315	$ —	$ 351,395	$ 278,702	$ 141,118	$ 97,204	$ —	$ 868,419
Servicing revenue, net	(6,843)	295,047	(591,004)	(156,513)	(459,313)	—	—	—	—	(459,313)
Gain on originated mortgage loans, held-for-sale, net	885,730	948	65,424	26,054	978,156	—	6,662	—	—	984,818
Total revenues	921,992	304,970	(226,265)	(130,459)	870,238	278,702	147,780	97,204	—	1,393,924
Interest expense	30,071	397	178,027	—	208,495	141,340	67,570	18,691	27,690	463,786
G&A and other	338,760	220,026	374,868	(156,513)	777,141	8,128	46,395	10,947	83,672	926,283
Total operating expenses	368,831	220,423	552,895	(156,513)	985,636	149,468	113,965	29,638	111,362	1,390,069
Other income (loss)	497	499	(267,351)	—	(266,355)	(881,261)	(110,896)	(16,007)	(103,519)	(1,378,038)
Impairment	—	—	127	—	127	15,166	118,377	—	—	133,670
Income (loss) before income taxes[B]	553,658	85,046	(1,046,638)	26,054	(381,880)	(767,193)	(195,458)	51,559	(214,881)	(1,507,853)
Income tax expense (benefit)	138,304	21,244	(143,824)	—	15,724	—	(64,501)	130	—	(48,647)
Net income (loss)	$ 415,354	$ 63,802	$ (902,814)	$ 26,054	$ (397,604)	$ (767,193)	$ (130,957)	$ 51,429	$ (214,881)	$ (1,459,206)
Noncontrolling interests in income (loss) of consolidated subsidiaries	$ 10,542	$ —	$ (44)	$ —	$ 10,498	$ —	$ —	$ 23,620	$ —	$ 34,118
Dividends on preferred stock	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 39,938	$ 39,938
Net income (loss) attributable to common stockholders	$ 404,812	$ 63,802	$ (902,770)	$ 26,054	$ (408,102)	$ (767,193)	$ (130,957)	$ 27,809	$ (254,819)	$ (1,533,262)

	Servicing and Origination					Residential Securities and Loans				
	Origination	Servicing	MSR Related Investments	Elimination[A]	Total Servicing and Origination	Real Estate Securities	Residential Mortgage Loans	Consumer Loans	Corporate	Total
September 30, 2020										
Investments	$ 2,843,720	$ —	$ 5,753,366	$ —	$ 8,597,086	$ 10,830,067	$ 2,887,350	$ 722,108	$ —	$ 23,036,611
Cash and cash equivalents	99,321	50,942	406,965	—	557,228	160,764	4,681	7,195	111,154	841,022
Restricted cash	3,929	32,369	102,166	—	138,464	12,723	—	29,367	—	180,554
Other assets	369,988	191,398	4,466,009	—	5,027,395	1,005,847	193,394	59,968	32,105	6,318,709
Goodwill	11,836	12,540	5,092	—	29,468	—	—	—	—	29,468
Total assets	$ 3,328,794	$ 287,249	$ 10,733,598	$ —	$ 14,349,641	$ 12,009,401	$ 3,085,425	$ 818,638	$ 143,259	$ 30,406,364
Debt	$ 2,612,817	$ 6,669	$ 5,980,900	$ —	$ 8,600,386	$ 10,877,414	$ 2,241,607	$ 681,109	$ 541,758	$ 22,942,274
Other liabilities	165,022	63,657	1,661,193	—	1,889,872	9,633	45,696	5,425	84,833	2,035,459
Total liabilities	2,777,839	70,326	7,642,093	—	10,490,258	10,887,047	2,287,303	686,534	626,591	24,977,733
Total equity	550,955	216,923	3,091,505	—	3,859,383	1,122,354	798,122	132,104	(483,332)	5,428,631
Noncontrolling interests in equity of consolidated subsidiaries	18,365	—	42,946	—	61,311	—	—	38,126	—	99,437
Total New Residential stockholders' equity	$ 532,590	$ 216,923	$ 3,048,559	$ —	$ 3,798,072	$ 1,122,354	$ 798,122	$ 93,978	$ (483,332)	$ 5,329,194
Investments in equity method investees	$ —	$ —	$ 139,351	$ —	$ 139,351	$ —	$ —	$ —	$ —	$ 139,351

	Servicing and Origination					Residential Securities and Loans				
	Origination	Servicing	MSR Related Investments	Elimination[A]	Total Servicing and Origination	Real Estate Securities	Residential Mortgage Loans	Consumer Loans	Corporate	Total
Three Months Ended September 30, 2019										
Interest income	$ 10,880	$ 8,847	$ 129,350	$ —	$ 149,077	$ 184,933	$ 73,786	$ 40,331	$ —	$ 448,127
Servicing revenue, net	(548)	54,646	18,588	(19,636)	53,050	—	—	—	—	53,050
Gain on originated mortgage loans, held-for-sale, net	104,126	348	15,554	(14,892)	105,136	—	21,611	—	—	126,747
Total revenues	114,458	63,841	163,492	(34,528)	307,263	184,933	95,397	40,331	—	627,924
Interest expense	10,359	264	59,056	—	69,679	123,023	45,707	7,493	—	245,902
G&A and other	67,708	41,850	80,522	(19,636)	170,444	1,839	11,662	3,965	62,655	250,565
Total operating expenses	78,067	42,114	139,578	(19,636)	240,123	124,862	57,369	11,458	62,655	496,467
Other income (loss)	(149)	—	(42,993)	—	(43,142)	116,081	33,541	(2,651)	(1,189)	102,640
Impairment	—	—	—	—	—	5,567	(16,553)	5,863	—	(5,123)
Income (loss) before income taxes[B]	36,242	21,727	(19,079)	(14,892)	23,998	170,585	88,122	20,359	(63,844)	239,220
Income tax expense (benefit)	9,674	5,799	(4,724)	—	10,749	—	(15,546)	(643)	—	(5,440)
Net income (loss)	$ 26,568	$ 15,928	$ (14,355)	$ (14,892)	$ 13,249	$ 170,585	$ 103,668	$ 21,002	$ (63,844)	$ 244,660
Noncontrolling interests in income (loss) of consolidated subsidiaries	$ 2,457	$ —	$ 1,684	$ —	$ 4,141	$ —	$ —	$ 10,597	$ —	$ 14,738
Dividends on Preferred Stock	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 5,338	$ 5,338
Net income (loss) attributable to common stockholders	$ 24,111	$ 15,928	$ (16,039)	$ (14,892)	$ 9,108	$ 170,585	$ 103,668	$ 10,405	$ (69,182)	$ 224,584

	Servicing and Origination					Residential Securities and Loans				
	Origination	Servicing	MSR Related Investments	Elimination[A]	Total Servicing and Origination	Real Estate Securities	Residential Mortgage Loans	Consumer Loans	Corporate	Total
Nine Months Ended September 30, 2019										
Interest income	$ 25,744	$ 23,181	$ 379,368	$ —	$ 428,293	$ 557,895	$ 188,278	$ 128,575	$ —	$ 1,303,041
Servicing revenue, net	(1,215)	146,730	34,400	(46,549)	133,366	—	—	—	—	133,366
Gain on originated mortgage loans, held-for-sale, net	228,881	681	37,169	(34,195)	232,536	—	62,399	—	—	294,935
Total revenues	253,410	170,592	450,937	(80,744)	794,195	557,895	250,677	128,575	—	1,731,342
Interest expense	24,012	737	183,299	—	208,048	330,992	122,180	25,518	—	686,738
G&A and other	169,980	118,329	217,860	(46,549)	459,620	4,124	28,945	18,396	121,730	632,815
Total operating expenses	193,992	119,066	401,159	(46,549)	667,668	335,116	151,125	43,914	121,730	1,319,553
Other income (loss)	808	—	(132,193)	—	(131,385)	31,677	118,244	(10,324)	4,515	12,727
Impairment	—	—	—	—	—	21,942	(16,557)	24,599	—	29,984
Income (loss) before income taxes[B]	60,226	51,526	(82,415)	(34,195)	(4,858)	232,514	234,353	49,738	(117,215)	394,532
Income tax expense (benefit)	16,075	13,753	(21,354)	—	8,474	—	11,048	(542)	—	18,980
Net income (loss)	$ 44,151	$ 37,773	$ (61,061)	$ (34,195)	$ (13,332)	$ 232,514	$ 223,305	$ 50,280	$ (117,215)	$ 375,552
Noncontrolling interests in income (loss) of consolidated subsidiaries	$ 4,407	$ —	$ 4,466	$ —	$ 8,873	$ —	$ —	$ 23,106	$ —	$ 31,979
Dividends on Preferred Stock	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 5,338	$ 5,338
Net income (loss) attributable to common stockholders	$ 39,744	$ 37,773	$ (65,527)	$ (34,195)	$ (22,205)	$ 232,514	$ 223,305	$ 27,174	$ (122,553)	$ 338,235

(A) Elimination of intercompany transactions primarily relate to servicing fees, loan sales, and MSR recaptures.
(B) Beginning in the third quarter of 2020, New Residential revised its methodology of allocating tax expense within the Servicing and Origination segments. Specifically, taxes are now allocated based on intercompany agreements rather than based on a more general pro rata approach, which better reflects the operating performance of each respective segment. The revised methodology has been applied consistently for all periods presented.

4. INVESTMENTS IN EXCESS MORTGAGE SERVICING RIGHTS ASSETS

Excess mortgage servicing rights assets include New Residential's direct investments in Excess MSRs and investments in joint ventures jointly controlled by New Residential and Fortress-managed funds investing in Excess MSRs. The table below summarizes the components of excess mortgage servicing rights assets as presented on the condensed consolidated balance sheets:

	September 30, 2020	December 31, 2019
Direct investments in Excess MSRs	$ 328,623	$ 379,747
Excess MSR Joint Ventures	107,359	125,596
Excess mortgage servicing rights assets, at fair value	$ 435,982	$ 505,343

Direct Investments in Excess MSRs

The following table presents activity related to the carrying value of New Residential's direct investments in Excess MSRs:

	Servicer		
	Mr. Cooper	SLS[A]	Total
Balance as of December 31, 2019	$ 377,692	$ 2,055	$ 379,747
Interest income	25,167	9	25,176
Other income	(12,175)	—	(12,175)
Proceeds from repayments	(51,980)	(311)	(52,291)
Proceeds from sales	(61)	—	(61)
Change in fair value	(11,939)	166	(11,773)
Balance as of September 30, 2020	$ 326,704	$ 1,919	$ 328,623

(A) Specialized Loan Servicing LLC ("SLS").

Mr. Cooper or SLS, as applicable, as servicer performs all of the servicing and advancing functions, and retains the ancillary income, servicing obligations and liabilities as the servicer of the underlying loans in the portfolio.

New Residential has entered into a "recapture agreement" with respect to each of the direct Excess MSR investments serviced by Mr. Cooper and SLS. Under such arrangements, New Residential is generally entitled to a pro rata interest in the Excess MSRs on any refinancing by Mr. Cooper of a loan in the original portfolio. These recapture agreements do not apply to New Residential's Servicer Advance Investments (Note 6).

New Residential elected to record its direct investments in Excess MSRs at fair value pursuant to the fair value option for financial instruments to provide users of the financial statements with better information regarding the effects of prepayment risk and other market factors on the Excess MSRs.

The following is a summary of New Residential's direct investments in Excess MSRs:

	September 30, 2020							December 31, 2019
	UPB of Underlying Mortgages	Interest in Excess MSR			Weighted Average Life Years[A]	Amortized Cost Basis[B]	Carrying Value[C]	Carrying Value[C]
		New Residential[D]	Fortress-managed funds	Mr. Cooper				
Agency								
Original and Recaptured Pools	$ 37,356,300	32.5% - 66.7% (53.3%)	0.0% - 40%	20.0% - 35.0%	5.8	$ 150,403	$ 173,549	$ 209,633
Non-Agency[E]								
Mr. Cooper and SLS Serviced:								
Original and Recaptured Pools	39,995,269	33.3% - 100.0% (59.4%)	0.0% - 50%	0.0% - 33.3%	6.6	113,724	155,074	170,114
Total	$ 77,351,569				6.1	$ 264,127	$ 328,623	$ 379,747

(A) Represents the weighted average expected timing of the receipt of expected cash flows for this investment.
(B) The amortized cost basis of the recapture agreements is determined based on the relative fair values of the recapture agreements and related Excess MSRs at the time they were acquired.
(C) Carrying value represents the fair value of the pools and recapture agreements, as applicable.
(D) Amounts in parentheses represent weighted averages.
(E) New Residential is also invested in related Servicer Advance Investments, including the basic fee component of the related MSR as of September 30, 2020 (Note 6) on $27.5 billion UPB underlying these Excess MSRs.

Changes in fair value of investments is composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Original and Recaptured Pools	$ (664)	$ 2,407	$ (11,773)	$ (1,421)

As of September 30, 2020, a weighted average discount rate of7.8% was used to value New Residential's investments in Excess MSRs (directly and through equity method investees).

Excess MSR Joint Ventures

New Residential entered into investments in joint ventures ("Excess MSR joint ventures") jointly controlled by New Residential and Fortress-managed funds investing in Excess MSRs. New Residential elected to record these investments at fair value pursuant to the fair value option for financial instruments to provide users of the financial statements with better information regarding the effects of prepayment risk and other market factors.

The following tables summarize the financial results of the Excess MSR joint ventures, accounted for as equity method investees, held by New Residential:

	September 30, 2020	December 31, 2019
Excess MSR assets	$ 190,246	$ 226,843
Other assets	25,158	25,035
Other liabilities	(687)	(687)
Equity	$ 214,717	$ 251,191
New Residential's investment	$ 107,359	$ 125,596
New Residential's ownership	50.0 %	50.0 %

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Interest income	$ 12,249	$ 7,990	$ 20,099	$ 12,251
Other income (loss)	(13,027)	1,528	(25,879)	(4,029)
Expenses	(8)	(16)	(24)	(48)
Net income (loss)	$ (786)	$ 9,502	$ (5,804)	$ 8,174

The following table summarizes the activity of New Residential's investments in equity method investees:

Balance at December 31, 2019	$ 125,596
Distributions of earnings from equity method investees	(1,170)
Distributions of capital from equity method investees	(14,165)
Change in fair value of investments in equity method investees	(2,902)
Balance at September 30, 2020	$ 107,359

The following is a summary of New Residential's Excess MSR investments made through equity method investees:

	September 30, 2020					
	Unpaid Principal Balance	Investee Interest in Excess MSR[A]	New Residential Interest in Investees	Amortized Cost Basis[B]	Carrying Value[C]	Weighted Average Life (Years)[D]
Agency						
Original and Recaptured Pools	$ 30,232,940	66.7 %	50.0 %	$ 146,014	$ 190,246	5.7

(A) The remaining interests are held by Mr. Cooper.
(B) Represents the amortized cost basis of the equity method investees in which New Residential holds a 50% interest. The amortized cost basis of the recapture agreements is determined based on the relative fair values of the recapture agreements and related Excess MSRs at the time they were acquired.
(C) Represents the carrying value of the Excess MSRs held in equity method investees, in which New Residential holds a 50% interest. Carrying value represents the fair value of the pools and recapture agreements, as applicable.
(D) Represents the weighted average expected timing of the receipt of cash flows of each investment.

5. INVESTMENTS IN MORTGAGE SERVICING RIGHTS AND MSR FINANCING RECEIVABLES

The Company owns and records at fair value the rights to service residential mortgage loans, either as a result of purchase transactions or from the retained mortgage servicing associated with the sales and securitizations of loans originated. Investments in MSRs are comprised of servicing rights of both agency and non-agency loans. In certain cases where New

Residential has legally purchased MSRs or the right to the economic interest in MSRs, New Residential has determined that the purchase agreement would not be treated as a sale under GAAP. Therefore, rather than recording an investment in MSRs, New Residential has recorded an investment in MSR financing receivables ("MSR Financing Receivables"). Income from these investments, net of subservicing fees, are recorded as Interest income with changes in fair value flowing through Change in fair value of investments in the condensed consolidated statements of income.

A subsidiary of New Residential, New Residential Mortgage LLC ("NRM"), engages third party licensed mortgage servicers as subservicers and, in relation to certain MSR purchases, interim subservicers, to perform the operational servicing duties in connection with the MSRs it acquires, in exchange for a subservicing fee which is recorded as "Subservicing expense" in New Residential's condensed consolidated statements of income. As of September 30, 2020, these subservicers include LoanCare, LLC ("LoanCare"), PHH Mortgage Corporation ("PHH"), Mr. Cooper, and Flagstar Bank, FSB ("Flagstar"), which subservice 19.1%, 18.5%, 17.1%, and 0.7% of the underlying UPB of the related mortgages, respectively (includes both Mortgage Servicing Rights and MSR Financing Receivables). The remaining 44.6% of the underlying UPB of the related mortgages is subserviced by the servicing division of NewRez.

NRM has entered into recapture agreements with respect to each of its MSR investments. Under the recapture agreements, NRM is generally entitled to the MSRs on any initial or subsequent refinancing by an NRM subservicer or by NewRez.

New Residential records its investments in MSRs and MSR Financing Receivables at fair value at acquisition and has elected to subsequently measure at fair value pursuant to the fair value measurement method.

The following table presents activity related to the carrying value of New Residential's investments in MSRs and MSR Financing Receivables:

	MSRs	MSR Financing Receivables	Total
Balance as of December 31, 2019	$ 3,967,960	$ 1,718,273	$ 5,686,233
Purchases, net[A]	446,964	(18,227)	428,737
Transfers	320,613	(320,613)	—
Originations[B]	424,451	—	424,451
Proceeds from sales	(10,452)	(3,708)	(14,160)
Amortization of servicing rights[C]	(959,482)	(182,085)	(1,141,567)
Change in valuation inputs and assumptions[D]	(542,361)	(62,072)	(604,433)
(Gain) loss realized	4,112	(1,749)	2,363
Balance as of September 30, 2020	$ 3,651,805	$ 1,129,819	$ 4,781,624

(A) Net of purchase price adjustments and purchase price fully reimbursable from MSR sellers as a result of prepayment protection.
(B) Represents MSRs retained on the sale of originated mortgage loans.
(C) Based on the ratio of the current UPB of the underlying residential mortgage loans relative to the original UPB of the underlying residential mortgage loans.
(D) Includes changes in inputs or assumptions used in the valuation model.

Servicing revenue, net recognized by New Residential related to its investments in MSRs was composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Servicing fee revenue	$ 320,880	$ 222,966	$ 945,568	$ 602,241
Ancillary and other fees	30,255	58,489	80,591	151,039
Servicing fee revenue and fees	351,135	281,455	1,026,159	753,280
Amortization of servicing rights	(473,490)	(168,776)	(953,430)	(346,772)
Change in valuation inputs and assumptions[(A) (B)]	81,973	(61,858)	(536,154)	(275,371)
(Gain) loss realized	(3,547)	2,229	4,112	2,229
Servicing revenue, net	$ (43,929)	$ 53,050	$ (459,313)	$ 133,366

(A) Includes changes in inputs or assumptions used in the valuation model.
(B) Includes $(0.2) million and $(3.6) million for the three months ended September 30, 2020 and 2019, respectively, and $6.2 million and $4.4 million for the nine months ended September 30, 2020 and 2019, respectively, of fair value adjustment to excess spread financing.

Interest income from investments in MSR Financing Receivables was composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Servicing fee revenue	$ 83,493	$ 128,936	$ 303,936	$ 385,306
Ancillary and other fees	16,231	21,417	59,947	82,695
Less: subservicing expense	(35,655)	(40,410)	(117,689)	(145,649)
Interest income, investments in MSR financing receivables	$ 64,069	$ 109,943	$ 246,194	$ 322,352

Change in fair value of investments in MSR Financing Receivables was composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Amortization of servicing rights	$ (36,134)	$ (48,340)	$ (182,085)	$ (131,417)
Change in valuation inputs and assumptions[(A)]	15,859	9,349	(62,072)	1,437
(Gain) loss on sales[(B)]	—	(2,419)	(1,749)	(3,220)
Change in fair value of investments in MSR financing receivables	$ (20,275)	$ (41,410)	$ (245,906)	$ (133,200)

(A) Includes changes in inputs or assumptions used in the valuation model and other changes due to the realization of expected cash flows.
(B) Represents the realization of unrealized gain (loss) as a result of sales.

The following is a summary of New Residential's investments in MSRs and MSR Financing Receivables as of September 30, 2020:

	UPB of Underlying Mortgages	Weighted Average Life (Years)[A]	Carrying Value[B]
MSRs:			
Agency[C]	$ 323,473,921	5.4	$ 3,012,602
Non-Agency	5,605,074	4.5	16,598
Ginnie Mae[D]	57,290,646	4.3	622,605
	386,369,641	5.2	3,651,805
MSR Financing Receivables:			
Agency[C]	6,159,819	5.6	57,410
Non-Agency	69,089,988	7.8	1,072,409
	75,249,807	7.6	1,129,819
Total	$ 461,619,448	5.6	$ 4,781,624

(A) Represents the weighted average expected timing of the receipt of expected cash flows for this investment.
(B) Carrying value represents fair value. As of September 30, 2020, weighted average discount rates of7.7% and 9.4% were used to value New Residential's investments in MSRs and MSR financing receivables, respectively.
(C) Represents Fannie Mae and Freddie Mac MSRs.
(D) As of September 30, 2020, New Residential holds approximately $1,458.3 million in residential mortgage loans subject to repurchase and residential mortgage loans repurchase liability on its condensed consolidated balance sheets.

Ginnie Mae Loans Subject to Repurchase Right

NewRez, as an approved issuer of Ginnie Mae MBS, originates and securitizes government-insured residential mortgage loans. As the issuer of the Ginnie Mae-guaranteed securitizations, NewRez has the unilateral right to repurchase loans from the securitizations when they are delinquent for more than 90 days. Loans in forbearance that are three or more consecutive payments delinquent are included as delinquent loans permitted to be repurchased. Under GAAP, NewRez is required to recognize the right to loans on its balance sheet and establish a corresponding liability upon the triggering of the repurchase right regardless of whether NewRez intends to repurchase the loans. As of September 30, 2020, New Residential holds approximately $1,458.3 million in residential mortgage loans subject to repurchase and residential mortgage loans repurchase liability on its condensed consolidated balance sheets. New Residential may re-pool reacquired loans into new Ginnie Mae securitizations upon re-performance of the loan or otherwise sell to third-party investors. Upon recognizing loans eligible for repurchase, the Company does not change the accounting for MSRs related to previously sold loans. Upon reacquisition of a loan the MSR is written off. As of September 30, 2020, New Residential holds approximately $491.4 million of reacquired residential mortgage loans on its condensed consolidated balance sheets.

Ocwen MSR Financing Receivable Transactions

In July 2017, Ocwen Loan Servicing, LLC (collectively with certain affiliates, "Ocwen") and New Residential entered into an agreement in which both parties agreed to undertake certain actions to facilitate the transfer from Ocwen to New Residential of Ocwen's remaining interests in the mortgage servicing rights relating to loans with an aggregate unpaid principal balance of approximately $110.0 billion and with respect to which New Residential already held certain rights ("Rights to MSRs"). Ocwen and New Residential concurrently entered into a subservicing agreement pursuant to which Ocwen agreed to subservice the mortgage loans related to the MSRs that were transferred to New Residential.

In January 2018, Ocwen sold and transferred to New Residential certain "Rights to MSRs" and other assets related to mortgage servicing rights for loans with an unpaid principal balance of approximately $86.8 billion. PHH (as successor by merger to Ocwen) will continue to service the mortgage loans related to the MSRs until any necessary third-party consents to transferring the MSRs are obtained and all other conditions to transferring the MSRs are satisfied, at which time PHH will transfer the MSRs to New Residential.

As of September 30, 2020, MSRs representing approximately $66.7 billion UPB of underlying loans were transferred from PHH to NRM and NewRez. Although the MSRs transferred were legally sold, solely for accounting purposes, New Residential determined that substantially all of the risks and rewards inherent in owning the MSRs had not been transferred to NRM or NewRez, and that the purchase agreement would not be treated as a sale under GAAP.

The table below summarizes the geographic distribution of the underlying residential mortgage loans of the investments in MSRs and MSR Financing Receivables:

	Percentage of Total Outstanding Unpaid Principal Amount	
State Concentration	**September 30, 2020**	**December 31, 2019**
California	21.9 %	21.9 %
Florida	7.3 %	6.9 %
New York	6.7 %	6.4 %
Texas	5.4 %	5.5 %
New Jersey	4.8 %	4.9 %
Illinois	3.5 %	3.6 %
Massachusetts	3.3 %	3.4 %
Georgia	3.2 %	3.1 %
Maryland	3.1 %	3.0 %
Washington	3.1 %	3.3 %
Other U.S.	37.7 %	38.0 %
	100.0 %	100.0 %

Geographic concentrations of investments expose New Residential to the risk of economic downturns within the relevant states. Any such downturn in a state where New Residential holds significant investments could affect the underlying borrower's ability to make mortgage payments and therefore could have a meaningful, negative impact on the MSRs.

Mortgage Subservicing

NewRez performs servicing of residential mortgage loans for third parties under subservicing agreements. Mortgage subservicing does not meet the criteria to be recognized as a mortgage servicing right asset and, therefore, is not recognized on New Residential's condensed consolidated balance sheets. The UPB of residential mortgage loans subserviced for others as of September 30, 2020 and 2019 was $77.1 billion and $54.7 billion, respectively. New Residential earned subservicing revenue of $138.6 million and $99.7 million for the nine months ended September 30, 2020 and 2019, respectively, related to subserviced UPB which is included within Servicing revenue, net in the condensed consolidated statements of income.

Servicer Advances Receivable

In connection with its investments in MSRs and MSR financing receivables, New Residential generally acquires any related outstanding servicer advances (not included in the purchase prices), which it records at fair value upon acquisition.

In addition to receiving cash flows from the MSRs, NRM and NewRez, as servicers, have the obligation to fund future servicer advances on the underlying pool of mortgages (Note 15). These servicer advances are recorded when advanced and are included in Servicer advances receivable on the condensed consolidated balance sheets.

The following types of advances are included in the Servicer advances receivable:

	September 30, 2020	December 31, 2019
Principal and interest advances	$ 595,367	$ 660,807
Escrow advances (taxes and insurance advances)	2,171,877	2,427,384
Foreclosure advances	137,231	163,054
Total[(A)(B)(C)]	$ 2,904,475	$ 3,251,245

(A) Includes $461.0 million and $562.2 million of servicer advances receivable related to Agency MSRs, respectively, recoverable either from the borrower or the Agencies.
(B) Includes $113.1 million and $166.5 million of servicer advances receivable related to Ginnie Mae MSRs, respectively, recoverable from either the borrower or Ginnie Mae. Expected losses for advances associated with Ginnie Mae loans in the MSR portfolio are considered in the MSR fair valuation through a nonreimbursable advance loss assumption.
(C) Excludes $47.4 million and $50.1 million, respectively, in unamortized advance discount and reserves, net of accruals for advance recoveries. These reserves relate to inactive loans in the foreclosure or liquidation process.

New Residential's Servicer advances receivable related to Non-Agency MSRs generally have the highest reimbursement priority pursuant to the underlying servicing agreements (i.e., "top of the waterfall") and New Residential is generally 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. Furthermore, to the extent that advances are not recoverable by New Residential as a result of the subservicer's failure to comply with applicable requirements in the relevant servicing agreements, New Residential has a contractual right to be reimbursed by the subservicer. New Residential assesses the recoverability of servicer advance receivables periodically and as of December 31, 2019, expected full recovery of the servicer advance receivables. For advances on loans that have been liquidated, sold, paid in full or modified, the Company has reserved $18.2 million for expected non-recovery of advances as of September 30, 2020.

See Note 11 regarding the financing of MSRs.

6. SERVICER ADVANCE INVESTMENTS

All of New Residential's Servicer advance investments consist of outstanding servicer advances, the requirement to purchase all future servicer advances made with respect to a specified pool of residential mortgage loans, and the basic fee component of the related MSR. New Residential elected to record its Servicer advance investments, including the right to the basic fee component

of the related MSRs, at fair value pursuant to the fair value option for financial instruments to provide users of the financial statements with better information regarding the effects of market factors.

A taxable wholly-owned subsidiary of New Residential is the managing member of Advance Purchaser LLC (the "Buyer"), a joint venture entity, and owned an approximately 73.2% interest in the Buyer as of September 30, 2020. The Buyer is a limited liability company which was established in December 2013 for the purpose of investing in residential mortgage related assets. As of September 30, 2020, third-party co-investors, owning the remaining interest in the Buyer, have funded capital commitments to the Buyer of $389.6 million and New Residential has funded capital commitments to the Buyer of $312.7 million. The Buyer may call capital up to the commitment amount on unfunded commitments and recall capital to the extent the Buyer makes a distribution to the co-investors, including New Residential. As of September 30, 2020, the noncontrolling third-party co-investors and New Residential had previously funded their commitments; however, the Buyer may recall $328.4 million and $306.9 million of capital distributed to the third-party co-investors and New Residential, respectively. Neither the third-party co-investors nor New Residential is obligated to fund amounts in excess of their respective capital commitments, regardless of the capital requirements of the Buyer.

The following is a summary of New Residential's Servicer advance investments, including the right to the basic fee component of the related MSRs:

	Amortized Cost Basis	Carrying Value[A]	Weighted Average Discount Rate	Weighted Average Yield	Weighted Average Life (Years)[B]
September 30, 2020					
Servicer advance investments	$ 510,995	$ 535,760	5.2 %	5.7 %	6.3
December 31, 2019					
Servicer advance investments	$ 557,444	$ 581,777	5.3 %	5.7 %	6.3

(A) Carrying value represents the fair value of the Servicer advance investments, including the basic fee component of the related MSRs.
(B) Weighted average life represents the weighted average expected timing of the receipt of expected net cash flows for this investment.

The following is additional information regarding the Servicer advance investments and related financing:

	UPB of Underlying Residential Mortgage Loans	Outstanding Servicer Advances	Servicer Advances to UPB of Underlying Residential Mortgage Loans	Face Amount of Secured Notes and Bonds Payable	Loan-to-Value ("LTV")[A]		Cost of Funds[C]	
					Gross	Net[B]	Gross	Net
September 30, 2020								
Servicer Advance Investments[D]	$ 27,484,426	$ 434,998	1.6 %	$ 412,538	88.0 %	87.0 %	2.3 %	1.5 %
December 31, 2019								
Servicer Advance Investments[D]	$ 31,442,267	$ 462,843	1.5 %	$ 443,248	88.3 %	87.2 %	3.4 %	2.8 %

(A) Based on outstanding servicer advances, excluding purchased but unsettled servicer advances.
(B) Ratio of face amount of borrowings to par amount of servicer advance collateral, net of any general reserve.
(C) Annualized measure of the cost associated with borrowings. Gross cost of funds primarily includes interest expense and facility fees. Net cost of funds excludes facility fees.

(D) The following types of advances are included in the Servicer Advance Investments:

	September 30, 2020	December 31, 2019
Principal and interest advances	$ 85,481	$ 71,574
Escrow advances (taxes and insurance advances)	166,678	180,047
Foreclosure advances	182,839	211,222
Total	$ 434,998	$ 462,843

Interest income recognized by New Residential related to its Servicer advance investments was composed of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Interest income, gross of amounts attributable to servicer compensation	$ 10,505	$ 14,212	$ 28,160	$ 43,220
Amounts attributable to base servicer compensation	(703)	(1,606)	(2,325)	(4,578)
Amounts attributable to incentive servicer compensation	1,196	(7,273)	(12,755)	(20,780)
Interest income from Servicer advance investments	$ 10,998	$ 5,333	$ 13,080	$ 17,862

7. INVESTMENTS IN REAL ESTATE AND OTHER SECURITIES

"Agency" residential mortgage backed securities ("RMBS") are RMBS issued by a government sponsored enterprise, such as Fannie Mae or Freddie Mac. "Non-Agency" RMBS are issued by either public trusts or private label securitization entities.

Effective January 1, 2020, New Residential elected to apply the fair value option for any new purchases of Non-Agency RMBS. Effective April 1, 2020, New Residential elected to apply the fair value option for any new purchases of Agency RMBS. The fair value option provides an election which allows a company to irrevocably elect fair value for certain financial assets and liabilities on an instrument-by-instrument basis at initial recognition. For RMBS of high credit quality accounted for under the fair value option, generally Agency RMBS, the Company recognizes interest income based on the stated coupon rate and the outstanding principal amount. The original purchase premium or discount is not amortized or accreted as part of interest income but rather reflected as part of the instrument's fair value. For RMBS that are deemed not to be of high credit quality at the time of purchase, generally Non-Agency RMBS, interest income is recognized based on the security's effective yield.

For securities for which the fair value option was elected, any unrealized gains (losses) from the change in fair value are recorded in Change in fair value of investments in the condensed consolidated statements of income.

For securities for which the fair value option was not elected, any unrealized gains (losses) from the change in fair value are recorded as a component of accumulated other comprehensive income in the condensed consolidated statement of changes in stockholders' equity, to the extent impairment losses are considered non-credit related. Expected credit losses are reflected in the Provision (reversal) for credit losses in the condensed consolidated statements of income. The Company estimates expected credit losses using a discounted cash flow ("DCF") approach. The DCF approach considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts. The Company generates cash flow projections at the instrument level wherein payment expectations are adjusted for estimated prepayment speeds, default rates, and loss severities.

Realized gains (losses) on securities are recorded in Gain (loss) on settlement of investments, net in the condensed consolidated statements of income. Interest income is recognized over the life of the security using the effective interest method and is recorded on the accrual basis.

Activities related to New Residential's investments in real estate and other securities were as follows:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
(in millions)	Agency	Non-Agency	Agency	Non-Agency	Agency	Non-Agency	Agency	Non-Agency
Purchases								
Face	$ 6,300.0	$ —	$ 12,306.4	$ 3,324.9	$ 17,162.6	$ 5,083.1	$ 25,123.5	$ 7,899.1
Purchase price	6,538.0	—	12,610.9	247.0	17,687.4	575.0	25,700.0	1,164.9
Sales								
Face	$ 1,195.5	$ 716.6	$ 6,073.4	$ 1,325.2	$ 18,590.6	$ 8,204.4	$ 17,898.5	$ 2,162.7
Amortized cost	1,231.8	526.3	6,233.5	832.40	18,911.0	6,083.5	18,339.1	1,571.0
Sale price	1,251.5	514.6	6,252.8	910.90	19,120.5	5,139.2	18,451.4	1,662.9
Gain (loss) on sale	19.7	(11.6)	19.3	78.5	209.5	(944.3)	112.3	91.9

As of September 30, 2020, New Residential had sold and purchased $1.2 billion and $300.0 million face amount of Agency RMBS for $1.3 billion and $309.0 million, respectively, which had not yet been settled. As of September 30, 2019, New Residential had sold and purchased $4.3 billion and $2.5 billion face amount of Agency RMBS for $4.4 billion and $2.5 billion, respectively, which had not yet been settled. These unsettled sales and purchases were recorded on the condensed consolidated balance sheets on trade date as Trades receivable and Trades payable. There were no sales or purchases of Non-Agency RMBS which had not yet been settled as of September 30, 2020, or September 30, 2019.

New Residential has exercised its call rights with respect to Non-Agency RMBS trusts and purchased performing and non-performing residential mortgage loans and REO contained in such trusts prior to their termination. In certain cases, New Residential sold portions of the purchased loans through securitizations, and retained bonds issued by such securitizations. In addition, New Residential received par on the securities issued by the called trusts which it owned prior to such trusts' termination. Refer to Notes 8 and 16 for further details on these transactions.

The following is a summary of New Residential's real estate and other securities:

	September 30, 2020											December 31, 2019
			Gross Unrealized				Weighted Average					
Asset Type	Outstanding Face Amount	Amortized Cost Basis	Gains	Losses	Carrying Value[A]	Number of Securities	Rating[B]	Coupon[C]	Yield	Life (Years)[D]	Principal Subordination[E]	Carrying Value
Agency RMBS	$ 114,401	$ 115,223	$ 12,254	$ —	$ 127,476	1	AAA	3.50 %	3.50 %	8.8	—	$ 11,519,943
Agency RMBS at FVO	8,921,032	9,247,334	48,905	(2,891)	9,293,347	53	AAA	2.24 %	2.24 %	4.1	—	—
Total Agency RMBS[F][G]	9,035,433	9,362,557	61,159	(2,891)	9,420,823	54	AAA	2.25 %	2.25 %	4.2	—	11,519,943
Non-Agency RMBS[H][I]	21,276,175	1,386,243	92,192	(69,191)	1,409,244	599	AA	3.03 %	4.86 %	5.9	16.5 %	7,957,785
Total/ Weighted Average	$ 30,311,608	$ 10,748,800	$ 153,351	$ (72,082)	$ 10,830,067	653	AAA	2.80 %	4.09 %	5.4		$ 19,477,728

(A) Fair value, which is equal to carrying value for all securities. See Note 12 regarding the estimation of fair value.
(B) Represents the weighted average of the ratings of all securities in each asset type, expressed as an S&P equivalent rating. This excludes the ratings of the collateral underlying 305 bonds with a carrying value of $647.1 million which either have never been rated or for which rating information is no longer provided. For each security rated by multiple rating agencies, the lowest rating is used. New Residential used an implied AAA rating for the Agency RMBS. Ratings provided were determined by third party rating agencies and represent the most recent credit ratings available as of the reporting date and may not be current.
(C) Excludes residual bonds, and certain other Non-Agency bonds, with a carrying value of $26.5 million and $2.8 million, respectively, for which no coupon payment is expected.
(D) The weighted average life is based on the timing of expected principal reduction on the assets.

(E) Percentage of the amortized cost basis of securities that is subordinate to New Residential's investments, excluding fair value option securities.
(F) Includes securities issued or guaranteed by U.S. Government agencies such as Fannie Mae or Freddie Mac.
(G) The total outstanding face amount was $9.0 billion for fixed rate securities as of September 30, 2020.
(H) The total outstanding face amount was $13.0 billion (including $11.9 billion of residual and fair value option notional amount) for fixed rate securities and $8.3 billion (including $7.7 billion of residual and fair value option notional amount) for floating rate securities as of September 30, 2020.
(I) Includes other asset-backed securities ("ABS") consisting primarily of (i) interest-only securities and servicing strips (fair value option securities) which New Residential elected to carry at fair value and record changes to valuation through the income statement, (ii) bonds backed by consumer loans, and (iii) corporate debt.

			Gross Unrealized				Weighted Average				
Asset Type	Outstanding Face Amount	Amortized Cost Basis	Gains	Losses	Carrying Value	Number of Securities	Rating	Coupon	Yield	Life (Years)	Principal Subordination
Corporate debt	$ 500	$ 500	$ 10	$ —	$ 510	1	B-	8.25 %	8.25 %	4.5	N/A
Consumer loan bonds	13,847	11,069	—	—	11,069	6	N/A	N/A	N/A	—	N/A
Fair value option securities:											
Interest-only securities	10,506,022	272,207	17,641	(33,893)	255,954	126	AA+	1.16 %	7.80 %	2.7	N/A
Servicing strips	5,418,547	55,861	4,314	(9,009)	51,167	59	N/A	0.61 %	7.60 %	3.8	N/A

Unrealized losses attributable to credit impairment are recognized in earnings. During the nine months ended September 30, 2020, New Residential recorded credit impairment charges of $15.2 million with respect to real estate securities. Any remaining unrealized losses on New Residential's securities were primarily the result of changes in market factors, rather than issue-specific credit impairment. New Residential performed analyses in relation to such securities, using its best estimate of their cash flows, which support its belief that the carrying values of such securities were fully recoverable over their expected holding period. New Residential has no intent to sell and is not more likely than not to be required to sell these securities.

The following table summarizes New Residential's securities in an unrealized loss position as of September 30, 2020.

		Amortized Cost Basis						Weighted Average			
Securities in an Unrealized Loss Position	Outstanding Face Amount	Before Credit Impairment	Credit Impairment[A]	After Credit Impairment	Gross Unrealized Losses	Carrying Value	Number of Securities	Rating	Coupon	Yield	Life (Years)
Less than 12 Months	$ 10,511,509	$ 3,144,203	$ (2,072)	$ 3,142,131	$ (51,194)	$ 3,090,937	112	AAA	2.30 %	2.05 %	6.1
12 or More Months	3,758,699	112,034	(8,297)	103,737	(20,889)	82,848	70	AA+	0.89 %	2.59 %	2.4
Total/Weighted Average	$ 14,270,208	$ 3,256,237	$ (10,369)	$ 3,245,868	$ (72,083)	$ 3,173,785	182	AAA	2.26 %	2.07 %	6.0

(A) Represents credit impairment on securities in an unrealized loss position as of September 30, 2020.

New Residential performed an assessment of all debt securities that are in an unrealized loss position (an unrealized loss position exists when a security's amortized cost basis, excluding the effect of credit impairment, exceeds its fair value) and determined the following:

	September 30, 2020				December 31, 2019			
			Gross Unrealized Losses				Gross Unrealized Losses	
	Fair Value	Amortized Cost Basis After Credit Impairment	Credit[A]	Non-Credit[B]	Fair Value	Amortized Cost Basis After Credit Impairment	Credit[A]	Non-Credit[B]
Securities New Residential intends to sell	$ —	$ —	$ —	N/A	$ —	$ —	$ —	$ —
Securities New Residential is more likely than not to be required to sell[C]	—	—	—	N/A	—	—	—	N/A
Securities New Residential has no intent to sell and is not more likely than not to be required to sell:								
Credit impaired securities	122,086	134,639	(10,369)	(12,553)	228,228	237,626	(3,232)	(9,398)
Non-credit impaired securities	3,051,699	3,111,229	—	(59,530)	4,726,409	4,767,837	—	(41,428)
Total debt securities in an unrealized loss position	$ 3,173,785	$ 3,245,868	$ (10,369)	$ (72,083)	$ 4,954,637	$ 5,005,463	$ (3,232)	$ (50,826)

(A) This amount is required to be recorded through earnings. In measuring the portion of credit losses, New Residential estimates the expected cash flow for each of the securities. This evaluation included a review of the credit status and the performance of the collateral supporting those securities, including the credit of the issuer, key terms of the securities and the effect of local, industry and broader economic trends. Significant inputs in estimating the cash flows included New Residential's expectations of prepayment rates, default rates and loss severities. Credit losses were measured as the decline in the present value of the expected future cash flows discounted at the security's effective interest rate.

(B) This amount represents unrealized losses on securities that are due to non-credit factors and recorded through other comprehensive income.

(C) New Residential may, at times, be more likely than not to be required to sell certain securities for liquidity purposes. While the amount of the securities to be sold may be an estimate, and the securities to be sold have not yet been identified, New Residential must make its best estimate, which is subject to significant judgment regarding future events, and may differ materially from actual future sales.

The following table summarizes the activity related to the allowance for credit losses on debt securities (excluding credit impairment relating to securities New Residential intends to sell or is more likely than not required to sell):

	Purchased Credit Deteriorated	Non-Purchased Credit Deteriorated	Total
Allowance for credit losses on available-for-sale debt securities at December 31, 2019	$ —	$ —	$ —
Additions to the allowance for credit losses on securities for which credit losses were not previously recorded	—	—	—
Additions to the allowance for credit losses arising from purchases of available-for-sale debt securities accounted for as purchased financial assets with credit deterioration	—	—	—
Reductions for securities sold during the period	—	—	—
Reductions in the allowance for credit losses because the entity intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis	—	—	—
Additional increases (decreases) to the allowance for credit losses on securities that had credit losses or an allowance recorded in a previous period	10,359	10	10,369
Write-offs charged against the allowance	—	—	—
Recoveries of amounts previously written off	—	—	—
Allowance for credit losses on available-for-sale debt securities at September 30, 2020	$ 10,359	$ 10	$ 10,369

The table below summarizes the geographic distribution of the collateral securing New Residential's Non-Agency RMBS:

	September 30, 2020		December 31, 2019	
Geographic Location[A]	**Outstanding Face Amount**	**Percentage of Total Outstanding**	**Outstanding Face Amount**	**Percentage of Total Outstanding**
Western U.S.	$ 7,347,342	34.6 %	$ 9,048,847	36.6 %
Southeastern U.S.	5,543,854	26.1 %	5,983,966	24.2 %
Northeastern U.S.	4,876,703	22.9 %	5,416,137	21.9 %
Midwestern U.S.	2,354,349	11.1 %	2,562,269	10.4 %
Southwestern U.S.	1,130,535	5.3 %	1,440,467	5.8 %
Other[B]	8,995	— %	296,273	1.1 %
	$ 21,261,778	100.0 %	$ 24,747,959	100.0 %

(A) Excludes $13.8 million and $25.0 million face amount of bonds backed by consumer loans and $0.5 million and $85.0 million face amount of bonds backed by corporate debt as of September 30, 2020 and December 31, 2019, respectively.
(B) Represents collateral for which New Residential was unable to obtain geographic information.

New Residential evaluates the credit quality of its real estate securities, as of the acquisition date, for evidence of credit quality deterioration. As a result, New Residential identified a population of real estate securities for which it was determined that it was probable that New Residential would be unable to collect all contractually required payments.

The following is the outstanding face amount and carrying value for securities, for which, as of the acquisition date, it was probable that New Residential would be unable to collect all contractually required payments, excluding residual and fair value option securities:

	Outstanding Face Amount	Carrying Value
September 30, 2020	$ 967,463	$ 406,816
December 31, 2019	5,701,736	3,830,369

The following is a summary of the changes in accretable yield for these securities:

	Nine Months Ended September 30, 2020
Balance at December 31, 2019	$ 1,882,476
Additions	76,959
Accretion	(51,840)
Reclassifications from (to) non-accretable difference	(2,858,719)
Disposals	1,317,537
Balance at September 30, 2020	$ 366,413

See Note 11 regarding the financing of real estate securities.

8. INVESTMENTS IN RESIDENTIAL MORTGAGE LOANS

New Residential accumulated its residential mortgage loan portfolio through various bulk acquisitions and the execution of call rights. New Residential, through its wholly-owned subsidiary, NewRez, originates residential mortgage loans for sale and securitization to third parties and generally retains the servicing rights on the underlying loans.

Upon adoption of ASU 2016-13 on January 1, 2020, New Residential elected to apply the fair value option for all held-for-investment residential mortgage loans. The fair value option provides an election which allows a company to irrevocably elect fair value for certain financial assets and liabilities on an instrument-by-instrument basis. The Company elected the fair value option for these loans to better align reported results with the underlying economic changes in value of the loans on the company's condensed consolidated balance sheets.

The election of the fair value option resulted in the Company recognizing an adjustment of $6.0 million to reduce retained earnings attributable to the change in the fair value of residential mortgage loans. Unrealized gains (losses) from the change in fair value of residential mortgage loans are recognized in Change in fair value of investments in the condensed consolidated statements of income. Realized gains (losses) are recorded in Gain (loss) on settlement of investments, net in the condensed consolidated statements of income.

Residential mortgage loans for which the fair value option has been elected are not evaluated for credit impairment as changes in fair value are recorded in the condensed consolidated statements of income.

Loans are accounted for based on New Residential's strategy for the loan and on whether the loan was credit-impaired at the date of acquisition. As of September 30, 2020, New Residential accounts for loans based on the following categories:

- Loans held-for-investment, at fair value
- Loans held-for-sale, at lower of cost or fair value
- Loans held-for-sale, at fair value

The following table presents certain information regarding New Residential's residential mortgage loans outstanding by loan type:

	September 30, 2020					December 31, 2019
	Outstanding Face Amount	Carrying Value	Loan Count	Weighted Average Yield	Weighted Average Life (Years)[A]	Carrying Value
Loan Type						
Total residential mortgage loans, held-for-investment, at fair value[B]	$ 784,838	$ 718,802	12,587	6.7 %	4.2	$ 925,706
Acquired reverse mortgage loans[C]	$ 11,784	$ 5,848	28	7.8 %	3.9	$ 5,844
Acquired performing loans[D][F]	205,746	191,580	4,138	6.6 %	3.4	857,821
Acquired non-performing loans[E][F]	502,003	380,925	3,363	7.5 %	3.3	565,387
Total residential mortgage loans, held-for-sale	$ 719,533	$ 578,353	7,529	7.2 %	3.3	$ 1,429,052
Acquired performing loans[D][F]	$ 1,205,668	$ 1,176,302	7,590	4.2 %	9.9	$ 3,024,288
Acquired non-performing loans	436,936	338,451	2,872	7.5 %	3.3	—
Originated loans	2,705,121	2,843,720	9,947	2.9 %	22.1	1,589,324
Total residential mortgage loans, held-for-sale, at fair value	$ 4,347,725	$ 4,358,473	20,409	3.7 %	16.8	$ 4,613,612
Total residential mortgage loans, held-for-sale	$ 5,067,258	$ 4,936,826				$ 6,042,664

(A) The weighted average life is based on the expected timing of the receipt of cash flows.
(B) Residential mortgage loans, held-for-investment, at fair value is grouped and presented as part of Residential loans and variable interest entity consumer loans held-for-investment, at fair value on the condensed consolidated balance sheets.
(C) Represents a 70% participation interest that New Residential holds in a portfolio of reverse mortgage loans. Mr. Cooper holds the other30% interest and services the loans. The average loan balance outstanding based on total UPB was $0.6 million. Approximately 47% of these loans have reached a termination event. As a result of the termination event, each such loan has matured and the borrower can no longer make draws on these loans.
(D) Performing loans are generally placed on nonaccrual status when principal or interest is 120 days or more past due.
(E) As of September 30, 2020, New Residential has placed Non-Performing Loans, held-for-sale on nonaccrual status, except as described in (F) below.
(F) Includes $490.9 million and $21.2 million UPB of Ginnie Mae EBO performing and non-performing loans, respectively, on accrual status as contractual cash flows are guaranteed by the FHA.

New Residential generally considers the delinquency status, loan-to-value ratios, and geographic area of residential mortgage loans as its credit quality indicators. Delinquency status is a primary credit quality indicator as loans that are more than 60 days past due provide an early warning of borrowers who may be experiencing financial difficulties. Current LTV ratio is an indicator of the potential loss severity in the event of default. Finally, the geographic distribution of the loan collateral also provides insight as to the credit quality of the portfolio, as factors such as the regional economy, home price changes and specific events will affect credit quality.

The table below summarizes the geographic distribution of the underlying residential mortgage loans:

	Percentage of Total Outstanding Unpaid Principal Amount	
State Concentration	**September 30, 2020**	**December 31, 2019**
California	13.8 %	16.1 %
New York	8.9 %	9.0 %
Texas	8.0 %	7.1 %
Florida	7.8 %	8.4 %
Georgia	5.5 %	4.8 %
New Jersey	5.1 %	4.2 %
Illinois	3.5 %	3.6 %
Pennsylvania	3.2 %	2.9 %
Maryland	3.2 %	3.3 %
Massachusetts	3.1 %	3.3 %
Other U.S.	37.9 %	37.3 %
	100.0 %	100.0 %

See Note 11 regarding the financing of residential mortgage loans and related assets.

The following table summarizes the difference between the aggregate unpaid principal balance and the aggregate fair value of loans as of September 30, 2020:

Days Past Due	**Unpaid Principal Balance**	**Fair Value**	**Fair Value Over (Under) Unpaid Principal Balance**
90 to 119	$ 157,247	$ 142,438	$ (14,808)
120+	1,104,658	931,980	(172,678)
	$ 1,261,905	$ 1,074,418	$ (187,486)

Call Rights

New Residential has executed calls with respect to Non-Agency RMBS trusts and purchased performing and non-performing residential mortgage loans and REO assets contained in such trusts prior to their termination. In certain cases, New Residential sold portions of the purchased loans through securitizations, and retained bonds issued by such securitizations. In addition, New Residential received par on the securities issued by the called trusts which it owned prior to such trusts' termination. For the nine months ended September 30, 2020, New Residential executed calls on a total of 15 trusts and recognized $12.0 million of interest income on securities held in the collapsed trusts and $48.3 million of gain on securitizations accounted for as sales. For the nine months ended September 30, 2019, New Residential executed calls on a total of 7 trusts and recognized $45.3 million of interest income on securities held in the collapsed trusts and $54.2 million of gain on securitizations accounted for as sales. Refer to Note 16 for transactions with affiliates.

The following table provides past due information regarding New Residential's Performing Loans, which is an important indicator of credit quality and the establishment of the allowance for credit losses:

	December 31, 2019
Days Past Due	**Delinquency Status[A]**
Current	86.5 %
30-59	7.0 %
60-89	2.7 %
90-119[B]	0.7 %
120+[C]	3.1 %
	100.0 %

(A) Represents the percentage of the total principal balance that corresponds to loans that are in each delinquency status.
(B) Includes loans 90-119 days past due and still accruing interest because they are generally placed on nonaccrual status at 120 days or more past due.
(C) Represents nonaccrual loans.

The following table summarizes the activity for residential mortgage loans:

	Loans Held-for-Investment, at Fair Value	Loans Held-for-Sale, at Lower Cost or Fair Value	Loans Held-for-Sale, at Fair Value	Total
Balance at December 31, 2019	$ 925,706	$ 1,429,052	$ 4,613,612	$ 6,968,370
Fair value adjustment due to fair value option	(6,020)	—	—	(6,020)
Originations	—	—	37,361,429	37,361,429
Sales	—	(733,087)	(39,713,858)	(40,446,945)
Purchases/additional fundings	—	110,741	2,279,757	2,390,498
Proceeds from repayments	(105,032)	(86,798)	(140,657)	(332,487)
Transfer of loans to other assets[A]	—	(3,338)	(20,372)	(23,710)
Transfer of loans to real estate owned	(5,328)	(17,085)	(4,674)	(27,087)
Transfers of loans to held for sale	(62,274)	—	62,274	—
Valuation provision on loans	—	(121,132)	—	(121,132)
Changes in instrument-specific credit risk	18,808	—	(31,488)	(12,680)
Other factors	(47,058)	—	(47,550)	(94,608)
Balance at September 30, 2020	$ 718,802	$ 578,353	$ 4,358,473	$ 5,655,628

(A) Represents loans for which foreclosure has been completed and for which New Residential has made, or intends to make, a claim with the governmental agency that has guaranteed the loans that are recognized as claims receivable in Other Assets (Note 2).

Net interest income

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Interest income:				
Loans held-for-investment, at fair value	$ 12,647	$ 14,532	$ 40,985	$ 47,167
Loans held-for-sale, at lower of cost or fair value	7,406	15,426	38,673	43,538
Loans held-for-sale, at fair value	31,267	56,644	104,565	130,128
Total interest income	51,320	86,602	184,223	220,833
Interest expense:				
Loans held-for-investment, at fair value	5,326	3,953	15,934	15,717
Loans held-for-sale, at lower of cost or fair value	4,068	9,315	17,501	26,553
Loans held-for-sale, at fair value	20,909	43,295	64,206	109,770
Total interest expense	30,303	56,563	97,641	152,040
Net interest income	$ 21,017	$ 30,039	$ 86,582	$ 68,793

Gain on originated mortgage loans, held-for-sale, net

NewRez, a wholly-owned subsidiary of New Residential, originates conventional, government-insured and nonconforming residential mortgage loans for sale and securitization. The GSEs or Ginnie Mae guarantee conventional and government-insured mortgage securitizations and mortgage investors issue nonconforming private label mortgage securitizations while NewRez generally retains the right to service the underlying residential mortgage loans. In connection with the transfer of loans to the GSEs or mortgage investors, New Residential reports gain on originated mortgage loans, held-for-sale, net in the condensed consolidated statements of income.

Gain on originated mortgage loans, held-for-sale, net is summarized below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Gain on loans originated and sold, net[(A)]	$ 244,224	$ 45,923	$ 520,094	$ 98,812
Gain (loss) on settlement of mortgage loan origination derivative instruments[(B)]	(68,789)	(32,138)	(290,670)	(61,879)
MSRs retained on transfer of loans[(C)]	156,353	96,317	424,451	190,666
Other[(D)]	19,306	12,050	51,896	28,829
Realized gain on sale of originated mortgage loans, net	$ 351,094	$ 122,152	$ 705,771	$ 256,428
Change in fair value of loans	67,998	(12,524)	96,375	15,458
Change in fair value of interest rate lock commitments (Note 10)	82,019	3,002	206,073	13,911
Change in fair value of derivative instruments (Note 10)	(6,013)	14,117	(23,401)	9,138
Gain on originated mortgage loans, held-for-sale, net	$ 495,098	$ 126,747	$ 984,818	$ 294,935

(A) Includes loan origination fees of $566.3 million and $953.1 million for the three and nine months ended September 30, 2020, respectively, $103.5 million and $189.4 million for the three and nine months ended September 30, 2019, respectively.
(B) Represents settlement of forward securities delivery commitments utilized as an economic hedge for mortgage loans not included within forward loan sale commitments.
(C) Represents the initial fair value of the capitalized mortgage servicing rights upon loan sales with servicing retained.
(D) Includes fees for services associated with the loan origination process.

9. INVESTMENTS IN CONSUMER LOANS

New Residential, through limited liability companies (together, the "Consumer Loan Companies"), has a co-investment in a portfolio of consumer loans. The portfolio includes personal unsecured loans and personal homeowner loans. OneMain is the servicer of the loans and provides all servicing and advancing functions for the portfolio. As of September 30, 2020, New Residential owns 53.5% of the limited liability company interests in, and consolidates, the Consumer Loan Companies.

New Residential also purchased certain newly originated consumer loans from a third party ("Consumer Loan Seller"). These loans are not held in the Consumer Loan Companies and have been designated as performing consumer loans, held-for-investment and are grouped and presented as part of residential loans and variable interest entity consumer loans held-for-investment, at fair value on the condensed consolidated balance sheets. In addition, see "Equity Method Investees" below.

The following table summarizes the investment in consumer loans, held-for-investment held by New Residential:

	Unpaid Principal Balance	Interest in Consumer Loans	Carrying Value	Weighted Average Coupon	Weighted Average Expected Life (Years)[A]	Weighted Average Delinquency[B]
September 30, 2020						
Consumer Loan Companies						
Performing Loans	$ 525,664	53.5 %	$ 582,167	18.2 %	3.7	3.4 %
Purchased Credit Deteriorated Loans[C]	137,450	53.5 %	136,188	14.2 %	3.5	6.2 %
Other - Performing Loans	4,070	100.0 %	3,753	15.3 %	0.5	3.6 %
Total Consumer Loans, held-for-investment	$ 667,184		$ 722,108	17.4 %	3.6	4.0 %
December 31, 2019						
Consumer Loan Companies						
Performing Loans	$ 644,676	53.5 %	$ 682,310	18.8 %	4.0	4.7 %
Purchased Credit Deteriorated Loans[C]	170,083	53.5 %	136,633	15.5 %	3.7	10.1 %
Other - Performing Loans	9,158	100.0 %	8,602	15.1 %	0.7	6.1 %
Total Consumer Loans, held-for-investment	$ 823,917		$ 827,545	18.0 %	3.9	5.9 %

(A) Represents the weighted average expected timing of the receipt of expected cash flows for this investment.
(B) Represents the percentage of the total unpaid principal balance that is 30+ days delinquent. Delinquency status is the primary credit quality indicator as it provides early warning of borrowers who may be experiencing financial difficulties.
(C) Includes loans with evidence of credit deterioration since origination where it is probable that New Residential will not collect all contractually required principal and interest payments, which are accounted for as PCD loans.

See Note 11 regarding the financing of consumer loans.

Upon adoption of ASU 2016-13 on January 1, 2020, New Residential elected to apply the fair value option for all consumer loans. The fair value option provides an election which allows a company to irrevocably elect fair value for certain financial asset and liabilities on an instrument-by-instrument basis. The Company elected the fair value option for these loans to better align reported results with the underlying economic changes in value of the loans on the company's condensed consolidated balance sheet.

The election of the fair value option resulted in the Company recognizing an adjustment of $19.7 million to reduce retained earnings attributable to the change in the fair value of consumer loans, net of noncontrolling interests. Unrealized gains (losses) from the change in fair value of consumer loans are recognized in Change in fair value of investments in the condensed consolidated statements of income. Realized gains (losses) are recorded in Gain on settlement of investments, net in the condensed consolidated statements of income. See Note 2.

Consumer loans for which the fair value option has been elected are not evaluated for credit impairment as changes in fair value are recorded in the condensed consolidated statements of income. Interest income is recognized over the life of the loan using the effective interest method and is recorded on the accrual basis.

The following table summarizes the past due status and difference between the aggregate unpaid principal balance and the aggregate fair value of consumer loans as of September 30, 2020:

Days Past Due	Unpaid Principal Balance	Fair Value	Fair Value Over (Under) Unpaid Principal Balance
Under 90 Days	$ 656,284	$ 710,367	$ 54,083
90 days or more past due	10,900	11,741	841
Total	$ 667,184	$ 722,108	$ 54,924

Performing Loans

The following table provides past due information regarding New Residential's performing consumer loans, held-for-investment, which is an important indicator of credit quality and the establishment of the allowance for loan losses:

Days Past Due	December 31, 2019 Delinquency Status[A]
Current	95.3 %
30-59	1.8 %
60-89	1.2 %
90-119[B]	0.7 %
120+[B] [C]	1.0 %
	100.0 %

(A) Represents the percentage of the total unpaid principal balance that corresponds to loans that are in each delinquency status.
(B) Includes loans more than 90 days past due and still accruing interest.
(C) Interest is accrued up to the date of charge-off at 180 days past due.

Activities related to the fair value of consumer loans, held-for-investment were as follows:

Balance at December 31, 2019	$ 827,545
Fair value adjustment due to fair value option	36,472
Additional fundings[A]	25,008
Proceeds from repayments	(176,127)
Accretion of loan discount and premium amortization, net	18,844
Fair value adjustment due to:	
Changes in instrument-specific credit risk	(429)
Other factors	(9,205)
Balance at September 30, 2020	$ 722,108

(A) Represents draws on consumer loans with revolving privileges.

Equity Method Investees

In February 2017, New Residential completed a co-investment, through a newly formed entity, PF LoanCo Funding LLC ("LoanCo"), to purchase up to $5.0 billion worth of newly originated consumer loans from Consumer Loan Seller over a two-year term. New Residential accounted for its investment in LoanCo pursuant to the equity method of accounting because it

could exercise significant influence over LoanCo but the requirements for consolidation are not met. As of December 31, 2019, LoanCo had distributed all net assets to New Residential.

Additionally, New Residential and the LoanCo co-investors agreed to purchase warrants to purchase up to 177.7 million shares of Series F convertible preferred stock in the Consumer Loan Seller's parent company ("ParentCo"). The holder of the warrants has the option to purchase an equivalent number of shares of Series F convertible preferred stock in ParentCo at a price of $0.01 per share. The Series F convertible preferred stock holders have the right to convert such preferred stock to common stock at any time, are entitled to the number of votes equal to the number of shares of common stock into which such shares of convertible preferred stock could be converted, and will have liquidation rights in the event of liquidation. As of September 30, 2020 and December 31, 2019, the warrants are held on New Residential's condensed consolidated balance sheets in Other Assets and carried at $22.8 million and $28.0 million, respectively.

The following table summarizes the income earned from the Company's investments in LoanCo and WarrantCo during 2019:

	Three Months Ended September 30, 2019[A]	Nine Months Ended September 30, 2019[A]
Interest income	$ 636	$ 20,003
Interest expense	—	(6,487)
Change in fair value of consumer loans and warrants	(2,933)	(4,390)
Gain on sale of consumer loans	(7,525)	(9,193)
Other expenses	(576)	(3,494)
Net income	$ (10,398)	$ (3,561)
New Residential's equity in net income	$ (2,547)	$ (890)
New Residential's ownership	24.5 %	25.0 %

(A) Data for the period ended August 31, 2019 as a result of the one month reporting lag.

The following is a summary of LoanCo's consumer loan investments at September 30, 2019:

	Unpaid Principal Balance	Interest in Consumer Loans	Carrying Value	Weighted Average Coupon	Weighted Average Expected Life (Years)[A]	Weighted Average Delinquency[B]
September 30, 2019[C]	$ 1,226	25.0 %	$ 1,632	18.7 %	1.0	— %

(A) Represents the weighted average expected timing of the receipt of expected cash flows for this investment.
(B) Represents the percentage of the total unpaid principal balance that is 30+ days delinquent. Delinquency status is the primary credit quality indicator as it provides early warning of borrowers who may be experiencing financial difficulties.
(C) Data as of August 31, 2019 as a result of the one month reporting lag.

10. DERIVATIVES

New Residential uses interest rate swaps and interest rate caps as economic hedges to hedge a portion of its interest rate risk exposure. Interest rate risk is sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations, as well as other factors. New Residential's credit risk with respect to economic hedges is the risk of default on New Residential's investments that results from a borrower's or counterparty's inability or unwillingness to make contractually required payments.

New Residential may at times hold to-be-announced forward contract positions ("TBAs") in order to mitigate New Residential's interest rate risk on certain specified mortgage backed securities and any amounts or obligations owed by or to New Residential are subject to the right of set-off with the TBA counterparty. As part of executing these trades, New Residential may enter into agreements with its TBA counterparties that govern the transactions for the TBA purchases or sales made, including margin maintenance, payment and transfer, events of default, settlements, and various other provisions.

As of September 30, 2020, New Residential also held interest rate lock commitments ("IRLCs"), which represent a commitment to a particular interest rate provided the borrower is able to close the loan within a specified period, and forward loan sale and securities delivery commitments, which represent a commitment to sell specific mortgage loans at prices which are fixed as of the forward commitment date. New Residential enters into forward loan sale and securities delivery commitments in order to hedge the exposure related to IRLCs and mortgage loans that are not covered by mortgage loan sale commitments.

New Residential's derivatives are recorded at fair value on the condensed consolidated balance sheets as follows:

	Balance Sheet Location	September 30, 2020	December 31, 2019
Derivative assets			
Interest rate swaps[(A)]	Other assets	$ —	$ 155
Interest rate lock commitments	Other assets	246,247	41,346
TBAs	Other assets	9,249	—
		$ 255,496	$ 41,501
Derivative liabilities			
Interest rate swaps[(A)]	Accrued expenses and other liabilities	$ 263	$ —
Interest rate lock commitments	Accrued expenses and other liabilities	283	1,455
Forward loan sale commitments	Accrued expenses and other liabilities	—	27
TBAs	Accrued expenses and other liabilities	37,274	5,403
		$ 37,820	$ 6,885

(A) Net of $206.3 million and $171.8 million of related variation margin accounts as of September 30, 2020 and December 31, 2019, respectively.

The following table summarizes notional amounts related to derivatives:

	September 30, 2020	December 31, 2019
Interest rate caps[(A)]	$ 12,500	$ 12,500
Interest rate swaps[(B)]	9,070,000	4,900,000
Interest rate lock commitments	12,412,095	4,043,935
Forward loan sale commitments	—	43,654
TBAs, short position[(C)]	15,254,283	5,048,000
TBAs, long position[(C)]	—	11,692,212

(A) As of September 30, 2020, caps LIBOR at 4.00% for $12.5 million of notional. The weighted average maturity of the interest rate caps as of September 30, 2020 was 2 months.
(B) Includes $4.4 billion notional of receive LIBOR/pay fixed of 2.96% and $4.7 billion notional of receive fixed of 0.80%/pay LIBOR with weighted average maturities of 31 months and 30 months, respectively, as of September 30, 2020. Includes $4.0 billion notional of receive LIBOR/pay fixed of 3.21% and $0.9 billion notional of receive fixed of 1.89%/pay LIBOR with weighted average maturities of 36 months and 87 months, respectively, as of December 31, 2019.
(C) Represents the notional amount of Agency RMBS, classified as derivatives.

The following table summarizes all income (losses) recorded in relation to derivatives:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Change in fair value of derivative investments[A]				
Interest rate caps	$ —	$ —	$ —	$ (3)
Interest rate swaps	23,089	42,306	4,213	(26,893)
TBAs	—	(917)	—	1,859
	23,089	41,389	4,213	(25,037)
Gain (loss) on settlement of investments, net				
Interest rate swaps	(23,192)	(10,338)	(62,039)	(32,529)
TBAs[B]	—	(3,809)	(71,060)	(119,895)
	(23,192)	(14,147)	(133,099)	(152,424)
Gain on originated mortgage loans, held-for-sale, net[A]				
Interest rate lock commitments	82,019	3,002	206,073	13,911
TBAs	(6,013)	14,389	(23,428)	9,208
Forward loan sale commitments	—	(272)	27	(70)
	76,006	17,119	182,672	23,049
Total income (losses)	$ 75,903	$ 44,361	$ 53,786	$ (154,412)

(A) Represents unrealized gains (losses).
(B) Excludes $68.8 million and $290.7 million for the three and nine months ended September 30, 2020, respectively, and $32.1 million and $61.9 million for the three and nine months ended September 30, 2019, respectively, in loss on settlement included within gain on originated mortgage loans, held-for-sale, net (Note 8).

11. DEBT OBLIGATIONS

Secured Financing Agreements
The Company finances the acquisition of certain assets within its investment portfolio using secured financing agreements, including repurchase agreements and warehouse credit facilities. Repurchase agreements and warehouse credit facilities are treated as collateralized financing transactions and carried at their contractual amounts, including accrued interest, as specified in the respective agreements. The carrying amount of the Company's secured financing agreements and warehouse credit facilities approximates fair value. The Company pledges certain securities, loans or other assets as collateral under secured financing agreements and warehouse credit facilities with financial institutions, the terms and conditions of which are negotiated on a transaction-by-transaction basis. The amounts available to be borrowed under repurchase agreements and warehouse credit facilities are dependent upon the fair value of the securities, or loans pledged as collateral, which can fluctuate with changes in interest rates, type of security and liquidity conditions within the banking, mortgage finance and real estate industries.

The following table presents certain information regarding New Residential's secured financing agreements and secured notes and bonds payable debt obligations:

	September 30, 2020									December 31, 2019
						Collateral				
Debt Obligations/Collateral	**Outstanding Face Amount**	**Carrying Value[A]**	**Final Stated Maturity[B]**	**Weighted Average Funding Cost**	**Weighted Average Life (Years)**	**Outstanding Face**	**Amortized Cost Basis**	**Carrying Value**	Weighted Average Life (Years)	**Carrying Value[A]**
Secured Financing Agreements[C]										
Repurchase Agreements:										
Warehouse Credit Facilities-Residential Mortgage Loans[F]	$ 3,759,627	$ 3,754,803	Oct-20 to Jul-22	2.5 %	1.0	$ 4,156,437	$ 4,250,005	$ 4,215,066	17.1	$ 5,053,207
Agency RMBS[D]	$ 9,958,246	$ 9,958,246	Oct-20 to Dec-20	0.2 %	0.2	$ 9,930,973	$ 10,285,282	$ 10,361,950	3.8	$ 15,481,677
Non-Agency RMBS[E]	$ 952,323	$ 950,836	Oct-20 to Dec-20	4.1 %	0.1	$ 18,999,108	$ 1,730,072	$ 1,734,798	6.0	$ 7,317,519
Real Estate Owned[G][H]	$ 2,983	$ 2,983	Oct-20 to Jul-22	3.94 %	1.3	N/A	N/A	3,796	N/A	63,822
Total Secured Financing Agreements	14,673,179	14,666,868		1.05 %	0.4					27,916,225
Secured Notes and Bonds Payable										
Excess MSRs[I]	264,980	264,980	Nov-20 to Aug-24	3.91 %	1.1	107,584,509	333,874	421,907	6.0	217,300
MSRs[J]	2,794,108	2,786,144	Jan-21 to Jul-25	4.57 %	2.3	444,177,336	4,645,075	4,675,648	5.8	2,640,036
Servicer Advance Investments[K]	412,538	412,538	Apr-21 to Aug-21	2.27 %	0.6	434,998	510,995	535,760	6.3	581,777
Servicer Advances[K]	2,502,158	2,492,239	Apr-21 to Sep-23	2.84 %	1.9	2,747,433	2,857,040	2,857,040	0.7	2,599,895
Residential Mortgage Loans[L]	1,103,847	1,096,638	Apr-21 to Aug-60	4.26 %	30.1	1,656,351	1,588,739	1,413,258	4.1	864,451
Consumer Loans[M]	678,951	681,109	September-37	2.03 %	3.0	663,047	718,287	718,287	3.6	816,689
Total Secured Notes and Bonds Payable	7,756,582	7,733,648		3.60 %	6.1					7,720,148
Total/ Weighted Average	$ 22,429,761	$ 22,400,516		1.93 %	2.3					$ 35,636,373

(A) Net of deferred financing costs.
(B) All debt obligations with a stated maturity through October 31, 2020 were refinanced, extended or repaid.
(C) These secured financing agreements had approximately $19.5 million of associated accrued interest payable as of September 30, 2020.
(D) All Agency RMBS repurchase agreements have a fixed rate.
(E) All Non-Agency RMBS secured financing agreements have LIBOR-based floating interest rates. This also includes repurchase agreements and related collateral of $30.4 million and $37.3 million, respectively, on retained bonds collateralized by Agency MSRs.
(F) Includes $270.7 million of repurchase agreements which bear interest at a fixed rate of 4.4%. All remaining repurchase agreements have LIBOR-based floating interest rates.
(G) All repurchase agreements have LIBOR-based floating interest rates.
(H) Includes financing collateralized by receivables including claims from FHA on Ginnie Mae EBO loans for which foreclosure has been completed and for which New Residential has made or intends to make a claim on the FHA guarantee.
(I) Includes $70.2 million of corporate loans which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 2.50% and $194.7 million of corporate loans which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 3.50%. The outstanding face amount of the collateral represents the UPB of the residential mortgage loans underlying the interests in MSRs that secure these notes.
(J) Includes $933.0 million of MSR notes which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 4.50%; $37.4 million of MSR notes which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 2.50%; $326.1 million of MSR notes which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 4.50%; and

$1,497.6 million of capital markets notes with fixed interest rates ranging 3.55% to 5.44%. The outstanding face amount of the collateral represents the UPB of the residential mortgage loans underlying the MSRs and MSR financing receivables that secure these notes.

(K) $1.9 billion face amount of the notes have a fixed rate while the remaining notes bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR or a cost of funds rate, as applicable, and (ii) a margin ranging from 1.38% to 1.85%. Collateral includes Servicer Advance Investments, as well as servicer advances receivable related to the mortgage servicing rights and MSR financing receivables owned by NRM.

(L) Represents (i) a $989.1 million note payable to Mr. Cooper which includes a $1.4 million receivable from government agency and bears interest equal to one-month LIBOR plus 2.88%, (ii) $75.1 million face amount of SAFT 2013-1 mortgage-backed securities issued with fixed interest rate of 3.72% (see Note 12 for fair value details), (iii) $165.5 million of MDST Trusts asset-backed notes held by third parties which bear interest equal to 6.63% (see Note 12 for fair value details), and (iv) $989.1 million of bonds held by third parties which bear interest at a fixed rate ranging from 3.23% to 5.00%.

(M) Includes the SpringCastle debt, which is primarily composed of the following classes of asset-backed notes held by third parties: $610.0 million UPB of Class A notes with a coupon of 1.97% and a stated maturity date in September 2037 and $53.0 million UPB of Class B notes with a coupon of 2.66% and a stated maturity date in September 2037.

As of September 30, 2020, New Residential had no outstanding secured financing agreements where the amount at risk with any individual counterparty or group of related counterparties exceeded 10% of New Residential's stockholders' equity. The amount at risk under secured financing agreements is defined as the excess of carrying amount (or market value, if higher than the carrying amount) of the securities or other assets sold under agreement to repurchase, including accrued interest plus any cash or other assets on deposit to secure the repurchase obligation, over the amount of the repurchase liability (adjusted for accrued interest).

General

Certain of the debt obligations included above are obligations of New Residential's consolidated subsidiaries, which own the related collateral. In some cases, such collateral is not available to other creditors of New Residential.

As of September 30, 2020, New Residential has margin exposure on $14.7 billion of secured financing agreements. To the extent that the value of the collateral underlying these secured financing agreements declines, New Residential may be required to post margin, which could significantly impact its liquidity.

Activities related to the carrying value of New Residential's debt obligations were as follows:

	Excess MSRs	MSRs	Servicer Advances[A]	Real Estate Securities	Residential Mortgage Loans and REO	Consumer Loans	Total
Balance at December 31, 2019	$ 217,300	$ 2,640,036	$ 3,181,672	$ 22,799,196	$ 5,981,480	$ 816,689	$ 35,636,373
Secured Financing Agreements:							
Borrowings	—	—	—	101,149,870	39,427,045	—	140,576,915
Repayments	—	—	—	(113,038,497)	(40,782,949)	—	(153,821,446)
Capitalized deferred financing costs, net of amortization	—	—	—	(1,487)	(3,337)	—	(4,824)
Secured Notes and Bonds Payable:							
Borrowings	97,173	2,367,635	3,053,589	—	875,758	663,047	7,057,202
Repayments	(49,493)	(2,220,067)	(3,328,415)	—	(640,924)	(797,904)	(7,036,803)
Discount on borrowings, net of amortization	—	1,457	—	—	—	(2,882)	(1,425)
Unrealized loss on notes, fair value	—	—	—	—	(2,694)	2,159	(535)
Capitalized deferred financing costs, net of amortization	—	(2,917)	(2,069)	—	45	—	(4,941)
Balance at September 30, 2020	$ 264,980	$ 2,786,144	$ 2,904,777	$ 10,909,082	$ 4,854,424	$ 681,109	$ 22,400,516

(A) New Residential net settles daily borrowings and repayments of the Secured notes and bonds payable on its servicer advances.

Maturities

New Residential's debt obligations as of September 30, 2020 had contractual maturities as follows:

Year Ending	Nonrecourse	Recourse	Total
October 1 through December 31, 2020	$ 1,296	$ 11,670,545	$ 11,671,841
2021	1,632,734	3,097,533	4,730,267
2022	119,403	1,691,631	1,811,034
2023	1,200,000	321,685	1,521,685
2024	—	522,589	522,589
2025 and thereafter	919,583	1,802,761	2,722,344
	$ 3,873,016	$ 19,106,744	$ 22,979,760

Borrowing Capacity

The following table represents New Residential's borrowing capacity as of September 30, 2020:

Debt Obligations / Collateral	Borrowing Capacity	Balance Outstanding	Available Financing[(A)]
Secured Financing Agreements			
Residential mortgage loans and REO	$ 5,011,258	$ 995,151	$ 4,016,107
New loan originations	5,283,000	2,767,458	2,515,542
Secured Notes and Bonds Payable			
Excess MSRs	311,237	264,980	46,257
MSRs	1,750,000	1,296,506	453,494
Servicer advances	4,645,000	2,914,696	1,730,304
Residential mortgage loans	650,000	—	650,000
	$ 17,650,495	$ 8,238,791	$ 9,411,704

(A) New Residential's unused borrowing capacity is available if New Residential has additional eligible collateral to pledge and meets other borrowing conditions as set forth in the applicable agreements, including any applicable advance rate.

Certain of the debt obligations are subject to customary loan covenants and event of default provisions, including event of default provisions triggered by certain specified declines in New Residential's equity or a failure to maintain a specified tangible net worth, liquidity, or indebtedness to tangible net worth ratio. New Residential was in compliance with all of its debt covenants as of September 30, 2020.

2020 Term Loan

On May 19, 2020, the Company, as borrower, entered into a three-year senior secured term loan facility agreement (the "2020 Term Loan") in the principal amount of $600.0 million at a fixed annual rate of 11.0%.

In conjunction with the 2020 Term Loan, the Company issued common stock purchase warrants (the "2020 Warrants") to the lenders. The 2020 Warrants expire approximately three years after the issuance date. The Company recorded the value of the 2020 Term Loan and 2020 Warrants on a relative fair value basis. The estimated fair value of the 2020 Warrants at the date of issuance was approximately $53.5 million and the Company recognized it as a discount to the 2020 Term Loan. Refer to Note 14, Equity and Earnings Per Share, for further details.

In August 2020, the Company made a $51.0 million prepayment on the 2020 Term Loan. As a result, The Company recorded a $5.7 million loss on extinguishment of debt, representing a write-off of unamortized debt issuance costs and original issue discount.

In September 2020, the Company used the net proceeds from a private debt offering, together with cash on hand, to fully retire all of the outstanding principal balance on the 2020 Term Loan. As a result, the Company recorded a $61.1 million loss on extinguishment of debt, primarily representing a write-off of unamortized debt issuance costs and original issue discount.

The table below summarizes the interest expense on the 2020 Term Loan:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Coupon interest at 11.00%	$ 13,652	$ —	$ 20,435	$ —
Amortization of debt discounts and issuance costs	3,368	—	5,006	—
Total	$ 17,020	$ —	$ 25,441	$ —

The 2020 Term Loan contained certain customary affirmative and negative covenants and also required the Company to maintain compliance with certain financial covenants. The Company was in compliance with all financial covenants through extinguishment of the 2020 Term Loan.

2025 Senior Unsecured Notes

On September 16, 2020, the Company, as borrower, completed a private offering of $550.0 million aggregate principal amount of 6.250% senior unsecured notes due 2025 (the "2025 Senior Notes"). Interest on the 2025 Senior Notes accrue at the rate of 6.250% per annum with interest payable semi-annually in arrears on each April 15 and October 15, commencing on April 15, 2021.

The 2025 Senior Notes mature on October 15, 2025 and the Company may redeem some or all of the 2025 Senior Notes at the Company's option, at any time from time to time, on or after October 15, 2022 at a price equal to the following fixed redemption prices (expressed as a percentage of principal amount of the 2025 Senior Notes to be redeemed):

Year	Price
2022	103.125%
2023	101.563%
2024 and thereafter	100.000%

Prior to October 15, 2022, the Company will be entitled at its option on one or more occasions to redeem the 2025 Senior Notes in an aggregate principal amount not to exceed 40% of the aggregate principal amount of the 2025 Senior Notes originally issued prior to the applicable redemption date at a fixed redemption price of 106.250%.

Net proceeds from the offering were approximately $544.5 million, after deducting the initial purchasers' discounts and commissions and estimated offering expenses payable by the Company. The Company used the net proceeds from the offering, together with cash on hand, to prepay and retire its then-existing 2020 Term Loan and to pay related fees and expenses. The Company recorded a $61.1 million loss on extinguishment of debt, representing a write-off of unamortized debt issuance costs and original issue discount.

The Company incurred fees of approximately $8.3 million in relation to the issuance of the 2025 Senior Notes. These fees were capitalized as debt issuance cost and are grouped and presented as part of Unsecured senior notes, net of issuance costs on the condensed consolidated balance sheets. For both the three and nine months ended September 30, 2020, the Company recognized $1.3 million of interest expense. At September 30, 2020, the unamortized debt issuance costs was approximately $8.2 million.

The 2025 Senior Notes are senior unsecured obligations and rank pari passu in right of payment with all of the Company's existing and future senior unsecured indebtedness and senior unsecured guarantees. At the time of issuance, the 2025 Senior Notes were not guaranteed by any of the Company's subsidiaries and none of its subsidiaries are required to guarantee the 2025 Senior Notes in the future, except under limited specified circumstances.

The 2025 Senior Notes contain financial covenants and other non-financial covenants, including, among other things, limits on the ability of the Company and its restricted subsidiaries to incur certain indebtedness (subject to various exceptions), requires that the Company maintain total unencumbered assets (as defined in the debt agreement) of not less than 120% of the aggregate principal amount of the outstanding unsecured debt, and imposes certain requirements in order for the Company to merge or consolidate with or transfer all or substantially all of its assets to another person, in each case subject to certain qualifications set forth in the debt agreement. If the Company were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lenders. As of September 30, 2020, the Company was in compliance with all covenants.

In the event of a change of control, each holder of the 2025 Senior Notes will have the right to require the Company to repurchase all or any part of the outstanding balance at a purchase price of 101% of the principal amount of the 2025 Senior Notes repurchased, plus accrued and unpaid interest, if any, to, but not including, the date of such repurchase.

12. FAIR VALUE MEASUREMENT

The carrying values and fair values of New Residential's assets and liabilities recorded at fair value on a recurring basis, as well as other financial instruments for which fair value is disclosed, as of September 30, 2020 were as follows:

	Principal Balance or Notional Amount	Carrying Value	Fair Value			
			Level 1	Level 2	Level 3	Total
Assets						
Investments in:						
Excess mortgage servicing rights, at fair value [(A)]	$ 77,351,569	$ 328,623	$ —	$ —	$ 328,623	$ 328,623
Excess mortgage servicing rights, equity method investees, at fair value[(A)]	30,232,940	107,359	—	—	107,359	107,359
Mortgage servicing rights, at fair value [(A)]	386,369,641	3,651,805	—	—	3,651,805	3,651,805
Mortgage servicing rights financing receivables, at fair value [(A)]	75,249,807	1,129,819	— —	—	1,129,819	1,129,819
Servicer advance investments, at fair value	434,998	535,760	—	—	535,760	535,760
Real estate and other securities	30,311,608	10,830,067	—	9,420,823	1,409,244	10,830,067
Residential mortgage loans, held-for-sale	719,533	578,353	—	62,273	516,080	578,353
Residential mortgage loans, held-for-sale, at fair value	4,347,725	4,358,473	—	3,175,134	1,183,339	4,358,473
Residential mortgage loans, held-for-investment, at fair value	784,838	718,802	—	—	718,802	718,802
Residential mortgage loans subject to repurchase	1,458,325	1,458,325	—	1,458,325	—	1,458,325
Consumer loans, held-for-investment, at fair value	667,184	722,110	—	—	722,110	722,110
Derivative assets	22,562,001	255,496	—	9,249	246,247	255,496
Note receivable	48,278	48,016	—	—	48,016	48,016
Cash and cash equivalents	841,022	841,022	841,022	—	—	841,022
Restricted cash	180,554	180,554	180,554	—	—	180,554
Other assets[(B)]	N/A	44,545	8,172	—	36,373	44,545
		$ 25,789,129	$ 1,029,748	$ 14,125,804	$ 10,633,577	$ 25,789,129
Liabilities						
Secured financing agreements	$ 14,673,178	$ 14,666,868	$ —	$ 14,673,178	$ —	$ 14,673,178
Secured notes and bonds payable[(C)]	7,756,582	7,733,648	—	—	7,718,539	7,718,539
Unsecured senior notes, net of issuance costs	541,758	541,758	—	—	541,758	541,758
Residential mortgage loan repurchase liability	1,458,325	1,458,325	—	1,458,325	—	1,458,325
Derivative liabilities	9,230,520	37,820	—	37,537	283	37,820
Excess spread financing	2,416,800	20,129	—	—	20,129	20,129
Contingent consideration	N/A	13,628	—	—	13,628	13,628
		$ 24,472,176	$ —	$ 16,169,040	$ 8,294,337	$ 24,463,377

(A) The notional amount represents the total unpaid principal balance of the residential mortgage loans underlying the MSRs, MSR financing receivables and Excess MSRs. New Residential does not receive an excess mortgage servicing amount on non-performing loans in Agency portfolios.

(B) Excludes the indirect equity investment in a commercial redevelopment project that is accounted for at fair value on a recurring basis based on the NAV of New Residential's investment. The investment had a fair value of $31.8 million as of September 30, 2020.

(C) Includes the SAFT 2013-1, MDST Trusts, NPL/RPL Securitization Trusts and SCFT 2020-A mortgage backed securities issued for which the fair value option for financial instruments was elected and resulted in a fair value of $1.8 billion as of September 30, 2020.

New Residential's assets measured at fair value on a recurring basis using Level 3 inputs changed as follows:

	Level 3											
	Excess MSRs[A]											
	Agency	Non-Agency	Excess MSRs in Equity Method Investees[A][B]	MSRs[A]	MSR Financing Receivables[A]	Servicer Advance Investments	Non-Agency RMBS	Derivatives[C]	Residential Mortgage Loans	Consumer Loans	Total
Balance at December 31, 2019	$ 209,633	$ 170,114	$ 125,596	$ 3,967,960	$ 1,718,273	$ 581,777	$ 7,957,785	$ 39,891	$ 3,998,825	$ —	$ 18,769,854
Transfers											
Transfers from Level 3	—	—	—	—	—	—	—	—	(715,790)	—	(715,790)
Transfers to Level 3	—	—	—	—	—	—	—	—	440,168	827,545	1,267,713
Transfers from investments in mortgage servicing rights financing receivables to investments in mortgage servicing rights	—	—	—	320,613	(320,613)	—	—	—	—	—	—
Gains (losses) included in net income											
Included in provision (reversal) for credit losses on securities[D]	—	—	—	—	—	—	(15,300)	—	—	—	(15,300)
Included in change in fair value of investments in excess mortgage servicing rights[D]	(7,805)	(3,968)	—	—	—	—	—	—	—	—	(11,773)
Included in change in fair value of investments in excess mortgage servicing rights, equity method investees[D]	—	—	(2,902)	—	—	—	—	—	—	—	(2,902)
Included in servicing revenue, net [E]	—	—	—	(1,497,731)	—	—	—	—	—	—	(1,497,731)
Included in change in fair value of investments in mortgage servicing rights financing receivables[D]	—	—	—	—	(245,906)	—	—	—	—	—	(245,906)
Included in change in fair value of servicer advance investments	—	—	—	—	—	431	—	—	—	—	431
Included in change in fair value of investments in residential mortgage loans	—	—	—	—	—	—	—	—	(109,324)	—	(109,324)
Included in gain (loss) on settlement of investments, net	14	1	—	—	—	—	(944,257)	—	—	—	(944,242)
Included in other income (loss), net[D]	(10,817)	(1,373)	—	—	—	—	(30,695)	206,073	(8,399)	(9,634)	145,155
Gains (losses) included in other comprehensive income[F]	—	—	—	—	—	—	(593,130)	—	(6,020)	36,472	(562,678)
Interest income	12,066	13,110	—	—	—	13,080	95,713	—	—	18,844	152,813
Purchases, sales and repayments											
Purchases, net [G]	—	—	—	446,964	(18,227)	991,289	575,030	—	1,917,894	25,008	3,937,958
Proceeds from sales	(56)	(5)	—	(10,452)	(3,708)		(5,139,114)	—	(3,376,461)	—	(8,529,796)
Proceeds from repayments	(29,486)	(22,805)	(15,335)	—	—	(1,050,817)	(495,100)	—	(238,752)	(176,125)	(2,028,420)
Originations and other	—	—	—	424,451	—	—	(1,688)	—	—	—	422,763
Balance at September 30, 2020	$ 173,549	$ 155,074	$ 107,359	$ 3,651,805	$ 1,129,819	$ 535,760	$ 1,409,244	$ 245,964	$ 1,902,141	$ 722,110	$ 10,032,825

(A) Includes the recapture agreement for each respective pool, as applicable.
(B) Amounts represent New Residential's portion of the Excess MSRs held by the respective joint ventures in which New Residential has a50% interest.
(C) For the purpose of this table, the IRLC asset and liability positions are shown net.
(D) The gains (losses) recorded in earnings during the period are attributable to the change in unrealized gains (losses) relating to Level 3 assets still held at the reporting dates and realized gains (losses) recorded during the period.
(E) The components of Servicing revenue, net are disclosed in Note 5.
(F) These gains (losses) were included in net unrealized gain (loss) on securities in the condensed consolidated statements of comprehensive income.
(G) Net of purchase price adjustments and purchase price fully reimbursable from MSR sellers as a result of prepayment protection.

New Residential's liabilities measured at fair value on a recurring basis using Level 3 inputs changed as follows:

	Level 3			
	Excess Spread Financing	Asset-Backed Securities Issued	Contingent Consideration	Total
Balance at December 31, 2019	$ 31,777	$ 659,738	$ 55,222	$ 746,737
Transfers				
Transfers from Level 3	—	—	(43,875)	(43,875)
Transfers to Level 3	—	—	—	—
Acquisition	—	—	—	—
Gains (losses) included in net income				
Included in provision (reversal) for credit losses on securities[A]	—	—	—	—
Included in change in fair value of investments in excess mortgage servicing rights	—	—	—	—
Included in change in fair value of investments in excess mortgage servicing rights, equity method investees[A]	—	—	—	—
Included in servicing revenue, net[B]	(12,259)	—	—	(12,259)
Included in change in fair value of investments in mortgage servicing rights financing receivables	—	—	—	—
Included in change in fair value of servicer advance investments	—	—	—	—
Included in change in fair value of investments in residential mortgage loans	—	(534)	—	(534)
Included in gain (loss) on settlement of investments, net	—	—	—	—
Included in other income[A]	—	—	4,225	4,225
Gains (losses) included in other comprehensive income, net of tax[C]	—	—	—	—
Interest income	—	—	—	—
Purchases, sales and repayments				
Purchases	—	1,538,804	—	1,538,804
Proceeds from sales	—	—	—	—
Payments	—	(439,911)	(1,944)	(441,855)
Other	611	(1,465)	—	(854)
Balance at September 30, 2020	$ 20,129	$ 1,756,632	$ 13,628	$ 1,790,389

(A) The gains (losses) recorded in earnings during the period are attributable to the change in unrealized gains (losses) relating to Level 3 liabilities still held at the reporting dates and realized gains (losses) recorded during the period.
(B) The components of Servicing revenue, net are disclosed in Note 5.
(C) These gains (losses) were included in Net unrealized gain (loss) on securities in the condensed consolidated statements of comprehensive income.

Investments in Excess MSRs, Excess MSRs Equity Method Investees, MSRs and MSR Financing Receivables Valuation

The following table summarizes certain information regarding the ranges and weighted averages of inputs used as of September 30, 2020:

	Significant Inputs[A]				
	Prepayment Rate[B]	Delinquency[C]	Recapture Rate[D]	Mortgage Servicing Amount or Excess Mortgage Servicing Amount (bps)[E]	Collateral Weighted Average Maturity (Years)[F]
Excess MSRs Directly Held (Note 4)					
Agency					
Original Pools	7.1% - 10.1% (8.3%)	—% - 2.8% (1.2%)	4.4% - 23.3% (10.4%)	15 - 32 (21)	14 - 22 (19)
Recaptured Pools	7.9% - 11.5% (10.2%)	0.1% - 3.6% (0.8%)	—% - 33.9% (21.6%)	21 - 29 (24)	19 - 24 (22)
	7.1% - 11.5% (8.9%)	—% - 3.6% (1.1%)	—% - 33.9% (14.1%)	15 - 32 (22)	14 - 24 (20)
Non-Agency[G]					
Mr. Cooper and SLS Serviced:					
Original Pools	7.4% - 12.5% (8.8%)	3.2% - 15.0% (11.1%)	—% - 13.1% (8.4%)	5 - 25 (15)	18 - 28 (23)
Recaptured Pools	5.6% - 7.1% (6.3%)	0.2% - 0.5% (0.4%)	12.0% - 22.4% (14.1%)	23 - 28 (25)	21 - 24 (23)
	5.6% - 12.5% (8.4%)	0.2% - 15.0% (11.1%)	—% - 22.4% (9.3%)	5 - 28 (17)	18 - 28 (23)
Total/Weighted Average—Excess MSRs Directly Held	5.6% - 12.5% (8.7%)	—% - 15.0% (5.1%)	—% - 33.9% (11.8%)	5 - 32 (19)	14 - 28 (21)
Excess MSRs Held through Equity Method Investees (Note 4)					
Agency					
Original Pools	7.5% - 10.1% (8.3%)	0.9% - 2.2% (1.4%)	5.5% - 23.3% (9.6%)	15 - 25 (19)	18 - 19 (18)
Recaptured Pools	9.2% - 10.5% (9.6%)	0.6% - 1.4% (1.1%)	12.3% - 29.8% (16.1%)	22 - 28 (25)	20 - 23 (22)
Total/Weighted Average—Excess MSRs Held through Investees	7.5% - 10.7% (9.0%)	0.6% - 2.2% (1.2%)	5.5% - 29.8% (12.9%)	15 - 28 (22)	18 - 23 (20)
Total/Weighted Average—Excess MSRs All Pools	5.6% - 12.5% (8.8%)	—% - 15.0% (3.7%)	—% - 33.9% (12.2%)	5 - 32 (20)	14 - 28 (21)
MSRs					
Agency[H]					
Mortgage Servicing Rights[I] [J]	7.5% - 18.9% (12.1%)	0.4% - 2.7% (0.9%)	2.7% - 25.5% (15.9%)	25 - 33 (28)	0 - 30 (22)
MSR Financing Receivables[I]	11.1%	0.7%	14.7%	25	0 - 30 (23)
	7.5% - 18.9% (12.0%)	0.4% - 2.7% (0.9%)	2.7% - 25.5% (15.9%)	25 - 33 (28)	0 - 30 (22)
Non-Agency					
Mortgage Servicing Rights[I]	9.9% - 15.4% (13.5%)	1.0% - 10.2% (4.3%)	3.8% - 25.0% (17.5%)	26 - 88 (48)	0 - 30 (16)
MSR Financing Receivables[I]	8.0%	14.4%	8.2%	48	0 - 30 (25)
	8.0% - 15.4% (8.1%)	1.0% - 10.2% (14.2%)	3.8% - 25.0% (8.3%)	26 - 88 (48)	0 - 30 (25)
Ginnie Mae					
Mortgage Servicing Rights[I] [J]	9.4% - 24.0% (20.1%)	1.6% - 8.4% (6.5%)	15.9% - 35.0% (22.1%)	32 - 52 (45)	0 - 30 (27)
Total/Weighted Average—MSRs	7.5% - 24.0% (12.2%)	0.4% - 10.2% (4.7%)	2.7% - 35.0% (10.0%)	25 - 88 (35)	0 - 30 (23)

(A) Weighted by fair value of the portfolio.
(B) Projected annualized weighted average lifetime voluntary and involuntary prepayment rate using a prepayment vector.
(C) Projected percentage of residential mortgage loans in the pool for which the borrower will miss its mortgage payments.

(D) Percentage of voluntarily prepaid loans that are expected to be refinanced by the related servicer or subservicer, as applicable.
(E) Weighted average total mortgage servicing amount, in excess of the basic fee as applicable, measured in basis points (bps). A weighted average cost of subservicing of $6.20 - $7.70 ($6.90) per loan per month was used to value the agency MSRs, including MSR Financing Receivables. A weighted average cost of subservicing of $11.00 per loan per month was used to value the Non-Agency MSRs, including MSR Financing Receivables. A weighted average cost of subservicing of $ 9.30 per loan per month was used to value the Ginnie Mae MSRs.
(F) Weighted average maturity of the underlying residential mortgage loans in the pool.
(G) For certain pools, the Excess MSR will be paid on the total UPB of the mortgage portfolio (including both performing and delinquent loans until REO). For these pools, no delinquency assumption is used.
(H) Represents Fannie Mae and Freddie Mac MSRs.
(I) For certain pools, recapture rate represents the expected recapture rate with the successor subservicer appointed by NRM.
(J) Includes valuation of the related Excess spread financing (Note 5).

With respect to valuing the Ocwen-serviced MSR financing receivables, which include a significant servicer advances receivable component, the cost of financing servicer advances receivable is assumed to be LIBOR plus 2.1%.

As of September 30, 2020, a weighted average discount rate of7.8% (range 7.5% - 8.0%) was used to value New Residential's investments in Excess MSRs (directly and through equity method investees). As of September 30, 2020, a weighted average discount rate of 7.7% (range 7.4% - 13.0%) was used to value New Residential's investments in MSRs and a weighted average discount rate of 9.4% (range 7.4% - 9.5%) was used to value New Residential's investments in MSR financing receivables.

Servicer Advance Investments Valuation

The following table summarizes certain information regarding the ranges and weighted averages of inputs used in valuing the Servicer advance investments, including the basic fee component of the related MSRs:

	Significant Inputs						
	Outstanding Servicer Advances to UPB of Underlying Residential Mortgage Loans	Prepayment Rate[A]	Delinquency	Mortgage Servicing Amount[B]		Discount Rate	Collateral Weighted Average Maturity (Years)[C]
September 30, 2020	1.0% - 1.6% (1.6%)	8.9% - 9.9% (9.9%)	7.2% - 17.4% (17.1%)	16.5 - 19.7 (19.7)	bps	5.2% - 5.7% (5.2%)	22 - 23 (22)

(A) Projected annual weighted average lifetime voluntary and involuntary prepayment rate using a prepayment vector.
(B) Mortgage servicing amount is net of 10.2 bps which represents the amount New Residential paid its servicers as a monthly servicing fee.
(C) Weighted average maturity of the underlying residential mortgage loans in the pool.

Real Estate and Other Securities Valuation

As of September 30, 2020, New Residential's securities valuation methodology and results are further detailed as follows:

			Fair Value			
Asset Type	Outstanding Face Amount	Amortized Cost Basis	Multiple Quotes[A]	Single Quote[B]	Total	Level
Agency RMBS	$ 9,035,433	$ 9,362,556	$ 9,420,823	$ —	$ 9,420,823	2
Non-Agency RMBS[C]	21,276,175	1,386,243	1,407,539	1,705	1,409,244	3
Total	$ 30,311,608	$ 10,748,799	$ 10,828,362	$ 1,705	$ 10,830,067	

(A) New Residential generally obtained pricing service quotations or broker quotations fromtwo sources, one of which was generally the seller (the party that sold New Residential the security) for Non-Agency RMBS. New Residential evaluates quotes received and determines one as being most representative of fair value, and does not use an average of the quotes. Even if New Residential receives two or more quotes on a particular security that come from non-selling brokers or pricing services, it does not use an average because it believes using an actual quote more closely represents a transactable price for the security than an average level. Furthermore, in some cases, for Non-Agency RMBS, there is a wide disparity between the quotes New Residential receives. New Residential believes using an average of the quotes in these cases would not represent the fair value of the asset. Based on New Residential's own fair value analysis, it selects one of the quotes which is believed to more accurately reflect fair value. New Residential has not adjusted any of the quotes received in the periods presented. These quotations are generally received via email and contain disclaimers which state that they are "indicative" and not "actionable" — meaning that the party giving the quotation is not bound to actually purchase the security at the quoted price. New Residential's investments in Agency RMBS are classified within Level 2 of the fair value hierarchy because the market for these securities is very active and market prices are readily observable.

The third-party pricing services and brokers engaged by New Residential (collectively, "valuation providers") use either the income approach or the market approach, or a combination of the two, in arriving at their estimated valuations of RMBS. Valuation providers using the market approach generally look at prices and other relevant information generated by market transactions involving identical or comparable assets. Valuation providers using the income approach create pricing models that generally incorporate such assumptions as discount rates, expected prepayment rates, expected default rates and expected loss severities. New Residential has reviewed the methodologies utilized by its valuation providers and has found them to be consistent with GAAP requirements. In addition to obtaining multiple quotations, when available, and reviewing the valuation methodologies of its valuation providers, New Residential creates its own internal pricing models for Level 3 securities and uses the outputs of these models as part of its process of evaluating the fair value estimates it receives from its valuation providers. These models incorporate the same types of assumptions as the models used by the valuation providers, but the assumptions are developed independently. These assumptions are regularly refined and updated at least quarterly by New Residential, and reviewed by its valuation group, which is separate from its investment acquisition and management group, to reflect market developments and actual performance.

For 83.1% of New Residential's Non-Agency RMBS, the ranges and weighted averages of assumptions used by New Residential's valuation providers are summarized in the table below. The assumptions used by New Residential's valuation providers with respect to the remainder of New Residential's Non-Agency RMBS were not readily available.

	Fair Value	Discount Rate	Prepayment Rate[(a)]	CDR[(b)]	Loss Severity[(c)]
Non-Agency RMBS	$ 1,171,657	1.1% to 17.7% (4.2%)	1.0% to 30.0% (13.1%)	0.3% to 4.5% (0.8%)	12.8% to 95.0% (48.0%)

(a) Represents the annualized rate of the prepayments as a percentage of the total principal balance of the pool.
(b) Represents the annualized rate of the involuntary prepayments (defaults) as a percentage of the total principal balance of the pool.
(c) Represents the expected amount of future realized losses resulting from the ultimate liquidation of a particular loan, expressed as the net amount of loss relative to the outstanding balance.

(B) New Residential was unable to obtain quotations from more than one source on these securities.
(C) Includes New Residential's investments in interest-only notes for which the fair value option for financial instruments was elected.

Residential Mortgage Loans Valuation

New Residential, through its wholly owned subsidiary, NewRez, originates mortgage loans that it intends to sell into Fannie Mae, Freddie Mac, and Ginnie Mae mortgage backed securitizations. Residential mortgage loans held-for-sale, at fair value are typically pooled together and sold into certain exit markets, depending upon underlying attributes of the loan, such as agency eligibility, product type, interest rate, and credit quality. Residential mortgage loans held-for-sale, at fair value are valued using a market approach by utilizing either: (i) the fair value of securities backed by similar mortgage loans, adjusted for certain

factors to approximate the fair value of a whole mortgage loan, (ii) current commitments to purchase loans or (iii) recent observable market trades for similar loans, adjusted for credit risk and other individual loan characteristics. As these prices are derived from market observable inputs, New Residential classifies these valuations as Level 2 in the fair value hierarchy.

Residential mortgage loans held-for-sale, at fair value also includes certain nonconforming mortgage loans originated for sale to private investors, which are valued using internal pricing models to forecast loan level cash flows using inputs such as default rates, prepayments speeds and discount rates. As the internal pricing model is based on certain unobservable inputs, New Residential classifies these valuations as Level 3 in the fair value hierarchy.

The following table summarizes certain information regarding the ranges and weighted averages of inputs used in valuing residential mortgage loans held-for-sale, at fair value classified as Level 3:

	Fair Value	Discount Rate	Prepayment Rate	CDR	Loss Severity
Acquired loans	$ 1,169,628	3.5% - 8.5% (5.1%)	—% - 7.0% (4.3%)	2.0% - 7.0% (4.0%)	—% -30.0% (17.4%)
Originated loans	13,711	2.9%	1.6%	7.0%	10.0%
Residential mortgage loans held-for-sale, at fair value	$ 1,183,339				

Residential mortgage loans held-for-investment, at fair value includes mortgage loans underlying the SAFT 2013-1 securitization, which are valued using internal pricing models using inputs such as default rates, prepayment speeds and discount rates. As the internal pricing model is based on certain unobservable inputs, New Residential classifies these valuations as Level 3 in the fair value hierarchy.

The following table summarizes certain information regarding the ranges and weighted averages of inputs used in valuing residential mortgage loans held-for-investment, at fair value classified as Level 3:

	Fair Value	Discount Rate	Prepayment Rate	CDR	Loss Severity
Residential mortgage loans held-for-investment, at fair value	$ 718,802	6.7% - 9.5% (6.9%)	2.8% - 2.9% (2.8%)	2.0% - 6.5% (6.1%)	30.0% - 49.2% (47.5%)

Consumer Loans Valuation

The following table summarizes certain information regarding the ranges and weighted averages of inputs used in valuing consumer loans held-for-investment, at fair value, classified as Level 3:

	Fair Value	Discount Rate	Prepayment Rate	CDR	Loss Severity
Consumer loans, held-for-investment, at fair value	$ 722,110	8.0% - 10.2% (8.0%)	18.3% - 31.5% (18.4%)	5.5% - 18.0% (5.6%)	82.1% - 90.2% (82.1%)

Derivative Valuation

New Residential enters into economic hedges including interest rate swaps, caps and TBAs, which are categorized as Level 2 in the valuation hierarchy. New Residential generally values such derivatives using quotations, similarly to the method of valuation used for New Residential's other assets that are classified as Level 2 in the fair value hierarchy.

As a part of the mortgage loan origination business, New Residential enters into forward loan sale and securities delivery commitments, which are valued based on observed market pricing for similar instruments and therefore, are classified as Level 2. In addition, New Residential enters into IRLCs, which are valued using internal pricing models (i) incorporating market pricing for instruments with similar characteristics, (ii) estimating the fair value of the servicing rights expected to be recorded at sale of the loan and (iii) adjusting for anticipated loan funding probability. Both the fair value of servicing rights expected to be recorded at the date of sale of the loan and anticipated loan funding probability are significant unobservable inputs and therefore, IRLCs are classified as Level 3 in the fair value hierarchy.

The following table summarizes certain information regarding the ranges and weighted averages of inputs used in valuing IRLCs:

	Fair Value	Loan Funding Probability	Fair Value of initial servicing rights (bps)
IRLCs (net)	$ 245,964	0.0% - 100.0% (81.0%)	6.0 - 253.3 (103.4)

Mortgage-Backed Securities Issued

New Residential and NewRez, a wholly owned subsidiary of New Residential, were deemed to be the primary beneficiaries of the MDST Trusts, SAFT 2013-1 securitization entity, NPL/RPL Securitization Trusts and SCFT 2020-A, and therefore, New Residential's condensed consolidated balance sheets include the mortgage-backed securities issued by the MDST Trusts, SAFT 2013-1, NPL/RPL Securitization Trusts and SCFT 2020-A, respectively. New Residential elected the fair value option for these financial instruments and the mortgage-backed securities issued were valued consistently with New Residential's Non-Agency RMBS described above.

The following table summarizes certain information regards the ranges and weighted averages of inputs used in valuing Mortgage-Backed Securities Issued:

	Fair Value	Discount Rate	Prepayment Rate	CDR	Loss Severity
Mortgage-backed securities issued	$ 1,756,632	1.9% - 5.4% (3.2%)	5.0% - 19.6% (15.1%)	3.0% - 50.0% (9.9%)	20.0% - 95.6% (55.4%)

Contingent Consideration Valuation

As additional consideration for the Guardian acquisition announced in August 2019, New Residential may make up tofour cash earnout payments, calculated as the amount of cumulative Guardian earnings on specified contracts in excess of certain thresholds up to an aggregate maximum amount of $17.5 million (the "Guardian Earnout Payments"), which will be calculated following the end of each calendar year with the final payment being calculated as of the fourth anniversary date of the Guardian closing. On April 10, 2020, New Residential made its first Guardian Earnout Payment of $1.9 million. As described above, in accordance with ASC 805, New Residential measures its contingent consideration at fair value on a recurring basis using a scenario-based method to weigh the probability of multiple outcomes to arrive at an expected payment cash flow and then discounts the expected cash flow. The inputs utilized in valuing the contingent consideration include a discount rate of 11% and the application of probability weighting of income scenarios, which are significant unobservable inputs and therefore, contingent consideration is classified as Level 3 in the fair value hierarchy.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain assets are measured at fair value on a nonrecurring basis; that is, they are not measured at fair value on an ongoing basis but are subject to fair value adjustments only in certain circumstances, such as when there is evidence of impairment. For residential mortgage loans held-for-sale and foreclosed real estate accounted for as REO, New Residential applies the lower of cost or fair value accounting and may be required, from time to time, to record a nonrecurring fair value adjustment.

At September 30, 2020, assets measured at fair value on a nonrecurring basis were $602.7 million. The $602.7 million of assets include approximately $572.5 million of residential mortgage loans held-for-sale and $30.2 million of REO. The fair value of New Residential's residential mortgage loans, held-for-sale is estimated based on a discounted cash flow model analysis using internal pricing models and is categorized within Level 3 of the fair value hierarchy. The following table summarizes the inputs used in valuing these residential mortgage loans as of September 30, 2020:

	Fair Value and Carrying Value	Discount Rate	Weighted Average Life (Years)[A]	Prepayment Rate	CDR[B]	Loss Severity[C]
Performing loans	$ 191,580	4.5% - 9.5% (6.6%)	3.0 - 9.1 (4.9)	5.1% - 7.0% (6.8%)	0.8% - 12.2% (2.5%)	28.7% - 100.0% (40.7%)
Non-performing loans	380,925	7.5% - 7.5% (7.5%)	3.0 - 3.0 (3.0)	2.0% - 2.0% (2.0%)	2.9% - 2.9% (2.9%)	30.0% - 30.0% (30.0%)
Total/weighted average	$ 572,505	7.2%	3.6	3.6%	2.7%	33.6%

(A) The weighted average life is based on the expected timing of the receipt of cash flows.
(B) Represents the annualized rate of the involuntary prepayments (defaults) as a percentage of the total principal balance.
(C) Loss severity is the expected amount of future realized losses resulting from the ultimate liquidation of a particular loan, expressed as the net amount of loss relative to the outstanding loan balance.

The fair value of REO is estimated using a broker's price opinion discounted based upon New Residential's experience with actual liquidation values and, therefore, is categorized within Level 3 of the fair value hierarchy. These discounts to the broker price opinion generally range from 10% - 25% (weighted average of 17%), depending on the information available to the broker.

The total change in the recorded value of assets for which a fair value adjustment has been included in the condensed consolidated statements of income for the nine months ended September 30, 2020 consisted of a valuation allowance of $121.1 million for residential mortgage loans, offset by a $2.6 million decreased allowance for REO.

13. CONSOLIDATED VARIABLE INTEREST ENTITIES

VIEs are defined as entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. A VIE is required to be consolidated only by its primary beneficiary, which is defined as the party who has the power to direct the activities of a VIE that most significantly impact its economic performance and who has the obligation to absorb losses or the right to receive benefits from the VIE that could be potentially significant to the VIE.

To assess whether New Residential has the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, New Residential considers all the facts and circumstances, including its role in establishing the VIE and its ongoing rights and responsibilities. This assessment includes, first, identifying the activities that most significantly impact the VIE's economic performance; and second, identifying which party, if any, has power over those activities. To assess whether New Residential has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE, New Residential considers all of its economic interests and applies judgment in determining whether these interests, in the aggregate, are considered potentially significant to the VIE.

Servicer Advance Investment

New Residential, through a taxable wholly owned subsidiary, is the managing member of the Buyer and owned approximately 73.2% of the Buyer as of September 30, 2020. In 2013, New Residential created the Buyer to acquire the then outstanding servicing advance receivables related to a portfolio of residential mortgage loans from a third party. The Buyer is required to purchase all future servicer advances made with respect to this portfolio of mortgage loans and is entitled to receive cash flows from advance recoveries and a basic fee component of the related MSRs, net of subservicing compensation paid.

The Buyer may call capital up to the commitment amount on unfunded commitments and recall capital to the extent the Buyer makes a distribution to the co-investors, including New Residential. As of September 30, 2020, the noncontrolling third-party co-investors and New Residential had previously funded their commitments, however the Buyer may recall $328.4 million and $306.9 million of capital distributed to the third-party co-investors and New Residential, respectively. Neither the third-party co-investors nor New Residential is obligated to fund amounts in excess of their respective capital commitments, regardless of the capital requirements of the Buyer.

Shelter Joint Ventures

A wholly owned subsidiary of NewRez, Shelter Mortgage Company LLC ("Shelter") is a mortgage originator specializing in retail originations. Shelter operates its business through a series of joint ventures ("Shelter JVs") and is deemed to be the primary beneficiary of the joint ventures as a result of its ability to direct activities that most significantly impact the economic performance of the entities and its ownership of a significant equity investment.

Residential Mortgage Loans

During the third quarter of 2020, New Residential formed entities, (collectively, the "NPL/RPL Securitizations") that separately issued securitized debt collateralized by non-performing and reperforming residential mortgage loans. New Residential

determined that the NPL/RPL Securitizations should be evaluated for consolidation under the VIE model rather than the voting interest entity model as the equity holders as a group lack the characteristics of a controlling financial interest. Under the VIE model, New Residential's consolidated subsidiaries had both 1) the power to direct the most significant activities of the NPL/RPL Securitizations and 2) significant variable interests in each of the NPL/RPL Securitizations, through their control of the related optional redemption feature and their ownership of certain notes issued by the NPL/RPL Securitizations and, therefore, met the primary beneficiary criterion and, accordingly, the Company consolidated the NPL/RPL Securitizations.

On October 1, 2019, as a result of New Residential's acquisition of servicing assets from the bankruptcy estate of Ditech Holding Company and Ditech Financial LLC ("Ditech") and its pre-existing ownership of the equity, New Residential consolidated the MDST Trusts. New Residential's determination to consolidate the MDST Trusts is a result of its ownership of the equity in these trusts in conjunction with the ability to direct activities that most significantly impact the economic performance of the entities with the acquisition of the servicing by NewRez.
The following table comprises bonds retained pursuant to required risk retention regulations:

	As of and for the Nine Months Ended September 30,	
	2020	**2019**
Residential mortgage loan UPB	$ 14,823,202	$ 11,183,024
Weighted average delinquency[(A)]	4.82 %	1.97 %
Net credit losses	$ 50,355	$ 5,738
Face amount of debt held by third parties[(B)]	$ 12,884,341	$ 10,074,690
Carrying value of bonds retained by New Residential[(C)(D)]	$ 1,549,112	$ 1,258,292
Cash flows received by New Residential on these bonds	$ 225,545	$ 161,794

(A) Represents the percentage of the UPB that is 60+ days delinquent.
(B) Excludes bonds retained by New Residential.
(C) Includes bonds retained pursuant to required risk retention regulations.
(D) Classified within Level 3 of the fair value hierarchy as the valuation is based on certain unobservable inputs including discount rate, prepayment rates and loss severity. See Note 12 for details on unobservable inputs.

Consumer Loan Companies

New Residential has a co-investment in a portfolio of consumer loans held through the Consumer Loan Companies. As of September 30, 2020, New Residential owns 53.5% of the limited liability company interests in, and consolidates, the Consumer Loan Companies.

The Consumer Loan Companies consolidate certain entities that issued securitization debt collateralized by the consumer loans (the "Consumer Loan SPVs"). The Consumer Loan SPVs are VIEs of which the Consumer Loan Companies are the primary beneficiaries.

The table below presents the carrying value and classification of the assets and liabilities of consolidated VIEs on New Residential's condensed consolidated balance sheets:

	The Buyer	Shelter Joint Ventures	Residential Mortgage Loans	Consumer Loan SPVs	Total
September 30, 2020					
Assets					
Servicer advance investments, at fair value	$ 521,882	$ —	$ —	$ —	$ 521,882
Residential mortgage loans, held-for-investment, at fair value	—	—	390,890	—	390,890
Residential mortgage loans, held-for-sale	—	—	352,225	—	352,225
Residential mortgage loans, held-for-sale, at fair value	—	—	622,269	—	622,269
Consumer loans, held-for-investment, at fair value	—	—	—	718,355	718,355
Cash and cash equivalents	40,653	35,642	—	—	76,295
Restricted cash	5,044	—	—	5,890	10,934
Other assets	6	9,896	6,183	9,850	25,935
Total Assets	$ 567,585	$ 45,538	$ 1,371,567	$ 734,095	$ 2,718,785
Liabilities					
Secured notes and bonds payable[(A)]	$ 404,907	$ —	$ 1,091,426	$ 678,950	$ 2,175,283
Accrued expenses and other liabilities	2,237	8,906	1,871	1,686	14,700
Total Liabilities	$ 407,144	$ 8,906	$ 1,093,297	$ 680,636	$ 2,189,983
December 31, 2019					
Assets					
Servicer advance investments, at fair value	$ 565,271	$ —	$ —	$ —	$ 565,271
Residential mortgage loans, held-for-investment, at fair value	—	—	913,030	—	913,030
Consumer loans, held-for-investment	—	—	—	818,943	818,943
Cash and cash equivalents	30,065	23,802	—	—	53,867
Restricted cash	5,350	—	—	9,073	14,423
Other assets	2,414	3,556	—	12,409	18,379
Total Assets	$ 603,100	$ 27,358	$ 913,030	$ 840,425	$ 2,383,913
Liabilities					
Secured notes and bonds payable[(A)]	$ 433,300	$ —	$ 659,738	$ 820,658	$ 1,913,696
Accrued expenses and other liabilities	1,593	4,187	10,132	4,126	20,038
Total Liabilities	$ 434,893	$ 4,187	$ 669,870	$ 824,784	$ 1,933,734

(A) The creditors of the VIEs do not have recourse to the general credit of New Residential, and the assets of the VIEs are not directly available to satisfy New Residential's obligations.

Noncontrolling Interests

Noncontrolling interests represent the ownership interests in certain consolidated subsidiaries held by entities or persons other than New Residential. These interests are related to noncontrolling interests in consolidated entities that hold New Residential's Servicer advance investments (Note 6), the Shelter JVs, (Note 8), Residential mortgage loan trusts (Note 8), and Consumer loans (Note 9).

Others' interests in the equity of New Residential's consolidated subsidiaries is computed as follows:

	September 30, 2020			December 31, 2019		
	The Buyer[(A)]	Shelter Joint Ventures	Consumer Loan Companies	The Buyer[(A)]	Shelter Joint Ventures	Consumer Loan Companies
Total consolidated equity	$ 160,440	$ 36,612	$ 80,782	$ 168,207	$ 23,171	$ 46,510
Others' ownership interest	26.8 %	50.2 %	46.5 %	26.8 %	49.0 %	46.5 %
Others' interest in equity of consolidated subsidiary	$ 42,946	$ 18,365	$ 38,126	$ 45,025	$ 11,354	$ 22,171

Others' interests in the New Residential's net income (loss) is computed as follows:

	Three Months Ended September 30,					
	2020			2019		
	The Buyer[(A)]	Shelter Joint Ventures	Consumer Loan Companies	The Buyer[(A)]	Shelter Joint Ventures	Consumer Loan Companies
Net income	$ 9,761	$ 9,649	$ 9,006	$ 6,288	$ 5,098	$ 22,790
Others' ownership interest as a percent of total	26.8 %	50.2 %	46.5 %	26.8 %	48.2 %	46.5 %
Others' interest in net income of consolidated subsidiaries	$ 2,612	$ 4,840	$ 4,188	$ 1,684	$ 2,457	$ 10,597

(A) As a result, New Residential owned 73.2% and 73.2% of the Buyer, on average during the three months ended September 30, 2020 and 2019, respectively. See Note 11 regarding the financing of Servicer advance investments.

	Nine Months Ended September 30,					
	2020			2019		
	The Buyer[(A)]	Shelter Joint Ventures	Consumer Loan Companies	The Buyer[(A)]	Shelter Joint Ventures	Consumer Loan Companies
Net income	$ (162)	$ 21,017	$ 50,795	$ 16,678	$ 9,144	$ 49,690
Others' ownership interest as a percent of total	26.8 %	50.2 %	46.5 %	26.8 %	48.2 %	46.5 %
Others' interest in net income of consolidated subsidiaries	$ (44)	$ 10,542	$ 23,620	$ 4,466	$ 4,407	$ 23,106

(A) As a result, New Residential owned 73.2% and 73.2% of the Buyer, on average during the nine months ended September 30, 2020 and 2019, respectively. See Note 11 regarding the financing of Servicer advance investments.

14. EQUITY AND EARNINGS PER SHARE

Equity and Dividends

In February 2019, New Residential issued 46.0 million shares of its common stock in a public offering at a price to the public of $16.50 per share for net proceeds of approximately $751.7 million. To compensate the Manager for its successful efforts in raising capital for New Residential, in connection with this offering, New Residential granted options to the Manager relating to 4.6 million shares of New Residential's common stock at the public offering price, which had a fair value of approximately $3.8 million as of the grant date. The assumptions used in valuing the options were: a 2.40% risk-free rate, a 9.30% dividend yield, 19.26% volatility and a 10-year term.

On July 30, 2018, New Residential entered into a Distribution Agreement to sell shares of its common stock, par value $0.01 per share (the "ATM Shares"), having an aggregate offering price of up to $500.0 million, from time to time, through an "at-the market" equity offering program (the "ATM Program"). On August 1, 2019, the Distribution Agreement was amended to, among other things, (i) add additional sales agents under the ATM Program, and (ii) restore the aggregate offering price under the ATM Program to the original amount of $500.0 million.

The following table summarizes the Company's ATM Program activity:

Quarter Ended	Number of Common shares	Average price per share	Gross Proceeds	Fees	Net Proceeds
March 31, 2020[(A)]	97,394	$ 17.06	$ 1,662	$ 12	$ 1,649
June 30, 2020	—	—	—	—	—
September 30, 2020	—	—	—	—	—

(A) In connection with the shares sold under the ATM program, New Residential granted options to the Manager relating to 0.01 million shares of New Residential's common stock at the offering price, which had fair value of approximately $0.2 million as of the grant date.

On July 2, 2019, in a public offering, New Residential issued 6.2 million shares of its 7.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock ("Preferred Series A"), par value $0.01 per share, with a liquidation preference of $25.00 per share for net proceeds of approximately $150.0 million. To compensate the Manager for its successful efforts in raising capital for New Residential, in connection with this offering, New Residential granted options to the Manager relating to 0.6 million shares of New Residential's common stock at the closing price per share of common stock on the pricing date, which had a fair value of approximately $0.5 million as of the grant date. The assumptions used in valuing the options were: a 1.91% risk-free rate, a 9.73% dividend yield, 17.95% volatility and 10-year term.

On August 15, 2019, in a public offering, New Residential issued 11.3 million shares of its 7.125% Series B Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock ("Preferred Series B"), par value $0.01 per share, with a liquidation preference of $25.00 per share for net proceeds of approximately $273.4 million. To compensate the Manager for its successful efforts in raising capital for New Residential, in connection with this offering, New Residential granted options to the Manager relating to 1.1 million shares of New Residential's common stock at the closing price per share of common stock on the pricing date, which had a fair value of approximately $0.7 million as of the grant date. The assumptions used in valuing the options were: a 1.56% risk-free rate, a 11.20% dividend yield, 18.23% volatility and a 10-year term.

On February 14, 2020, in a public offering, New Residential issued 16.1 million of its 6.375% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock ("Preferred Series C"), par value $0.01 per share, with a liquidation preference of $25.00 per share for net proceeds of approximately $389.5 million. To compensate the Manager for its successful efforts in raising capital for New Residential, in connection with this offering, New Residential granted options to the Manager relating to 1.6 million shares of New Residential's common stock at the closing price per share of common stock on the pricing date, which had a fair value of approximately $1.0 million as of the grant date. The assumptions used in valuing the options were: a 1.55% risk-free rate, a 9.00% dividend yield, 17.39% volatility and a 10-year term.

The table below summarizes Preferred Shares:

					Dividends Declared per Share	
Series	**Number of Shares**	**Liquidation Preference**	**Issuance Discount**	**Carrying Value**	**Three Months Ended September 30, 2020**	**Nine Months Ended September 30, 2020**
Fixed-to-floating rate cumulative redeemable preferred:						
Preferred Series A, 7.50% issued July 2019	6,210	$ 155,250	3.15 %	$ 150,026	$ 0.47	$ 1.41
Preferred Series B, 7.125% issued August 2019	11,300	282,500	3.15 %	273,418	$ 0.45	$ 1.34
Preferred Series C, 6.375% issued February 2020	16,100	402,500	3.15 %	389,548	$ 0.40	$ 1.20
Total	33,610	$ 840,250		$ 812,992		

On September 23, 2020, New Residential's board of directors declared third quarter 2020 preferred dividends of $0.47 per share of Preferred Series A, $0.45 per share of Preferred Series B, and $0.40 of Preferred Series C or $2.9 million, $5.0 million, and $6.4 million respectively.

Common dividends have been declared as follows:

		Per Share	
Declaration Date	**Payment Date**	**Quarterly Dividend**	**Total Amounts Distributed (millions)**
March 31, 2020	April 2020	$ 0.05	$ 20.8
June 22, 2020	July 2020	$ 0.10	$ 41.6
September 23, 2020	October 2020	$ 0.15	$ —

Approximately 2.4 million shares of New Residential's common stock were held by Fortress, through its affiliates, at September 30, 2020.

On August 20, 2019, New Residential announced that its board of directors had authorized the repurchase of up to $200.0 million of its common stock through December 31, 2020. Repurchases may be made from time to time through open market purchases or privately negotiated transactions, pursuant to one or more plans established pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934 or by means of one or more tender offers, in each case, as permitted by securities laws and other legal requirements. The amount and timing of the purchases will depend on a number of factors including the price and availability of New Residential's shares, trading volume, capital availability, New Residential's performance and general economic and market conditions. No share repurchases have been made as of the date of issuance of these condensed consolidated financial statements. The share repurchase program may be suspended or discontinued at any time.

Common Stock Purchase Warrants

As discussed in Note 11, Debt Obligations, on May 19, 2020 and May 27, 2020 (collectively, the "Issuance Date"), in conjunction with the 2020 Term Loan, the Company issued the 2020 Warrants providing the lenders with the right to acquire, subject to anti-dilution adjustments, up to 43.4 million shares of the Company's common stock in the aggregate. The 2020 Warrants are exercisable in cash or on a cashless basis and expire on May 19, 2023 and are exercisable, in whole or in part, at any time or from time to time after September 19, 2020 at the following prices: approximately 24.6 million shares of common stock at $6.11 per share and approximately 18.9 million shares of common stock at $7.94 per share.

The Company recorded the value of the 2020 Term Loan and 2020 Warrants on a relative fair value basis. The 2020 Warrants were valued using a Black-Scholes option valuation model that resulted in a fair value of approximately $53.5 million on the Issuance Date and is not subject to subsequent remeasurement. The Company used the following assumptions in the application of the Black-Scholes option valuation model: an exercise price ranging between $6.11 and $7.94, a term of 3.0 years, a risk-free interest rate of 0.24%, and volatility of 35%. The 2020 Warrants met the definition of derivatives under the guidance in ASC Topic 815, *Derivatives and Hedging*; however, because these instruments are determined to be indexed to the Company's own stock and met the criteria for equity classification under ASC Topic 815, the 2020 Warrants are accounted for as an equity transaction and recorded in Additional paid-in-capital. The 2020 Warrants have a dilutive effect on net income per share to the extent that the market value per share of the Company's common stock at the time of exercise exceeds the strike price of the 2020 Warrants.

The table below summarizes the 2020 Warrants at September 30, 2020:

	Number of Warrants (in millions)	Weighted Average Exercise Price (per share)
December 31, 2019 outstanding warrants	—	$ —
Granted	43.4	6.91
Exercised	—	—
Expired	—	—
September 30, 2020 outstanding warrants	43.4	$ 6.91

Option Plan

As of September 30, 2020, New Residential's outstanding options were summarized as follows:

Held by the Manager	10,860,706
Issued to the Manager and subsequently assigned to certain of the Manager's employees	3,560,949
Issued to the independent directors	7,000
Total	14,428,655

The following table summarizes New Residential's outstanding options as of September 30, 2020. The last sales price on the New York Stock Exchange for New Residential's common stock in the quarter ended September 30, 2020 was $7.95 per share.

Recipient	Date of Grant/ Exercise[A]	Number of Unexercised Options	Options Exercisable as of September 30, 2020	Weighted Average Exercise Price[B]	Intrinsic Value of Exercisable Options as of September 30, 2020 (millions)
Directors	Various	7,000	7,000	$ 13.57	$ —
Manager[C]	2017	1,130,916	1,130,916	13.95	—
Manager[C]	2018	5,320,000	4,552,585	16.67	—
Manager[C]	2019	6,351,000	3,692,800	16.14	—
Manager[C]	2020	1,619,739	377,939	17.41	—
Outstanding		14,428,655	9,761,240		

(A) Options expire on the tenth anniversary from date of grant.
(B) The exercise prices are subject to adjustment in connection with return of capital dividends. A portion of New Residential's 2018 dividends was deemed to be a return of capital and the exercise prices were adjusted accordingly.
(C) The Manager assigned certain of its options to its employees as follows:

Date of Grant to Manager	Range of Exercise Prices	Total Unexercised Inception to Date
2017	$13.95	1,130,916
2018	$16.55 to $18.02	1,159,833
2019	$15.14 to $16.68	1,270,200
Total		3,560,949

The following table summarizes activity in New Residential's outstanding options:

	Amount	Weighted Average Exercise Price
December 31, 2019 outstanding options	12,808,916	
Options granted	1,619,739	$ 17.41
Options exercised	—	—
Options expired unexercised	—	—
September 30, 2020 outstanding options	14,428,655	See table above

Income and Earnings Per Share

New Residential is required to present both basic and diluted earnings per share ("EPS"). Basic EPS is calculated by dividing net income by the weighted average number of shares of common stock outstanding. Diluted EPS is computed by dividing net income by the weighted average number of shares of common stock outstanding plus the additional dilutive effect, if any, of common stock equivalents during each period.

The following table summarizes the basic and diluted earnings per share calculations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Net income (loss)	$ 103,920	$ 244,660	$ (1,459,206)	$ 375,552
Noncontrolling interests in income of consolidated subsidiaries	11,640	14,738	34,118	31,979
Dividends on preferred stock	14,359	5,338	39,938	5,338
Net income (loss) attributable to common stockholders	$ 77,921	$ 224,584	$ (1,533,262)	$ 338,235
Basic weighted average shares of common stock outstanding	415,744,518	415,520,780	415,665,441	406,521,273
Dilutive effect of stock options(A)	—	67,458	—	150,699
Dilutive effect of common stock purchase warrants(A)	5,224,108	—	—	—
Diluted weighted average shares of common stock outstanding	420,968,626	415,588,238	415,665,441	406,671,972
Basic earnings per share attributable to common stockholders	$ 0.19	$ 0.54	$ (3.69)	$ 0.83
Diluted earnings per share attributable to common stockholders	$ 0.19	$ 0.54	$ (3.69)	$ 0.83

(A) Stock options and common stock purchase warrants that could potentially dilute basic earnings per share in the future were not included in the computation of diluted earnings per share for the periods where a loss has been recorded because they would have been anti-dilutive for the period presented.

The Company excluded the following weighted-average potential common shares from the calculation of diluted net income (loss) per share during the applicable periods because their inclusion would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Stock options	—	$ —	—	$ —
Common stock purchase warrants	—	—	5,966,141	—

Noncontrolling Interests

Noncontrolling interests is composed of the interests held by third parties in consolidated entities that hold New Residential's Servicer advance investments (Note 6), Shelter JVs (Note 8) and Consumer loans (Note 9).

15. COMMITMENTS AND CONTINGENCIES

Litigation — New Residential is or may become, from time to time, involved in various disputes, litigation and regulatory inquiry and investigation matters that arise in the ordinary course of business. Given the inherent unpredictability of these types of proceedings, it is possible that future adverse outcomes could have a material adverse effect on its business, financial position or results of operations. New Residential is not aware of any unasserted claims that it believes are material and probable of assertion where the risk of loss is expected to be reasonably possible.

New Residential is, from time to time, subject to inquiries by government entities. New Residential currently does not believe any of these inquiries would result in a material adverse effect on New Residential's business.

Indemnifications — In the normal course of business, New Residential and its subsidiaries enter into contracts that contain a variety of representations and warranties and that provide general indemnifications. New Residential's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against New Residential that have not yet occurred. However, based on its experience, New Residential expects the risk of material loss to be remote.

Capital Commitments — As of September 30, 2020, New Residential had outstanding capital commitments related to investments in the following investment types (also refer to Note 5 for MSR investment commitments and to Note 19 for additional capital commitments entered into subsequent to September 30, 2020, if any):

MSRs and Servicer Advance Investments — New Residential and, in some cases, third-party co-investors agreed to purchase future servicer advances related to certain Non-Agency mortgage loans. In addition, New Residential's subsidiaries, NRM and NewRez, are generally obligated to fund future servicer advances related to the loans they are obligated to service. The actual amount of future advances purchased will be based on: (a) the credit and prepayment performance of the underlying loans, (b) the amount of advances recoverable prior to liquidation of the related collateral and (c) the percentage of the loans with respect to which no additional advance obligations are made. The actual amount of future advances is subject to significant uncertainty. Notes 5 and 6 for discussion on New Residential's Investments in MSRs and Servicer advance investments, respectively.

Mortgage Origination Reserves — NewRez, a wholly owned subsidiary of New Residential, currently originates, or has in the past originated, conventional, government-insured and nonconforming residential mortgage loans for sale and securitization. The GSEs or Ginnie Mae guarantee conventional and government insured mortgage securitizations and mortgage investors issue nonconforming private label mortgage securitizations while NewRez generally retains the right to service the underlying residential mortgage loans. In connection with the transfer of loans to the GSEs or mortgage investors, NewRez makes representations and warranties regarding certain attributes of the loans and, subsequent to the sale, if it is determined that a sold loan is in breach of these representations and warranties, NewRez generally has an obligation to cure the breach. If NewRez is unable to cure the breach, the purchaser may require NewRez to repurchase the loan.

In addition, as the issuer of Ginnie Mae guaranteed securitizations, NewRez holds the right to repurchase loans that are at least 90 days' delinquent from the securitizations at its discretion. Loans in forbearance that are three or more consecutive payments delinquent are included as delinquent loans permitted to be repurchased. While NewRez is not obligated to repurchase the delinquent loans, NewRez generally exercises its option to repurchase loans that will result in an economic benefit. As of September 30, 2020, New Residential's estimated liability associated with representations and warranties and Ginnie Mae repurchases was $9.6 million and $1.5 billion, respectively. See Note 5 for information on NewRez's right to repurchase delinquent loans from Ginnie Mae securities and mortgage origination.

Residential Mortgage Loans — As part of its investment in residential mortgage loans, New Residential may be required to outlay capital. These capital outflows primarily consist of advance escrow and tax payments, residential maintenance and property disposition fees. The actual amount of these outflows is subject to significant uncertainty. See Note 8 for information on New Residential's investments in residential mortgage loans.

Consumer Loans — The Consumer Loan Companies have invested in loans with an aggregate of $264.2 million of unfunded and available revolving credit privileges as of September 30, 2020. However, under the terms of these loans, requests for draws may be denied and unfunded availability may be terminated at New Residential's discretion.

Leases — New Residential determines if an arrangement is a lease at inception. Operating lease right-of-use ("ROU") assets and Operating lease liabilities are grouped and presented as part of Other assets and Accrued expenses and other liabilities, respectively, on New Residential's condensed consolidated balance sheets.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent obligations to make lease payments arising from the lease. Operating lease ROU assets and lease liabilities are recognized at commencement date based on the net present value of lease payments over the lease term. The majority of New Residential's lease agreements do not provide an implicit rate. As a result, New Residential used an incremental borrowing rate based on the information available as of the lease commencement dates in determining the present value of lease payments. The operating lease ROU asset reflects any upfront lease payments made as well as lease incentives received. The lease terms may include options to extend or terminate the lease and these are factored into the determination of the ROU asset and lease liability at lease inception when and if it is reasonably certain that New Residential will exercise that option. Lease expense for fixed lease payments is recognized on a straight-line basis over the lease term.

New Residential has certain lease agreements with non-lease components such as maintenance and executory costs, which are accounted for separately and not included in ROU assets.

ROU assets are tested for impairment whenever changes in facts or circumstances indicate that the carrying amount of an asset may not be recoverable. Modification of a lease term would result in re-measurement of the lease liability and a corresponding adjustment to the ROU asset.

New Residential, through its wholly-owned subsidiary, Shellpoint, has leases on office space expiring through 2025. Rent expense, net of sublease income for the three months ended September 30, 2020 and September 30, 2019 totaled $3.3 million and $2.4 million, respectively. Rent expense, net of sublease income for the nine months ended September 30, 2020 and September 30, 2019 totaled $10.1 million and $6.8 million, respectively. The Company has leases that include renewal options and escalation clauses. The terms of the leases do not impose any financial restrictions or covenants.

As of September 30, 2020, future commitments under the non-cancelable leases are as follows:

Year Ending	Amount
October 1 through December 31, 2020	$ 3,621
2021	12,428
2022	9,635
2023	5,478
2024	2,759
2025 and thereafter	2,148
Total remaining undiscounted lease payments	36,069
Less: imputed interest	4,168
Total remaining discounted lease payments	$ 31,901

The future commitments under the non-cancelable leases have not been reduced by the sublease rentals of $1.3 million due in the future periods.

Other information related to operating leases is summarized below:

	September 30, 2020	December 31, 2019
Weighted-average remaining lease term (years)	3.4	3.9
Weighted-average discount rate	4.5 %	4.5 %

Environmental Costs — As a residential real estate owner, New Residential is subject to potential environmental costs. At September 30, 2020, New Residential is not aware of any environmental concerns that would have a material adverse effect on its consolidated financial position or results of operations.

Debt Covenants — Certain of the Company's debt obligations are subject to loan covenants and event of default provisions, including event of default provisions triggered by certain specified declines in New Residential's equity or a failure to maintain a specified tangible net worth, liquidity, or indebtedness to tangible net worth ratio. Refer to Note 11.

Certain Tax-Related Covenants — If New Residential is treated as a successor to Drive Shack Inc. ("Drive Shack") under applicable U.S. federal income tax rules, and if Drive Shack failed to qualify as a REIT for a taxable year ending on or before December 31, 2014, New Residential could be prohibited from electing to be a REIT. Accordingly, in the separation and distribution agreement executed in connection with New Residential's spin-off from Drive Shack, Drive Shack (i) represented that it had no knowledge of any fact or circumstance that would cause New Residential to fail to qualify as a REIT, (ii) covenanted to use commercially reasonable efforts to cooperate with New Residential as necessary to enable New Residential to qualify for taxation as a REIT and receive customary legal opinions concerning REIT status, including providing information and representations to New Residential and its tax counsel with respect to the composition of Drive Shack's income and assets, the composition of its stockholders, and its operation as a REIT; and (iii) covenanted to use its reasonable best efforts to

maintain its REIT status for each of Drive Shack's taxable years ending on or before December 31, 2014 (unless Drive Shack obtains an opinion from a nationally recognized tax counsel or a private letter ruling from the U.S. Internal Revenue Service ("IRS") to the effect that Drive Shack's failure to maintain its REIT status will not cause New Residential to fail to qualify as a REIT under the successor REIT rule referred to above). Additionally, New Residential covenanted to use its reasonable best efforts to qualify for taxation as a REIT for its taxable year ended December 31, 2013.

16. TRANSACTIONS WITH AFFILIATES AND AFFILIATED ENTITIES

New Residential is party to a Management Agreement with its Manager which provides for automatically renewing one-year terms subject to certain termination rights. The Manager's performance is reviewed annually and the Management Agreement may be terminated by New Residential by payment of a termination fee, as defined in the Management Agreement, equal to the amount of management fees earned by the Manager during the 12 consecutive calendar months immediately preceding the termination, upon the affirmative vote of at least two-thirds of the independent directors, or by a majority vote of the holders of common stock. If the Management Agreement is terminated, the Manager may require New Residential to purchase from the Manager the right of the Manager to receive the Incentive Compensation. In exchange therefor, New Residential would be obligated to pay the Manager a cash purchase price equal to the amount of the Incentive Compensation that would be paid to the Manager if all of New Residential's assets were sold for cash at their then current fair market value (taking into account, among other things, expected future performance of the underlying investments). Pursuant to the Management Agreement, the Manager, under the supervision of New Residential's board of directors, formulates investment strategies, arranges for the acquisition of assets and associated financing, monitors the performance of New Residential's assets and provides certain advisory, administrative and managerial services in connection with the operations of New Residential.

The Manager is entitled to receive a management fee in an amount equal to 1.5% per annum of New Residential's gross equity calculated and payable monthly in arrears in cash. Gross equity is generally (i) the equity transferred by Drive Shack, formerly Newcastle Investment Corp., which was the sole stockholder of New Residential until the spin-off of New Residential completed on May 15, 2013, on the date of the spin-off, (ii) plus total net proceeds from preferred and common stock offerings, plus certain capital contributions to subsidiaries, less capital distributions and repurchases of common stock.

In addition, the Manager is entitled to receive annual incentive compensation in an amount equal to the product of (A) 25% of the dollar amount by which (1) (a) New Residential's funds from operations before the incentive compensation, excluding funds from operations from investments in the Consumer Loan Companies and any unrealized gains or losses from mark-to-market valuation changes on investments and debt (and any deferred tax impact thereof), per share of common stock, plus (b) earnings (or losses) from the Consumer Loan Companies computed on a level-yield basis (such that the loans are treated as if they qualified as loans acquired with a discount for credit quality as set forth in ASC No. 310-30, as such codification was in effect on June 30, 2013) as if the Consumer Loan Companies had been acquired at their GAAP basis on May 15, 2013, plus earnings (or losses) from equity method investees invested in Excess MSRs as if such equity method investees had not made a fair value election, plus gains (or losses) from debt restructuring and gains (or losses) from sales of property, and plus non-routine items, minus amortization of non-routine items, in each case per share of common stock, exceed (2) an amount equal to (a) the weighted average of the book value per share of the equity transferred by Drive Shack on the date of the spin-off and the prices per share of New Residential's common stock in any offerings (adjusted for prior capital dividends or capital distributions) multiplied by (b) a simple interest rate of 10% per annum, multiplied by (B) the weighted average number of shares of common stock outstanding. "Funds from operations" means net income (computed in accordance with GAAP), excluding gains (or losses) from debt restructuring and gains (or losses) from sales of property, plus depreciation on real estate assets, and after adjustments for unconsolidated partnerships and joint ventures. Funds from operations will be computed on an unconsolidated basis. The computation of funds from operations may be adjusted at the direction of New Residential's independent directors based on changes in, or certain applications of, GAAP. Funds from operations is determined from the date of the spin-off and without regard to Drive Shack's prior performance.

In addition to the management fee and incentive compensation, New Residential is responsible for reimbursing the Manager for certain expenses paid by the Manager on behalf of New Residential.

In March 2020, the Company and certain of its subsidiaries sold (collectively, the "Sale") through a broker-dealer to six purchasers (collectively, "the Purchasers") of a portfolio consisting of non-agency residential mortgage-backed securities with an aggregate face value of approximately $6.1 billion (the "Securities"). The Sale generated proceeds of approximately $3.3 billion in the aggregate, excluding any unpaid but accrued interest. The Purchasers included an entity affiliated with funds managed by an affiliate of the Manager (the "Fortress Purchaser"), which purchased approximately $1.85 billion of Securities

in aggregate face value for approximately $1.0 billion. In connection with the sale of the Securities to the Fortress Purchaser, the Company agreed to exercise certain rights, including call rights, that the Company holds under the securitization transactions with respect to the Securities sold to the Fortress Purchaser solely upon written direction by the Fortress Purchaser. Such rights include the rights, if any, to (i) amend and/or terminate the transactions contemplated by certain related residential mortgage servicing agreements, securitization trust agreements, pooling and servicing agreements or other agreements, (ii) acquire certain of the related residential mortgage loans, real estate owned and certain other assets in the trust subject to such residential mortgage servicing agreements, securitization trust agreements, pooling and servicing agreements or other agreements in connection with such amendment or termination against delivery of the applicable termination payment, and (iii) if applicable, direct certain related servicers, holders of subordinate securities and/or other applicable parties, to exercise the rights in (i) and (ii). Pursuant to such agreement, the Company and the Fortress Purchaser would share equally in any profits or losses arising from the exercise of any such rights, other than if the Company elects not to participate in the related transaction, in which case the Fortress Purchaser would realize all of the profits and bear all of the losses with respect thereto.

On May 19, 2020, the Company entered into a three-year senior secured term loan facility agreement in the principal amount of $600.0 million and also issued common stock purchase warrants providing the lenders with the right to acquire up to 43.4 million shares of the Company's common stock, par value $0.01 per share. Approximately 48% of the lenders and recipients of the warrants are funds managed by an affiliate of the Manager. In September 2020, the Company used the net proceeds from a private debt offering, together with cash on hand, to fully retire all of the outstanding principal balance on the term loan facility. See Notes 11 and 14 to our condensed consolidated financial statements for further details.

Due to affiliates is composed of the following amounts:

	September 30, 2020	December 31, 2019
Management fees	$ 7,499	$ 7,076
Incentive compensation	—	91,892
Expense reimbursements and other	2,046	4,914
Total	$ 9,545	$ 103,882

Affiliate expenses and fees were composed of:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Management fees	$ 22,482	$ 20,678	$ 66,682	$ 58,261
Incentive compensation	—	36,307	—	49,265
Expense reimbursements[(A)]	125	125	375	375
Total	$ 22,607	$ 57,110	$ 67,057	$ 107,901

(A) Included in General and administrative expenses in the condensed consolidated statements of income.

See Note 4 regarding co-investments with Fortress-managed funds.

See Note 14 regarding options granted to the Manager.

17. RECLASSIFICATION FROM ACCUMULATED OTHER COMPREHENSIVE INCOME INTO NET INCOME

The following table summarizes the amounts reclassified out of accumulated other comprehensive income into net income:

Accumulated Other Comprehensive Income Components	Statement of Income Location	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Reclassification of net realized (gain) loss on securities into earnings	Gain (loss) on settlement of investments, net	$ 7,658	$ (95,003)	$ (753,551)	$ (201,222)
Reclassification of net realized (gain) loss on securities into earnings	Provision (reversal) for credit losses on securities	(3,849)	5,567	15,166	21,942
Total reclassifications		$ 3,809	$ (89,436)	$ (738,385)	$ (179,280)

New Residential did not allocate any income tax expense or benefit to any component of other comprehensive income for any period presented, as no taxable subsidiary generated other comprehensive income.

18. INCOME TAXES

Income tax expense (benefit) consists of the following:

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Current:				
Federal	$ —	$ 1,198	$ (7,877)	$ 785
State and local	1,438	14	1,496	115
Total current income tax expense (benefit)	1,438	1,212	(6,381)	900
Deferred:				
Federal	77,300	(5,385)	(29,921)	14,762
State and local	22,074	(1,267)	(12,345)	3,318
Total deferred income tax expense (benefit)	99,374	(6,652)	(42,266)	18,080
Total income tax expense (benefit)	$ 100,812	$ (5,440)	$ (48,647)	$ 18,980

New Residential intends to qualify as a REIT for each of its tax years through December 31, 2020. A REIT is generally not subject to U.S. federal corporate income tax on that portion of its income that is distributed to stockholders if it distributes at least 90% of its REIT taxable income to its stockholders by prescribed dates and complies with various other requirements.

New Residential operates various business segments, including servicing, origination, and MSR related investments, through taxable REIT subsidiaries ("TRSs") that are subject to regular corporate income taxes, which have been provided for in the provision for income taxes, as applicable. Refer to Note 3 (Segment Reporting) for further details.

New Residential has recorded a net deferred tax asset of approximately $49.5 million as of September 30, 2020, primarily related to unrealized losses and net operating loss carry forwards.

On March 27, 2020, the CARES Act was signed into law. The CARES Act provides economic relief to eligible businesses and individuals impacted by the COVID-19 pandemic and includes numerous tax provisions, such as the ability to carryback net operating losses to prior tax years. Pursuant to this new legislation, the Company filed a claim to carryback $23 million of net operating losses, resulting in a net tax benefit of $3 million. The Company is continuing to monitor and evaluate the impact of the CARES Act and other COVID-19-related legislation.

19. SUBSEQUENT EVENTS

These financial statements include a discussion of material events that have occurred subsequent to September 30, 2020 through the issuance of these condensed consolidated financial statements. Events subsequent to that date have not been considered in these financial statements.

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

Management's discussion and analysis of financial condition and results of operations is intended to help the reader understand the results of operations and financial condition of New Residential. The following should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto, and with "Risk Factors."

GENERAL

New Residential is a publicly traded REIT primarily focused on opportunistically investing in, and actively managing, investments related to the residential real estate market. We seek to generate long-term value for our investors by using our investment expertise to identify and invest primarily in mortgage related assets, including operating companies, that offer attractive risk-adjusted returns. Our investment strategy also involves opportunistically pursuing acquisitions and seeking to establish strategic partnerships that we believe enable us to maximize the value of the mortgage loans we originate and service by offering products and services to customers, servicers, and other parties through the lifecycle of transactions that affect each mortgage loan and underlying residential property. For more information about our investment guidelines, see "Item 1. Business — Investment Guidelines" of our annual report on Form 10-K for the year ended December 31, 2019.

As of September 30, 2020, we had $30 billion in total assets and 5,105 employees within our operating entities.

We have elected to be treated as a REIT for U.S. federal income tax purposes. New Residential became a publicly-traded entity on May 15, 2013.

OUR MANAGER

We are externally managed by an affiliate of Fortress Investment Group LLC and benefit from the resources of this highly diversified global investment manager.

On December 27, 2017, SoftBank Group Corp. ("SoftBank") acquired Fortress (the "SoftBank Merger") and Fortress operates within SoftBank as an independent business headquartered in New York.

MARKET CONSIDERATIONS

Beginning in the first quarter of 2020 and continuing into the second quarter, financial and mortgage-related asset markets experienced significant volatility as a result of the ongoing COVID-19 pandemic. The significant dislocation in the financial markets caused, among other things, credit spread widening, a sharp decrease in interest rates, higher unemployment levels, illiquidity in repurchase agreement financing, and declines in the fair value of many of our investments. In addition, as a result of stay-at-home or shelter-in-place orders issued by state and local governments throughout the U.S., many businesses switched to remote work or canceled or reduced operations. Consumers responded by reducing or redirecting their spending. The confluence of these factors resulted in global and U.S. equity markets experiencing the steepest decline since the 2008 recession. Beginning in May 2020, volatility somewhat subsided and U.S. stocks delivered their best quarterly returns in more than 20 years during the second quarter of 2020 following the sharp sell-off during the latter half of the first quarter. The rebound in stocks was largely driven by increased liquidity attributable to actions taken by the Federal Reserve to stabilize markets and hopeful sentiment about "reopening" the economy. While global economic activity and consumer sentiment showed signs of significant advancement, consumer spending levels remain well below normal and some of the economic progress has stalled or may stall as COVID-19 case counts continue to rise in the U.S. Furthermore, due to the possibility that a number of states or the U.S. federal government may again impose greater restrictions on economic and social activity in light of rapidly rising COVID-19 daily case counts and heightened uncertainty relating to the duration and longer term impact of the pandemic and government actions in response thereto, we expect market volatility generally to remain elevated for the remainder of 2020.

Similar to assets in the wider economy, pricing for assets within our investment portfolio rebounded during the second and third quarters of 2020 with credit spreads tightening across the board. Additionally, we continued to make significant progress with respect to our capital structure and how we finance our assets. In particular, we have sought to increase our liquidity and stabilize financing sources, both to strengthen our balance sheet and take advantage of opportunities when market conditions stabilize. Prior to the recent turmoil in the financial markets, we financed the majority of our investments with repurchase agreements and other short-term financing arrangements that contained daily mark-to-market provisions. As a result of the severe market dislocations related to the COVID-19 pandemic and, more specifically, the unprecedented illiquidity in repurchase agreement financing, we procured and continue to procure financing, such as securitizations and term financings,

that provides less or no exposure to fluctuations in the daily collateral repricing determinations. While the cost of funds for such financings may be greater relative to repurchase agreement funding, we believe, given current market conditions, financing with more limited mark-to-market provisions allows us to better manage our liquidity risk and reduce exposures to events like those caused by the COVID-19 pandemic. We will continue in the near term to explore additional financing arrangements to further strengthen our balance sheet and position ourselves for future investment opportunities, including, without limitation, additional issuances of our equity and debt securities and longer-termed financing arrangements; however, there can be no assurance that we will be able to access any such financing or to successfully negotiate the size, timing or terms thereof. We continue to meet all margin calls and based on information currently available to us, we believe we will be able to satisfy all margin calls and servicing obligations for the remainder of 2020. In addition, we continue to hold an increased amount of unrestricted cash due to the uncertainty surrounding the reopening of the economy and the continued spread of COVID-19.

The results of our business operations are affected by a number of factors, many of which are beyond our control, and primarily depend on, among other things, the level of our net interest income, the market value of our assets, which is driven by numerous factors, including the supply and demand for mortgage, housing and credit assets in the marketplace, the ability of borrowers of loans that underlie our investments to meet their payment obligations, the terms and availability of adequate financing and capital, general economic and real estate conditions, the impact of government actions in the real estate, mortgage, credit and financial markets, and the credit performance of our credit sensitive assets.

The market conditions discussed below significantly influence our investment strategy and results, many of which have been significantly impacted since mid-March 2020 by the ongoing COVID-19 pandemic.

The following table summarizes the U.S. gross domestic product ("GDP"):

	Three Months Ended		
	June 30, 2020	**March 31, 2020**	**December 31, 2019**
	(Percent change from the preceding quarter)		
Real GDP	(31.4)%	(5.0)%	2.1 %

The following table summarizes he U.S. unemployment rate according to the U.S. Department of Labor:

	September 30, 2020	**June 30, 2020**	**March 31, 2020**	**December 31, 2019**
Unemployment rate	7.90 %	11.10 %	4.40 %	3.50 %

The following table summarizes the latest data released by the S&P Dow Jones Indices for their S&P CoreLogic Case-Shiller Home Price Indices:

	June 30, 2020	**March 31, 2020**	**December 31, 2019**
	(Percent change from the preceding month)		
Change in annual home price	(3.60)%	3.50 %	2.50 %

The following table summarizes the 10-year Treasury rate and the 30-year fixed mortgage rates:

	September 30, 2020	**June 30, 2020**	**March 31, 2020**	**December 31, 2019**
10-year U.S. Treasury rate	0.69 %	0.66 %	0.70 %	1.92 %
30-year fixed mortgage rate	2.89 %	3.16 %	3.45 %	3.72 %

We believe the estimates and assumptions underlying our consolidated financial statements are reasonable and supportable based on the information available as of September 30, 2020; however, uncertainty over the ultimate impact COVID-19 will have on the global economy generally, and our business in particular, makes any estimates and assumptions as of September 30, 2020 inherently less certain than they would be absent the current and potential impacts of COVID-19. Actual results may materially differ from those estimates. The COVID-19 pandemic and its impact on the current financial, economic and capital markets environment, and future developments in these and other areas present uncertainty and risk with respect to our financial condition, results of operations, liquidity and ability to pay distributions.

SERVICING

The CARES Act allows borrowers with federally backed mortgage loans who are affected by COVID-19 to request temporary loan forbearance. Servicers must provide such forbearance for up to 180 days if requested by the borrower. Borrowers may request additional forbearance period of up to 180 days. During any period of forbearance granted pursuant to the CARES Act, servicers are also required to provide other relief to borrowers, including, but not limited to, suspending late fees and ceasing foreclosure and eviction activity.

While the unemployment rate has generally been trending downward, forbearances may continue to rise nominally due to economic uncertainty and the lack of a definitive end date to forbearance and foreclosure moratoria. When a definitive end date is announced, there could be an increase in forbearances and requests for assistance, however, at this time, net forbearance activity has been trending downward.

Generally, borrowers will be required to repay their forborne mortgage payments after the forbearance period ends, unless an alternate loss mitigation solution is reached, which may include extensions of forbearance, repayment plans, payment deferrals, and loan modifications, depending on the borrower's situation, account status, and applicable investor guidelines.

An increase in loans in forbearance or an increase in delinquencies may temporarily reduce our servicing revenue or may delay the timing of revenue recognition. We earn fees for servicing and subservicing mortgage loans underlying our investments in MSRs. We collect servicing and subservicing fees, generally expressed as a percent of UPB, from the borrowers' payments. In addition to servicing and subservicing fees, we also earn late fees, prepayment penalties, float earnings and other ancillary fees. These revenues are reported as Servicing revenue, net in our condensed consolidated statements of income. We recognize servicing and subservicing fees as revenue when the fees are earned, which is generally when the borrowers' payments are collected or when loans are modified or liquidated through the sale of the underlying real estate collateral or otherwise. In accordance with the GSE and Ginnie Mae servicing guides, we do not collect any servicing fees on delinquent loans underlying our GSE and Ginnie Mae MSR portfolio. In addition, for certain GSE loans, we may not recognize any servicing fees during the forbearance periods. Conditions will also affect ancillary income timing and may reduce such income. While higher delinquencies tend to increase the assessment of some ancillary income, such as late fees, we do not assess late fees on loans in forbearance. The deferral of servicing fee collections due to forbearances is not expected to significantly impact our total cumulative revenue over the life of the loan but will reduce near term revenue and cash flow.

An increase in loans in forbearance or an increase in delinquencies would increase our cost to service and operating expenses. Loans in default typically require more intensive effort by the servicer or subservicer to bring the loan current or manage the foreclosure process. As forbearance periods end, additional efforts will be required to administer repayment plans, loan modifications, extensions of forbearance, payment deferrals, or other loss mitigation solutions. Upon the successful completion of the forbearance period for a GSE loan where the borrower is brought current through a payment deferral, repayment plan, or flex modification, our subservicers will earn an incentive fee from the GSEs as compensation for the additional cost to service.

An increase in loans in forbearance or an increase in delinquencies would increase our servicing advances and may increase the related interest expense.

CAPITAL ACTIVITIES

On September 16, 2020, the Company, as borrower, completed a private offering of $550.0 million aggregate principal amount of 6.250% senior unsecured notes due 2025 (the "2025 Senior Notes"). Interest on the 2025 Senior Notes accrue at the rate of 6.250% per annum with interest payable semi-annually in arrears on each April 15 and October 15, commencing on April 15, 2021.

The 2025 Senior Notes mature on October 15, 2025 and the Company may redeem some or all of the 2025 Senior Notes at the Company's option, at any time from time to time, on or after October 15, 2022 at a price equal to the following fixed redemption prices (expressed as a percentage of principal amount of the 2025 Senior Notes to be redeemed):

Year	Price
2022	103.125%
2023	101.563%
2024 and thereafter	100.000%

Prior to October 15, 2022, the Company will be entitled at its option on one or more occasions to redeem the 2025 Senior Notes in an aggregate principal amount not to exceed 40% of the aggregate principal amount of the 2025 Senior Notes originally issued prior to the applicable redemption date at a fixed redemption price of 106.250%.

Net proceeds from the offering were approximately $544.5 million, after deducting the initial purchasers' discounts and commissions and estimated offering expenses payable by the Company. The Company used the net proceeds from the offering, together with cash on hand, to prepay and retire its then-existing 2020 Term Loan and to pay related fees and expenses. As a result, the Company recorded a $61.1 million loss on extinguishment of debt, representing a write-off of unamortized debt issuance costs and original issue discount related to the 2020 Term Loan.

PROPOSED CHANGES TO LIBOR

LIBOR is used extensively in the U.S. and globally as a "benchmark" or "reference rate" for various commercial and financial contracts, including corporate and municipal bonds and loans, floating rate mortgages, asset-backed securities, consumer loans, and interest rate swaps and other derivatives. It is expected that a number of private-sector banks currently reporting information used to set LIBOR will stop doing so after 2021 when their current reporting commitment ends, which could either cause LIBOR to stop publication immediately or cause LIBOR's regulator to determine that its quality has degraded to the degree that it is no longer representative of its underlying market. The U.S. and other countries are currently working to replace LIBOR with alternative reference rates. In the U.S., the Alternative Reference Rates Committee, or ARRC, has identified the Secured Overnight Financing Rate, or SOFR, as its preferred alternative rate for U.S. dollar-based LIBOR. SOFR is a measure of the cost of borrowing cash overnight, collateralized by U.S. Treasury securities, and is based on directly observable U.S. Treasury-backed repurchase transactions. Some market participants may continue to explore whether other U.S. dollar-based reference rates would be more appropriate for certain types of instruments. The ARRC has proposed a paced market transition plan to SOFR, and various organizations are currently working on industry wide and company-specific transition plans as it relates to derivatives and cash markets exposed to LIBOR. We have material contracts that are indexed to USD-LIBOR and are monitoring this activity, and evaluating the related risks and our exposure.

OUR PORTFOLIO

Our portfolio, as of September 30, 2020, is composed of servicing and origination, including our subsidiary operating entities, residential securities and loans and other investments, as described in more detail below (dollars in thousands).

	Servicing and Origination					Residential Securities and Loans				
	Origination	Servicing	MSR Related Investments	Elimination[A]	Total Servicing and Origination	Real Estate Securities	Residential Mortgage Loans	Consumer Loans	Corporate	Total
September 30, 2020										
Investments	$ 2,843,720	$ —	$ 5,753,366	$ —	$ 8,597,086	$ 10,830,067	$ 2,887,350	$ 722,108	$ —	$ 23,036,611
Cash and cash equivalents	99,321	50,942	406,965	—	557,228	160,764	4,681	7,195	111,154	841,022
Restricted cash	3,929	32,369	102,166	—	138,464	12,723	—	29,367	—	180,554
Other assets	369,988	191,398	4,466,009	—	5,027,395	1,005,847	193,394	59,968	32,105	6,318,709
Goodwill	11,836	12,540	5,092	—	29,468	—	—	—	—	29,468
Total assets	$ 3,328,794	$ 287,249	$ 10,733,598	$ —	$ 14,349,641	$ 12,009,401	$ 3,085,425	$ 818,638	$ 143,259	$ 30,406,364
Debt	$ 2,612,817	$ 6,669	$ 5,980,900	$ —	$ 8,600,386	$ 10,877,414	$ 2,241,607	$ 681,109	$ 541,758	$ 22,942,274
Other liabilities	165,022	63,657	1,661,193	—	1,889,872	9,633	45,696	5,425	84,833	2,035,459
Total liabilities	2,777,839	70,326	7,642,093	—	10,490,258	10,887,047	2,287,303	686,534	626,591	24,977,733
Total equity	550,955	216,923	3,091,505	—	3,859,383	1,122,354	798,122	132,104	(483,332)	5,428,631
Noncontrolling interests in equity of consolidated subsidiaries	18,365	—	42,946	—	61,311	—	—	38,126	—	99,437
Total New Residential stockholders' equity	$ 532,590	$ 216,923	$ 3,048,559	$ —	$ 3,798,072	$ 1,122,354	$ 798,122	$ 93,978	$ (483,332)	$ 5,329,194
Investments in equity method investees	$ —	$ —	$ 139,351	$ —	$ 139,351	$ —	$ —	$ —	$ —	$ 139,351

Operating Investments

Origination

For the nine months ended September 30, 2020, NewRez's loan origination volume was $37.7 billion, up from $11.8 billion in the year prior. During the nine months ended September 30, 2020, the continued lower interest rate environment, increased

refinance activity by borrowers, integration of Ditech's origination platform, and increased market share helped drive growth across all channels. Gain on sale margins in the nine-month period ended September 30, 2020 was 2.01%, 0.29% higher than 1.72% for the same period in 2019. While we expect gain on sale margins to revert to historical levels over time, we believe demand will continue to exceed supply for the balance of 2020, resulting in favorable market conditions for the rest of the year. After pausing wholesale and correspondent channel originations to reduce our pipeline and minimize hedge and margin risk in March 2020, we re-entered the wholesale and correspondent channels in May 2020 and volumes from June through September 2020 have exceeded the pre-pause levels.

Included in our Origination segment are the financial results of two affiliated businesses, E Street Appraisal Management LLC ("E Street") and Avenue 365 Lender Services, LLC ("Avenue 365"). E Street offers appraisal valuation services and Avenue 365 provides title insurance and settlement services to NewRez.

NewRez, through its strategic relationship with Salesforce, a global leader in Customer Relationship Management (CRM), is developing a more integrated experience for customers across our origination and servicing operations. NewRez will also serve as an industry design advisor to Salesforce for its mortgage solutions platform. The partnership is a key initiative that will further the organization's focus on growing recapture volume.

The charts below provide selected operating statistics for our Origination segment:

	Unpaid Principal Balance for the Nine Months Ended		
	September 30, 2020	September 30, 2019	Change
Production by Channel (in millions)			
Retail / Shelter	$ 2,789	$ 1,616	$ 1,173
Direct to Consumer / Retention	8,571	2,509	6,062
Wholesale	4,893	3,487	1,406
Correspondent	21,494	4,145	17,349
Total Production by Channel	$ 37,747	$ 11,757	$ 25,990
Production by Product (in millions)			
Agency	$ 24,316	$ 6,149	$ 18,167
Government	12,709	4,091	8,618
Non-QM	365	1,073	(708)
Non-Agency	294	379	(85)
Other	63	65	(2)
Total Production by Product	$ 37,747	$ 11,757	$ 25,990
% Purchase	30 %	52 %	(22)%
% Refinance	70 %	48 %	22 %

	September 30, 2020	September 30, 2019	Change
Origination Revenue (in thousands)			
Gain on loans originated and sold[A]	$ 502,436	$ 55,120	$ 447,316
Gain (loss) on settlement of mortgage loan derivative instruments[B]	(290,660)	(61,337)	(229,323)
MSRs retained on transfer of loans[C]	403,274	186,501	216,773
Other[D]	31,991	13,341	18,650
Realized gain on sale of originated mortgage loans, net	$ 647,041	$ 193,625	$ 453,416
Change in fair value of loans	$ 95,367	$ 12,406	$ 82,961
Change in fair value of interest rate lock commitments	206,073	13,911	192,162
Change in fair value of derivative instruments	(62,751)	8,939	(71,690)
Unrealized origination revenue	$ 238,689	$ 35,256	$ 203,433
Gain on originated mortgage loans, held-for-sale, net[E] [F]	$ 885,730	$ 228,881	$ 656,849
Pull through adjusted lock volume	$ 44,044,241	$ 13,304,650	$ 30,739,591
Gain on originated mortgage loans, as a percentage of pull through adjusted lock volume	2.01 %	1.72 %	0.29 %

(A) Includes loan origination fees of $953.1 million and $189.4 million for the nine months ended September 30, 2020 and 2019, respectively.
(B) Represents settlement of forward securities delivery commitments utilized as an economic hedge for mortgage loans not included within forward loan sale commitments.
(C) Represents the initial fair value of the capitalized mortgage servicing rights upon loan sales with servicing retained.
(D) Includes fees for services associated with the loan origination process, and the provision for repurchase reserves, net of release.
(E) Excludes $99.1 million and $66.1 million of gain on originated mortgage loans, held-for-sale, net for the nine months ended September 30, 2020 and 2019, respectively, related to the MSR Related Investments, Servicing, and Residential Mortgage Loans segments, as well as intercompany eliminations (Note 8 to the condensed consolidated financial statements).

(F) Excludes mortgage servicing rights revenue on recaptured loan volume delivered back to NRM.

Total Gain on originated mortgage loans, held-for-sale, net, increased for the nine months ended September 30, 2020 compared to the same period in 2019 primarily driven by the higher volume from all our Channels.

Servicing

Our servicing business operates through a performing loan servicing division, NewRez Servicing and a special servicing division, Shellpoint Mortgage Servicing ("SMS"). NewRez Servicing services performing Agency and government-insured loans. SMS services delinquent Agency loans and Non-Agency loans on behalf of the owners of the underlying mortgage loans.

During the first nine months of 2020, approximately 208,400 homeowners serviced by SMS indicated that they are or were impacted by COVID. Of this population, 176,800 homeowners were setup on a forbearance plan with the vast majority under a CARES Act or COVID-19 related program. As of September 30, 2020, 75,300 of the forbearance plans remained active. SMS is generally entitled to receive incentive fees, including fees paid in connection with the completion of a repayment plan or payment deferral plan. Incentives are expected to range from $500 to a maximum of $1,000 per loan, subject to certain conditions, based upon the final form of the forbearance resolution.

During the nine months ended September 30, 2020, we boarded approximately 834,000 loans, completing the remaining Ditech acquisition transfers. Prior to the impact of Covid-19, our cost to service declined as we achieved the benefits of scale and created efficiencies. Since March 2020 our cost to service increased in connection with supporting performing homeowners navigate forbearance programs and due to a rise in delinquencies. However, annualized direct cost to service per loan declined approximately 1% to $153 per loan in the first nine months of 2020 from $155 per loan for the same time period in the prior year. Higher costs are expected to be offset by incentive and performance fees in the future as delinquencies are resolved. Direct cost to service is comprised of costs associated with administering loans and does not include corporate overhead allocations.

The table below provides the mix of our serviced assets portfolio between subserviced performing servicing on behalf of New Residential, NRM or NewRez (labeled as "Performing Servicing") and subserviced non-performing, or special servicing (labeled as "Special Servicing") for third parties and delinquent loans subserviced for other New Residential subsidiaries as of September 30, 2020 and 2019.

	Unpaid Principal Balance		
	September 30, 2020	September 30, 2019	Change
Performing Servicing (in millions)			
MSR Assets	$ 185,273	$ 121,860	$ 63,413
Acquired Residential Whole Loans	$ 2,975	$ 1,469	$ 1,506
Total Performing Servicing	$ 188,248	$ 123,329	$ 64,919
Special Servicing (in millions)			
MSR Assets	$ 14,566	$ 2,131	$ 12,435
Acquired Residential Whole Loans	$ 7,258	$ 4,176	$ 3,082
Third Party	$ 77,131	$ 54,709	$ 22,422
Total Special Servicing	$ 98,955	$ 61,016	$ 37,939
Total Servicing Portfolio	$ 287,203	$ 184,345	$ 102,858
Agency Servicing (in millions)			
MSR Assets	$ 143,555	$ 96,488	$ 47,067
Acquired Residential Whole Loans	$ —	$ —	$ —
Third Party	$ 19,216	$ 4,249	$ 14,967
Total Agency Servicing	$ 162,771	$ 100,737	$ 62,034
Government Servicing (in millions)			
MSR Assets	$ 55,894	$ 26,931	$ 28,963
Acquired Residential Whole Loans	$ —	$ —	$ —
Third Party	$ 1,342	$ 1,875	$ (533)
Total Government Servicing	$ 57,236	$ 28,806	$ 28,430
Non-Agency (Private Label) Servicing (in millions)			
MSR Assets	$ 390	$ 572	$ (182)
Acquired Residential Whole Loans	$ 10,233	$ 5,645	$ 4,588
Third Party	$ 56,573	$ 48,585	$ 7,988
Total Non-Agency (Private Label) Servicing	$ 67,196	$ 54,802	$ 12,394
Total Servicing Portfolio	$ 287,203	$ 184,345	$ 102,858

	Nine Months Ended		
	September 30, 2020	September 30, 2019	Change
Base Servicing Fees (in thousands):			
MSR Assets	$ 120,398	$ 35,519	$ 84,879
Acquired Residential Whole Loans	10,938	5,564	5,374
Third Party	83,468	51,669	31,799
Total Base Servicing Fees	$ 214,804	$ 92,752	$ 122,052
Other Fees (in thousands):			
Incentive fees	$ 29,565	$ 27,159	$ 2,406
Ancillary fees	30,623	20,996	9,627
Boarding fees	8,580	5,357	3,223
Other fees	11,475	466	11,009
Total Other Fees[(A)]	$ 80,243	$ 53,978	$ 26,265
Total Servicing Fees	$ 295,047	$ 146,730	$ 148,317

(A) Includes other fees earned from third parties of $55.1 million and $48.0 million for the nine months ended September 30, 2020 and 2019, respectively.

MSR Related Investments

MSRs and MSR Financing Receivables

As of September 30, 2020, we had $4.8 billion carrying value of MSRs and MSR financing receivables.

We finance our investments in MSRs and MSR financing receivables with short- and medium-term bank and public capital markets notes. These borrowings are primarily recourse debt and bear both fixed and variable interest rates offered by the counterparty for the term of the notes of a specified margin over LIBOR. The capital markets notes are typically issued with a collateral coverage percentage, which is a quotient expressed as a percentage equal to the aggregate note amount divided by the market value of the underlying collateral. The market value of the underlying collateral is generally updated on a quarterly basis and if the collateral coverage percentage becomes greater than or equal to a collateral trigger, generally 90%, we may be required to add funds, pay down principal on the notes, or add additional collateral to bring the collateral coverage percentage below 90%. The difference between the collateral coverage percentage and the collateral trigger is referred to as a "margin holiday."

See Note 11 to our condensed consolidated financial statements for further information regarding financing of our MSRs and MSR financing receivables.

We have contracted with certain subservicers and, in relation to certain MSR purchases, interim subservicers, to perform the related servicing duties on the residential mortgage loans underlying our MSRs. As of September 30, 2020, these subservicers include LoanCare, PHH, Mr. Cooper, and Flagstar, which subservice 19.1%, 18.5%, 17.1%, and 0.7% of the underlying UPB of the related mortgages, respectively (includes both Mortgage Servicing Rights and MSR Financing Receivables). The remaining 44.6% of the underlying UPB of the related mortgages is subserviced by NewRez (Note 1 to our condensed consolidated financial statements). We have entered into agreements with certain subservicers pursuant to which we are entitled to receive the MSR on any refinancing by the subservicer or by NewRez of a loan in the related original portfolio.

We are generally obligated to fund all future servicer advances related to the underlying pools of mortgage loans on our MSRs and MSR financing receivables. Generally, we will advance funds when the borrower fails to meet, including forbearances, contractual payments (e.g. principal, interest, property taxes, insurance). We will also advance funds to maintain and report foreclosed real estate properties on behalf of investors. Advances are recovered through claims to the related investor and subservicers. Pursuant to our servicing agreements, we are obligated to make certain advances on mortgage loans to be in compliance with applicable requirements. In certain instances, the subservicer is required to reimburse us for any advances that were deemed nonrecoverable or advances that were not made in accordance with the related servicing contract.

We finance our investments in servicer advances with short- and medium-term collateralized borrowings. These borrowings are non-recourse committed facilities that are not subject to margin calls and bear both fixed and variable interest rates offered by the counterparty for the term of the notes, generally less than one year, of a specified margin over LIBOR. See Note 11 to our condensed consolidated financial statements for further information regarding financing of our servicer advances.

See Note 5 to our condensed consolidated financial statements for further information regarding our investments in MSR financing receivables. See "Results of Operations-Change in Fair Value of Investments in MSR Financing Receivables" below for further information regarding the impact of the economic uncertainties resulting from COVID-19 and the associated impacted on our MSR investments.

The table below summarizes our investments in MSRs and MSR financing receivables as of September 30, 2020.

	Current UPB (millions)	Weighted Average MSR (bps)	Carrying Value (millions)
MSRs			
GSE	$ 323,473.9	28 bps	$ 3,012.6
Non-Agency	5,605.1	48	16.6
Ginnie Mae	57,290.6	45	622.6
MSR Financing Receivables			
GSE	6,159.8	25	57.4
Non-Agency	69,090.0	48	1,072.4
Total	$ 461,619.4	33 bps	$ 4,781.6

The following table summarizes the collateral characteristics of the loans underlying our investments in MSRs and MSR financing receivables as of September 30, 2020 (dollars in thousands):

	Collateral Characteristics											
	Current Carrying Amount	Current Principal Balance	Number of Loans	WA FICO Score[A]	WA Coupon	WA Maturity (months)	Average Loan Age (months)	Adjustable Rate Mortgage %[B]	Three Month Average CPR[C]	Three Month Average CRR[D]	Three Month Average CDR[E]	Three Month Average Recapture Rate
MSRs												
GSE	$ 3,012,602	$ 323,473,921	2,053,857	745	4.2 %	265	68	2.9 %	31.6 %	31.4 %	0.4 %	10.1 %
Non-Agency	16,598	5,605,074	122,960	666	7.1 %	188	170	3.7 %	29.1 %	25.9 %	4.0 %	2.1 %
Ginnie Mae	622,605	57,290,646	288,365	685	3.8 %	322	34	2.5 %	26.8 %	26.5 %	0.4 %	22.2 %
MSR Financing Receivables												
GSE	57,410	6,159,819	30,895	748	4.0 %	271	46	— %	34.3 %	33.8 %	0.7 %	21.2 %
Non-Agency	1,072,409	69,089,988	511,425	642	4.2 %	303	176	13.9 %	10.2 %	8.5 %	1.7 %	2.5 %
Total	$ 4,781,624	$ 461,619,448	3,007,502	721	4.2 %	277	81	4.4 %	27.8 %	27.3 %	0.6 %	10.5 %

	Collateral Characteristics					
	Delinquency 30 Days[F]	Delinquency 60 Days[F]	Delinquency 90+ Days[F]	Loans in Foreclosure	Real Estate Owned	Loans in Bankruptcy
MSRs						
GSE	1.5 %	0.6 %	4.0 %	0.3 %	0.1 %	0.3 %
Non-Agency	3.9 %	1.6 %	3.9 %	5.4 %	0.5 %	2.9 %
Ginnie Mae	3.4 %	1.7 %	8.1 %	0.9 %	0.1 %	1.0 %
MSR financing receivables						
GSE	0.9 %	0.5 %	4.3 %	— %	— %	— %
Non-Agency	5.0 %	1.9 %	2.1 %	7.3 %	1.1 %	2.6 %
Total	2.3 %	1.0 %	4.2 %	1.5 %	0.2 %	0.7 %

(A) The WA FICO score is based on the weighted average of information provided by the loan servicer on a monthly basis. The loan servicer generally updates the FICO score when loans are refinanced or become delinquent.

(B) Adjustable rate mortgage % represents the percentage of the total principal balance of the pool that corresponds to adjustable rate mortgages.

(C) Three-month average CPR, or the constant prepayment rate, represents the annualized rate of the prepayments during the quarter as a percentage of the total principal balance of the pool.

(D) Three-month average CRR, or the voluntary prepayment rate, represents the annualized rate of the voluntary prepayments during the quarter as a percentage of the total principal balance of the pool.

(E) Three-month average CDR, or the involuntary prepayment rate, represents the annualized rate of the involuntary prepayments (defaults) during the quarter as a percentage of the total principal balance of the pool.

(F) Delinquency 30 Days, Delinquency 60 Days and Delinquency 90+ Days represent the percentage of the total principal balance of the pool that corresponds to loans that are delinquent by 30–59 days, 60–89 days or 90 or more days, respectively.

Excess MSRs

The tables below summarize the terms of our investments in Excess MSRs completed as of September 30, 2020.

Summary of Direct Excess MSR Investments as of September 30, 2020

		MSR Component[A]				Excess MSR
	Current UPB (billions)	Weighted Average MSR (bps)	Weighted Average Excess MSR (bps)	Interest in Excess MSR(%)		Carrying Value (millions)
Agency	$ 37.4	30 bps	21 bps	32.5 %	66.7 %	$ 173.5
Non-Agency[B]	40.0	35	15	33.3 %	100.0 %	$ 155.1
Total/Weighted Average	$ 77.4	33 bps	18 bps			$ 328.6

(A) The MSR is a weighted average as of September 30, 2020, and the Excess MSR represents the difference between the weighted average MSR and the basic fee (which fee remains constant).

(B) Serviced by Mr. Cooper and SLS, we also invested in related Servicer advance investments, including the basic fee component of the related MSR (Note 6 to our condensed consolidated financial statements) on $27.5 billion UPB underlying these Excess MSRs.

Summary of Excess MSR Investments Through Equity Method Investees as of September 30, 2020

		MSR Component[A]					
	Current UPB (billions)	Weighted Average MSR (bps)	Weighted Average Excess MSR (bps)	New Residential Interest in Investee (%)	Investee Interest in Excess MSR (%)	New Residential Effective Ownership (%)	Investee Carrying Value (millions)
Agency	$ 30.2	33 bps	22 bps	50.0 %	66.7 %	33.3 %	$ 190.2

(A) The MSR is a weighted average as of September 30, 2020, and the Excess MSR represents the difference between the weighted average MSR and the basic fee (which fee remains constant).

The following table summarizes the collateral characteristics of the loans underlying our direct Excess MSR investments as of September 30, 2020 (dollars in thousands):

	Collateral Characteristics											
	Current Carrying Amount	Current Principal Balance	Number of Loans	WA FICO Score[A]	WA Coupon	WA Maturity (months)	Average Loan Age (months)	Adjustable Rate Mortgage %[B]	Three Month Average CPR[C]	Three Month Average CRR[D]	Three Month Average CDR[E]	Three Month Average Recapture Rate
Agency												
Original Pools	$ 120,510	$ 26,123,748	199,552	723	4.6 %	236	127	1.7 %	22.5 %	21.8 %	0.9 %	13.4 %
Recaptured Loans	53,039	11,232,552	69,070	725	4.2 %	270	48	— %	22.7 %	22.6 %	0.2 %	27.8 %
	$ 173,549	$ 37,356,300	268,622	724	4.5 %	247	101	1.2 %	22.6 %	22.1 %	0.7 %	18.0 %
Non-Agency[F]												
Mr. Cooper and SLS Serviced:												
Original Pools	$ 131,309	$ 36,250,695	208,113	669	4.4 %	272	174	9.3 %	13.8 %	11.5 %	2.6 %	8.3 %
Recaptured Loans	23,765	3,744,574	17,576	736	4.1 %	277	33	0.1 %	28.8 %	28.9 %	— %	26.5 %
	$ 155,074	$ 39,995,269	225,689	675	4.4 %	273	161	7.9 %	15.1 %	12.9 %	2.4 %	11.7 %
Total/Weighted Average[H]	$ 328,623	$ 77,351,569	494,311	698	4.4 %	261	133	4.3 %	18.7 %	17.3 %	1.6 %	15.5 %

	Collateral Characteristics					
	Delinquency					
	30 Days[G]	60 Days[G]	90+ Days[G]	Loans in Foreclosure	Real Estate Owned	Loans in Bankruptcy
Agency						
Original Pools	2.2 %	1.1 %	5.8 %	0.4 %	0.1 %	0.1 %
Recaptured Loans	1.6 %	1.0 %	5.4 %	0.1 %	— %	— %
	2.0 %	1.0 %	5.7 %	0.4 %	0.1 %	0.1 %
Non-Agency[F]						
Mr. Cooper and SLS Serviced:						
Original Pools	11.3 %	5.5 %	6.1 %	5.2 %	0.7 %	1.6 %
Recaptured Loans	1.7 %	0.7 %	4.7 %	0.1 %	— %	— %
	10.4 %	5.1 %	6.0 %	4.8 %	0.6 %	1.5 %
Total/Weighted Average[H]	6.5 %	3.2 %	5.8 %	2.7 %	0.4 %	0.8 %

(A) The WA FICO score is based on the weighted average of information provided by the loan servicer on a monthly basis. The loan servicer generally updates the FICO score when loans are refinanced or become delinquent.
(B) Adjustable rate mortgage % represents the percentage of the total principal balance of the pool that corresponds to adjustable rate mortgages.
(C) Three-month average CPR, or the constant prepayment rate, represents the annualized rate of the prepayments during the quarter as a percentage of the total principal balance of the pool.
(D) Three-month average CRR, or the voluntary prepayment rate, represents the annualized rate of the voluntary prepayments during the quarter as a percentage of the total principal balance of the pool.
(E) Three-month average CDR, or the involuntary prepayment rate, represents the annualized rate of the involuntary prepayments (defaults) during the quarter as a percentage of the total principal balance of the pool.
(F) We also invested in related Servicer advance investments, including the basic fee component of the related MSR (Note 6 to our condensed consolidated financial statements) on $27.5 billion UPB underlying these Excess MSRs.
(G) Delinquency 30 Days, Delinquency 60 Days and Delinquency 90+ Days represent the percentage of the total principal balance of the pool that corresponds to loans that are delinquent by 30–59 days, 60–89 days or 90 or more days, respectively.
(H) Weighted averages exclude collateral information for which collateral data was not available as of the report date.

The following table summarizes the collateral characteristics as of September 30, 2020 of the loans underlying Excess MSR investments made through joint ventures accounted for as equity method investees (dollars in thousands). For each of these pools, we own a 50% interest in an entity that invested in a 66.7% interest in the Excess MSRs.

	Collateral Characteristics												
	Current Carrying Amount	Current Principal Balance	New Residential Effective Ownership (%)	Number of Loans	WA FICO Score[A]	WA Coupon	WA Maturity (months)	Average Loan Age (months)	Adjustable Rate Mortgage %[B]	Three Month Average CPR[C]	Three Month Average CRR[D]	Three Month Average CDR[E]	Three Month Average Recapture Rate
Agency													
Original Pools	$ 102,733	$ 17,315,113	33.3 %	178,600	704	5.2 %	227	147	1.3 %	21.3 %	18.3 %	3.6 %	15.8 %
Recaptured Loans	87,513	12,917,827	33.3 %	94,668	710	4.3 %	264	55	0.1 %	19.5 %	19.3 %	0.4 %	34.5 %
Total/Weighted Average[G]	$ 190,246	$ 30,232,940		273,268	707	4.8 %	243	108	1.3 %	20.6 %	18.8 %	2.3 %	24.0 %

	Collateral Characteristics					
	Delinquency					
	30 Days[F]	60 Days[F]	90+ Days[F]	Loans in Foreclosure	Real Estate Owned	Loans in Bankruptcy
Agency						
Original Pools	2.9 %	1.3 %	5.0 %	0.7 %	0.2 %	0.2 %
Recaptured Loans	2.2 %	1.1 %	5.2 %	0.2 %	— %	0.1 %
Total/Weighted Average[G]	2.6 %	1.2 %	5.1 %	0.5 %	0.1 %	0.1 %

(A) The WA FICO score is based on the weighted average of information provided by the loan servicer on a monthly basis. The loan servicer generally updates the FICO score on a monthly basis.
(B) Adjustable rate mortgage % represents the percentage of the total principal balance of the pool that corresponds to adjustable rate mortgages.
(C) Three-month average CPR, or the constant prepayment rate, represents the annualized rate of the prepayments during the quarter as a percentage of the total principal balance of the pool.
(D) Three-month average CRR, or the voluntary prepayment rate, represents the annualized rate of the voluntary prepayments during the quarter as a percentage of the total principal balance of the pool.
(E) Three-month average CDR, or the involuntary prepayment rate, represents the annualized rate of the involuntary prepayments (defaults) during the quarter as a percentage of the total principal balance of the pool.
(F) Delinquency 30 Days, Delinquency 60 Days and Delinquency 90+ Days represent the percentage of the total principal balance of the pool that corresponds to loans that are delinquent by 30-59 days, 60-89 days or 90 or more days, respectively.
(G) Weighted averages exclude collateral information for which collateral data was not available as of the report date.

Servicer Advance Investments

The following is a summary of our Servicer Advance Investments, including the right to the basic fee component of the related MSRs (dollars in thousands):

	September 30, 2020				
	Amortized Cost Basis	Carrying Value[A]	UPB of Underlying Residential Mortgage Loans	Outstanding Servicer Advances	Servicer Advances to UPB of Underlying Residential Mortgage Loans
Servicer advance investments					
Mr. Cooper and SLS serviced pools	$ 510,995	$ 535,760	$ 27,484,426	$ 434,998	1.6 %

(A) Carrying value represents the fair value of the Servicer advance investments, including the basic fee component of the related MSRs.

The following is additional information regarding our Servicer advance investments, and related financing, as of and for the nine months ended, September 30, 2020 (dollars in thousands):

			Nine Months Ended September 30, 2020		Loan-to-Value ("LTV")[A]		Cost of Funds[B]	
	Weighted Average Discount Rate	Weighted Average Life (Years)[C]	Change in Fair Value Recorded in Other Income	Face Amount of Secured Notes and Bonds Payable	Gross	Net[D]	Gross	Net
Servicer advance investments[E]	5.2 %	6.3	$ 431	$ 412,538	88.0 %	87.0 %	2.3 %	1.5 %

(A) Based on outstanding servicer advances, excluding purchased but unsettled servicer advances.
(B) Annualized measure of the cost associated with borrowings. Gross cost of funds primarily includes interest expense and facility fees. Net cost of funds excludes facility fees.
(C) Weighted Average Life represents the weighted average expected timing of the receipt of expected net cash flows for this investment.
(D) Ratio of face amount of borrowings to par amount of servicer advance collateral, net of any general reserve.
(E) The following types of advances are included in Servicer advance investments:

	September 30, 2020
Principal and interest advances	$ 85,481
Escrow advances (taxes and insurance advances)	166,678
Foreclosure advances	182,839
Total	$ 434,998

MSR Related Ancillary Business

Our MSR related investments segment also includes the activity from several wholly-owned subsidiaries or minority investments in companies that perform various services in the mortgage and real estate industries. Our subsidiary Guardian is a national provider of field services and property management services. We also made a strategic minority investment in Covius, a provider of various technology-enabled services to the mortgage and real estate industries.

Residential Securities and Loans

Real Estate Securities

Agency RMBS

The following table summarizes our Agency RMBS portfolio as of September 30, 2020 (dollars in thousands):

				Gross Unrealized						
Asset Type	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Cost Basis	Gains	Losses	Carrying Value[A]	Count	Weighted Average Life (Years)	3-Month CPR[B]	Outstanding Repurchase Agreements
Agency RMBS	$ 9,035,433	$ 9,362,556	100.0 %	$ 61,158	$ (2,891)	$ 9,420,823	54	4.2	1.3 %	$ 9,495,910

(A) Fair value, which is equal to carrying value for all securities.
(B) Three month average constant prepayment rate, represents the annualized rate of the prepayments during the quarter as a percentage of the total amortized cost basis.

The following table summarizes the net interest spread of our Agency RMBS portfolio as of September 30, 2020:

Net Interest Spread[A]	
Weighted Average Asset Yield	2.25 %
Weighted Average Funding Cost	0.23 %
Net Interest Spread	2.02 %

(A) The Agency RMBS portfolio consists of 100.0% fixed rate securities (based on amortized cost basis). See table above for details on rate resets of the floating rate securities.

We finance our investments in Agency RMBS with short-term borrowings under master repurchase agreements. These borrowings generally bear interest rates offered by the counterparty for the term of the proposed repurchase transaction (e.g., 30 days, 60 days, etc.) of a specified margin over one-month LIBOR. The repurchase agreements represent uncommitted financing. At September 30, 2020 and December 31, 2019, the Company pledged Agency RMBS with a carrying value of approximately $10.4 billion and $15.9 billion, respectively, as collateral for borrowings under repurchase agreements. To the extent available on desirable terms, we expect to continue to finance our acquisitions of Agency RMBS with repurchase agreement financing. See Note 11 to our condensed consolidated financial statements for further information regarding financing of our Agency RMBS.

Non-Agency RMBS

Since mid-March 2020, markets for mortgage-backed securities and other credit-related assets have experienced significant volatility, widening credit spreads and sharp declines in liquidity, which has had a material impact on our investment portfolio. A significant portion of our Non-Agency RMBS portfolio was financed with repurchase agreements. Fluctuations in the value of our portfolio of Non-Agency RMBS, including as a result of changes in credit spreads, resulted in our being required to post additional collateral with our counterparties under these repurchase agreements. These fluctuations and requirements to post additional collateral were material. In an effort to mitigate the impact to our business from these developments and improve our liquidity, we sold a substantial portion of our Non-Agency RMBS portfolio in March 2020, for which we recorded significant realized losses. Refer to Note 16 to our condensed consolidated financial statements for further information regarding Non-Agency RMBS sales with affiliates.

The following table summarizes our Non-Agency RMBS portfolio as of September 30, 2020 (dollars in thousands):

Asset Type	Outstanding Face Amount	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value[A]	Outstanding Repurchase Agreements
Non-Agency RMBS	$ 21,276,175	$ 1,386,243	$ 92,192	$ (69,191)	$ 1,409,244	$ 834,151

(A) Fair value, which is equal to carrying value for all securities.

The following tables summarize the characteristics of our Non-Agency RMBS portfolio and of the collateral underlying our Non-Agency RMBS as of September 30, 2020 (dollars in thousands):

	Non-Agency RMBS Characteristics[A]									
Vintage[B]	Average Minimum Rating[C]	Number of Securities	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Cost Basis	Carrying Value	Principal Subordination[D]	Excess Spread[E]	Weighted Average Life (Years)	Weighted Average Coupon[F]
Pre-2006	NR	96	$ 86,852	$ 16,816	1.2 %	$ 16,483	— %	— %	6.2	6.9 %
2006	N/A	15	91,603	—	— %	1	— %	— %	—	0.1 %
2007	NR	16	175,107	3,286	0.2 %	5,083	— %	— %	2.6	0.1 %
2008 and later	BB-	465	20,908,266	1,355,079	98.6 %	1,376,099	16.8 %	— %	6.0	3.0 %
Total/weighted average	BB-	592	$ 21,261,828	$ 1,375,181	100.0 %	$ 1,397,666	16.5 %	— %	6.0	3.0 %

	Collateral Characteristics[A][G]				
Vintage[B]	Average Loan Age (years)	Collateral Factor[H]	3-Month CPR[I]	Delinquency[J]	Cumulative Losses to Date
Pre-2006	17.9	0.05	7.7 %	13.7 %	11.3 %
2006	14.1	0.13	10.8 %	— %	96.3 %
2007	13.3	0.16	12.0 %	15.6 %	25.5 %
2008 and later	13.4	0.76	14.4 %	3.7 %	0.3 %
Total/weighted average	13.4	0.75	14.3 %	3.9 %	0.5 %

(A) Excludes $13.8 million face amount of bonds backed by consumer loans and $0.5 million face amount of bonds backed by corporate debt.
(B) The year in which the securities were issued.
(C) Ratings provided above were determined by third party rating agencies, represent the most recent credit ratings available as of the reporting date and may not be current. This excludes the ratings of the collateral underlying 305 bonds with a carrying value of $647.1 million, which either have never been rated or for which rating information is no longer provided. We had no assets that were on negative watch for possible downgrade by at least one rating agency as of September 30, 2020.
(D) The percentage of amortized cost basis of securities and residual interests that is subordinate to our investments. This excludes interest-only bonds.
(E) The current amount of interest received on the underlying loans in excess of the interest paid on the securities, as a percentage of the outstanding collateral balance for the quarter ended September 30, 2020.
(F) Excludes residual bonds, and certain other Non-Agency bonds, with a carrying value of $26.5 million and $2.8 million, respectively, for which no coupon payment is expected.
(G) The weighted average loan size of the underlying collateral is $273.0 thousand.
(H) The ratio of original UPB of loans still outstanding.
(I) Three month average constant prepayment rate and default rates.
(J) The percentage of underlying loans that are 90+ days delinquent, or in foreclosure or considered REO.

The following table summarizes the net interest spread of our Non-Agency RMBS portfolio as of September 30, 2020:

	Net Interest Spread[A]
Weighted average asset yield	4.91 %
Weighted average funding cost	4.09 %
Net interest spread	0.82 %

(A) The Non-Agency RMBS portfolio consists of 36.6% floating rate securities and 63.4% fixed rate securities (based on amortized cost basis).

We finance our investments in Non-Agency RMBS with short-term borrowings under master repurchase agreements. These borrowings generally bear interest rates offered by the counterparty for the term of the proposed repurchase transaction (e.g., 30 days, 60 days, etc.) of a specified margin over one-month LIBOR. The repurchase agreements represent uncommitted financing. At September 30, 2020 and December 31, 2019, the Company pledged Non-Agency RMBS with a carrying value of approximately $1.4 billion and $8.0 billion, respectively, as collateral for borrowings under repurchase agreements. A portion of collateral for borrowings under repurchase agreements is subject to daily mark-to-market fluctuations and margin calls. In addition, a portion of collateral for borrowings under repurchase agreements is not subject to daily margin calls unless the collateral coverage percentage, a quotient expressed as a percentage equal to the current carrying value of outstanding debt divided by the market value of the underlying collateral, becomes greater than or equal to a collateral trigger. The difference between the collateral coverage percentage and the collateral trigger is referred to as a "margin holiday." See Note 11 to our condensed consolidated financial statements for further information regarding financing of our Non-Agency RMBS.

Call Rights

We hold a limited right to cleanup call options with respect to certain securitization trusts serviced or master serviced by Mr. Cooper whereby, when the UPB of the underlying residential mortgage loans falls below a pre-determined threshold, we can effectively purchase the underlying residential mortgage loans at par, plus unreimbursed servicer advances, resulting in the repayment of all of the outstanding securitization financing at par, in exchange for a fee of 0.75% of UPB paid to Mr. Cooper at the time of exercise. We similarly hold a limited right to cleanup call options with respect to certain securitization trusts master serviced by SLS for no fee, and also with respect to certain securitization trusts serviced or master serviced by Ocwen subject to a fee of 0.5% of UPB on loans that are current or thirty (30) days or less delinquent, paid to Ocwen at the time of exercise. The aggregate UPB of the underlying residential mortgage loans within these various securitization trusts is approximately $75.0 billion.

We continue to evaluate the call rights we acquired from each of our servicers, and our ability to exercise such rights and realize the benefits therefrom are subject to a number of risks. See "Risk Factors—Risks Related to Our Business—Our ability to exercise our cleanup call rights may be limited or delayed if a third party also possessing such cleanup call rights exercises such rights, if the related securitization trustee refuses to permit the exercise of such rights, or if a related party is subject to bankruptcy proceedings." The actual UPB of the residential mortgage loans on which we can successfully exercise call rights and realize the benefits therefrom may differ materially from our initial assumptions.

We have exercised our call rights with respect to Non-Agency RMBS trusts and purchased performing and non-performing residential mortgage loans and REO contained in such trusts prior to their termination. In certain cases, we sold portions of the purchased loans through securitizations, and retained bonds issued by such securitizations. In addition, we received par on the securities issued by the called trusts which we owned prior to such trusts' termination. Refer to Note 8 and 16 in our condensed consolidated financial statements for further details on these transactions.

On March 31, 2020, in connection with the sale of certain Non-Agency RMBS (the "Securities"), we agreed to exercise call rights with respect to those Securities on behalf and solely at the direction of one of the buyers.

Refer to Note 16 for additional discussion regarding call rights and transactions with affiliates.

Residential Mortgage Loans

In March of 2020, we began selling assets to manage and generate liquidity and de-risk our balance sheet. To realign our balance sheet in reaction to increased market risk and raise liquidity, we reduced our exposure to loan pools financed using repurchase agreements. Furthermore, while typically more expensive, to the extent possible, the Company has been opportunistically seeking long-term financing arrangements rather than short-term repurchase agreements to reduce volatility risk associated with assets valuations and margin calls.

As of September 30, 2020, we had approximately $5.9 billion outstanding face amount of residential mortgage loans. These investments were financed with secured financing agreements with an aggregate face amount of approximately $3.8 billion and secured notes and bonds payable with an aggregate face amount of approximately $1.1 billion. We acquired these loans through open market purchases, as well as through the exercise of call rights and acquisitions.

The following table presents the total residential mortgage loans outstanding by loan type at September 30, 2020 (dollars in thousands).

	Outstanding Face Amount	Carrying Value	Loan Count	Weighted Average Yield	Weighted Average Life (Years)[A]
Total residential mortgage loans, held-for-investment, at fair value	$ 784,838	$ 718,802	12,587	6.7 %	4.2
Acquired reverse mortgage loans[E][F]	$ 11,784	$ 5,848	28	7.8 %	3.9
Acquired performing loans[G][I]	205,746	191,580	4,138	6.6 %	3.4
Acquired non-performing loans[H][I]	502,003	380,925	3,363	7.5 %	3.3
Total residential mortgage loans, held-for-sale	$ 719,533	$ 578,353	7,529	7.2 %	3.3
Acquired performing loans[G][I]	$ 1,205,668	$ 1,176,302	7,590	4.2 %	9.9
Acquired non-performing loans	436,936.0	338,451	3	8 %	3.3
Originated loans	2,705,121	2,843,720	9,947	2.9 %	22.1
Total residential mortgage loans, held-for-sale, at fair value	$ 4,347,725	$ 4,358,473	20,537	3.7 %	16.8

(A) The weighted average life is based on the expected timing of the receipt of cash flows.
(B) LTV refers to the ratio comparing the loan's unpaid principal balance to the value of the collateral property.
(C) Represents the percentage of the total principal balance that is 60+ days delinquent.
(D) The weighted average FICO score is based on the weighted average of information updated and provided by the loan servicer on a monthly basis.
(E) Represents a 70% participation interest we hold in a portfolio of reverse mortgage loans. The average loan balance outstanding based on total UPB was $0.6 million. Approximately 47% of these loans outstanding have reached a termination event. As a result of the termination event, each such loan has matured and the borrower can no longer make draws on these loans.
(F) FICO scores are not used in determining how much a borrower can access via a reverse mortgage loan.
(G) Performing loans are generally placed on nonaccrual status when principal or interest is 120 days or more past due.
(H) As of September 30, 2020, we have placed all Non-Performing Loans, held-for-sale on nonaccrual status, except as described in (I) below.
(I) Includes $490.9 million and $21.2 million UPB of Ginnie Mae EBO performing and non-performing loans, respectively, on accrual status as contractual cash flows are guaranteed by the FHA.

We consider the delinquency status, loan-to-value ratios, and geographic area of residential mortgage loans as our credit quality indicators.

We finance a significant portion of our investments in residential mortgage loans with borrowings under repurchase agreements. These recourse borrowings bear variable interest rates offered by the counterparty for the term of the proposed repurchase transaction, generally less than one year, of a specified margin over the one-month LIBOR. At September 30, 2020 and December 31, 2019, the Company pledged mortgage loans with a carrying value of approximately $3.8 billion and $5.1 billion, respectively, as collateral for borrowings under repurchase agreements. A portion of collateral for borrowings under repurchase agreements are subject to daily mark-to-market fluctuations and margin calls. A portion of collateral for borrowings under repurchase agreements is not subject to daily margin calls unless the collateral coverage percentage, a quotient expressed as a percentage equal to the current carrying value of outstanding debt divided by the market value of the underlying collateral, becomes greater than or equal to a collateral trigger. The difference between the collateral coverage percentage and the collateral trigger is referred to as a "margin holiday." See Note 11 to our condensed consolidated financial statements for further information regarding financing of our mortgage loans.

Other

Consumer Loans

The table below summarizes the collateral characteristics of the consumer loans, including those held in the Consumer Loan Companies and those acquired from the Consumer Loan Seller, as of September 30, 2020 (dollars in thousands):

	Collateral Characteristics													
	UPB	Personal Unsecured Loans %	Personal Homeowner Loans %	Number of Loans	Weighted Average Original FICO Score[A]	Weighted Average Coupon	Adjustable Rate Loan %	Average Loan Age (months)	Average Expected Life (Years)	Delinquency 30 Days[B]	Delinquency 60 Days[B]	Delinquency 90+ Days[B]	12-Month CRR[C]	12-Month CDR[D]
Consumer loans, held-for-investment	$ 667,184	60.4 %	39.6 %	94,801	677	17.5 %	12.2 %	186	3.6	1.2 %	0.7 %	1.5 %	19.1 %	4.7 %

(A) Weighted average original FICO score represents the FICO score at the time the loan was originated.

(B) Delinquency 30 Days, Delinquency 60 Days and Delinquency 90+ Days represent the percentage of the total principal balance of the pool that corresponds to loans that are delinquent by 30-59 days, 60-89 days or 90 or more days, respectively.

(C) 12-month CRR, or the voluntary prepayment rate, represents the annualized rate of the voluntary prepayments during the three months as a percentage of the total principal balance of the pool.

(D) 12-month CDR, or the involuntary prepayment rate, represents the annualized rate of the involuntary prepayments (defaults) during the three months as a percentage of the total principal balance of the pool.

We have financed our investments in consumer loans with securitized non-recourse long-term notes with a stated maturity date of May 2036. Furthermore, the notes are non-mark-to-market and not subject to margin calls. See Note 11 to our condensed consolidated financial statements for further information regarding financing of our consumer loans.

TAXES

We have elected to be treated as a REIT for U.S. federal income tax purposes. As a REIT we generally pay no federal or state and local income tax on assets that qualify under the REIT requirements if we distribute out at least 90% of the current taxable income generated from these assets.

We hold certain assets, including Servicer Advance Investments and MSRs, in taxable REIT subsidiaries ("TRSs") that are subject to federal, state and local income tax because these assets either do not qualify under the REIT requirements or the status of these assets is uncertain. We also operate our securitization program, servicing, origination, and ancillary businesses through TRSs.

As our operating investments continue to grow and become a larger component of our total consolidated income, we anticipate income subject to tax will increase, along with a corresponding increase in tax expense and our consolidated effective tax rate.

At September 30, 2020, our net deferred tax asset of $49.5 million was primarily comprised of net operating losses generated within our TRSs partially offset by deferred tax liabilities generated through the deferral of gains from loans sold by our origination business with servicing retained by the Company.

For the three and nine months ended September 30, 2020, we recognized deferred tax expense (benefit) of $99.4 million and $(42.3) million, respectively, primarily reflecting deferred tax benefits resulting from changes in the fair value of loans and MSRs during the first quarter of 2020, partially offset by deferred tax expense generated from income in our servicing and origination business segments in the second and third quarters. The taxable income of the operating businesses is absorbed by our historical net operating losses, reducing current taxable income in our TRSs.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires the use of estimates and assumptions that could affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses. Actual results could differ from these estimates. We believe that the estimates and assumptions utilized in the preparation of the condensed consolidated financial statements are prudent and reasonable. Actual results historically have generally been in line with our estimates and judgments used in applying each of the accounting policies described below, as modified periodically to reflect current market conditions.

Our critical accounting policies as of September 30, 2020, which represent our accounting policies that are most affected by judgments, estimates and assumptions, included all of the critical accounting policies referred to in our annual report on Form 10-K for the year ended December 31, 2019.

We believe the estimates and assumptions underlying our consolidated financial statements are reasonable and supportable based on the information available as of September 30, 2020; however, uncertainty over the ultimate impact COVID-19 will have on the global economy generally, and our business in particular, makes any estimates and assumptions as of September 30, 2020 inherently less certain than they would be absent the current and potential impacts of COVID-19. Actual results may materially differ from those estimates.

Recent Accounting Pronouncements

See Note 1 to our condensed consolidated financial statements.

RESULTS OF OPERATIONS

The following table summarizes the changes in our results of operations for the three and nine months ended September 30, 2020 compared to the three and nine months ended September 30, 2019 (dollars in thousands). Our results of operations are not necessarily indicative of future performance.

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2020	2019	Amount	2020	2019	Amount
Revenues						
Interest income	$ 233,848	$ 448,127	$ (214,279)	$ 868,419	$ 1,303,041	$ (434,622)
Servicing revenue, net of change in fair value of $(395,064), $(228,405), $(1,485,472), and $(619,914), respectively	(43,929)	53,050	(96,979)	(459,313)	133,366	(592,679)
Gain on originated mortgage loans, held-for-sale, net	495,098	126,747	368,351	984,818	294,935	689,883
	685,017	627,924	57,093	1,393,924	1,731,342	(337,418)
Expenses						
Interest expense	130,528	245,902	(115,374)	463,786	686,738	(222,952)
General and administrative expenses	316,560	193,580	122,980	859,601	525,289	334,312
Management fee to affiliate	22,482	20,678	1,804	66,682	58,261	8,421
Incentive compensation to affiliate	—	36,307	(36,307)	—	49,265	(49,265)
	469,570	496,467	(26,897)	1,390,069	1,319,553	70,516
Other Income (Loss)						
Change in fair value of investments	89,092	2,212	86,880	(374,408)	(55,534)	(318,874)
Gain (loss) on settlement of investments, net	(94,457)	133,670	(228,127)	(968,995)	96,385	(1,065,380)
Earnings from investments in consumer loans, equity method investees	—	(2,547)	2,547	—	(890)	890
Other income (loss), net	5,385	(30,695)	36,080	(34,635)	(27,234)	(7,401)
	20	102,640	(102,620)	(1,378,038)	12,727	(1,390,765)
Impairment						
Provision (reversal) for credit losses on securities	(3,849)	5,567	(9,416)	15,166	21,942	(6,776)
Valuation and credit loss provision (reversal) on loans and real estate owned (REO)	14,584	(10,690)	25,274	118,504	8,042	110,462
	10,735	(5,123)	15,858	133,670	29,984	103,686
Income (Loss) Before Income Taxes	204,732	239,220	(34,488)	(1,507,853)	394,532	(1,902,385)
Income tax expense (benefit)	100,812	(5,440)	106,252	(48,647)	18,980	(67,627)
Net Income (Loss)	$ 103,920	$ 244,660	$ (140,740)	$ (1,459,206)	$ 375,552	$ (1,834,758)
Noncontrolling Interests in Income (Loss) of Consolidated Subsidiaries	$ 11,640	$ 14,738	$ (3,098)	$ 34,118	$ 31,979	$ 2,139
Dividends on Preferred Stock	$ 14,359	$ 5,338	$ 9,021	$ 39,938	$ 5,338	$ 34,600
Net Income (Loss) Attributable to Common Stockholders	$ 77,921	$ 224,584	$ (146,663)	$ (1,533,262)	$ 338,235	$ (1,871,497)

Interest Income

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The decrease in interest income during the third quarter of 2020 compared to the third quarter of 2019 was driven by a decrease in the size of our investment portfolio (as noted in the "Our Portfolio" section) and the transition of MSRs initially accounted for as investments in MSR financing receivables to investments in MSRs. Specifically, interest income decreased by $214.3 million, primarily driven by (i) a $123.9 million decrease attributable to a smaller bond portfolio, (ii) a $50.7 million decrease related to acquired residential mortgage loans and consumer loans, partially offset by (iii) an increase of $6.5 million on loans originated as a result of growth in our originations business. MSR related investments and servicing interest income decreased by $46.2 million primarily due to the transfer from investments in MSR financing receivables to investments in MSRs during

the third quarter of 2020. The revenue associated with these transferred MSRs is reported as Servicing Revenue, Net in our condensed consolidated statements of income.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The decrease in interest income was driven by a smaller investment portfolio (as noted in the "Our Portfolio" section) and the transition of MSRs initially accounted for as investments in MSR financing receivables to investments in MSRs. Specifically, interest income decreased by $434.6 million primarily driven by (i) a $279.2 million decrease attributable to a smaller bond portfolio as well as a decrease in the accelerated accretion recognized on called deals, (ii) a $94.3 million decrease from MSR related investments and servicing, primarily due to MSR financing receivables transferring to investments in MSRs during the third quarter of 2019 (the revenue associated with these transferred MSRs is reported as Servicing Revenue, Net in our condensed consolidated statements of income) and portfolio runoff, and (iii) a $78.5 million decrease in acquired residential mortgage loans and consumer loans due to lower unpaid principal balances, partially offset by (iv) an increase of $17.4 million on loans originated as a result of growth in our originations business.

Servicing Revenue, Net

The component of servicing revenue, net related to changes in valuation inputs and assumptions related to the following:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2020	2019	Amount	2020	2019	Amount
Changes in interest rates and prepayment rates	$ (63,129)	$ (149,413)	$ 86,284	$ (577,911)	$ (555,765)	$ (22,146)
Changes in discount rates	71,797	57,896	13,901	(1,705)	127,314	(129,019)
Changes in other factors	73,305	29,659	43,646	43,462	153,080	(109,618)
Total	$ 81,973	$ (61,858)	$ 143,831	$ (536,154)	$ (275,371)	$ (260,783)

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Servicing revenue, net decreased $97.0 million primarily driven by (i) a $304.7 million increase in amortization as a result of MSR acquisitions subsequent to September 30, 2019 and faster prepayments, and (ii) a $28.2 million decrease in ancillary and other fees attributable to lower interest rates, specifically lower interest earned on custodial accounts. The decrease was partially offset by (iii) a $97.9 million increase in servicing collections as a result of MSR acquisitions that closed subsequent to September 30, 2019, and (iv) an $82.0 million positive mark-to-market adjustments in 2020 compared to a $61.9 million negative mark-to-market adjustments in 2019. The positive mark-to-market adjustments during the three months ended September 30, 2020 were primarily driven by a reduction in life-to-date unrealized losses due to paydowns and a decrease in discount rates resulting from changes in estimates regarding the economic outlook caused by COVID-19.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Servicing revenue, net decreased $592.7 million primarily driven by (i) a $606.7 million increase in amortization as a result of MSR acquisitions subsequent to September 30, 2019 and faster prepayments, (ii) a $260.8 million increase in negative mark-to-market adjustments, and (iii) a $70.4 million decrease in ancillary and other fees due to lower interest rates, specifically lower interest earned on custodial accounts. The negative mark-to-market adjustments during the nine months ended September 30, 2020 were primarily driven by changes in interest rates resulting in lower custodial earnings, faster prepayment rates, and higher delinquency rates, due to changes in estimates regarding the economic outlook caused by COVID-19. The decrease was partially offset by (iv) a $343.3 million increase in servicing collections as a result of MSR acquisitions that closed subsequent to September 30, 2019.

Gain on Originated Mortgage Loans, Held-for-Sale, Net

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Gain on originated mortgage loans, held-for-sale, net increased $368.4 million primarily driven by an increase in loan origination volume and higher gain on sales margins. As noted in the "Our Portfolio" section, during the third quarter of 2020, loan origination volume at NewRez was $18.1 billion, up from $5.7 billion in the year prior. During the three months ended September 30, 2020, the continued lower interest rate environment, increased refinance activity by borrowers, integration of

Ditech's platform, and increased market share helped drive growth in originations volume channels. Gain on sale margins in the three month period ended September 30, 2020 was 2.04%, 0.34% higher than 1.70% for the same period in 2019.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Gain on originated mortgage loans, held-for-sale, net increased $689.9 million primarily driven by an increase in loan origination volume and higher gain on sales margins. As noted in the "Our Portfolio" section, during the first nine months of 2020, loan origination volume at NewRez was $37.7 billion, up from $11.8 billion in the year prior. During the nine months ended September 30, 2020, the continued lower interest rate environment, increased refinance activity by borrowers, integration of Ditech's platform, and increased market share helped drive growth in originations volume channels. Gain on sale margins in the nine month period ended September 30, 2020 was 2.01%, 0.29% higher than 1.72% for the same period in 2019.

Interest Expense

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Interest expense decreased by $115.4 million primarily attributable to (i) a $107.4 million decrease related to the lower average size of the RMBS portfolio financed with repurchase agreements and (ii) a $28.0 million decrease related to the financing of acquired residential mortgage loans and consumer loans, partially offset by (iii) a $1.0 million increase in interest expense on MSR related investments, origination, and servicing due to increased financing of the portfolio offset by a decrease in rates, and (iv) a $19.0 million increase in interest expense as a result of the senior secured term loan facility agreement entered into on May 19, 2020, which was refinanced in September 2020 with proceeds from the 2025 Senior Unsecured Notes. Refer to Note 11 to our condensed consolidated financial statements for further details.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Interest expense decreased by $223.0 million primarily attributable to (i) a $189.7 million decrease related to the lower average size of the RMBS portfolio financed with repurchase agreements, (ii) a $61.4 million decrease related to residential mortgage loans and consumer loans, and (iii) a $5.7 million decrease in interest expense due to runoff of MSR related investments, offset by (iv) an increase in interest expense on originations of $6.1 million driven by an increase in our originations business, and (v) a $27.7 million increase in interest expense as a result of the senior secured term loan facility agreement entered into on May 19, 2020, which was refinanced in September 2020 with proceeds from the 2025 Senior Notes. Refer to Note 11 to our condensed consolidated financial Statements for further details.

General and Administrative Expenses

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

General and administrative expenses increased by $123.0 million, primarily attributable to increases in NewRez origination and servicing volumes. As noted in the "Our Portfolio" section, during the third quarter of 2020, loan origination volume at NewRez was $18.1 billion, up from $5.7 billion in the year prior and loans serviced at NewRez was $287.2 billion, up from $184.3 billion in the year prior. The components of general and administrative expenses that increased as a result of these volumes were as follows: (i) a $92.4 million increase in compensation and benefits expense, (ii) a $12.1 million increase in loan origination expenses, (iii) a $4.2 million increase in occupancy expenses, (iv) a $5.8 million increase in legal and professional expenses, and (v) a $4.9 million increase in other expenses. In addition, subservicing expense increased (vi) a $2.5 million as a result of MSR acquisitions that closed subsequent to September 30, 2019 within our servicer subsidiary, NRM (Note 5 to our condensed consolidated financial statements), and transfer from investments in MSR financing receivables to investments in MSRs during the three months ended September 30, 2020, partially offset by portfolio runoff.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

General and administrative expenses increased by $334.3 million, primarily attributable to increases in NewRez origination and servicing volumes. As noted in the "Our Portfolio" section, during the nine months ended September 30, 2020, loan origination volume was $37.7 billion, up from $11.8 billion in the year prior and loans serviced at NewRez was $287.2 billion, up from $184.3 billion in the year prior. The components of general and administrative expenses that increased as a result of these volumes were as follows: (i) a $212.2 million increase in compensation and benefits expense, (ii) a $17.4 million increase in legal and professional expenses, (iii) a $33.6 million increase in loan origination expenses, (iv) a $12.1 million increase in occupancy expenses, and (v) an $8.1 million increase related to technology and software enhancements. There was also (vi) a

$26.9 million increase in property maintenance and inspection expense resulting from the acquisition and operations of Guardian, (vii) an increase of $11.9 million as a result of MSR acquisitions that closed subsequent to September 30, 2019 within our servicer subsidiary, NRM (Note 5 to our condensed consolidated financial statements), and the transfer from investments in MSR financing receivables to investments in MSRs during the nine months ended September 30, 2020, partially offset by portfolio runoff, and a decrease of $2.9 million in loan servicing expense primarily due to a decrease of loan servicing expense on consumer loans, held-for-investment attributable to lower unpaid principal balance. Other expenses increased $3.5 million related to increased trustee and custodian expenses, $3.3 million in amortization of intangible assets, and $8.2 million related to other general and administrative expenses.

Management Fee to Affiliate

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Management fee to affiliate increased by $1.8 million as a result of capital raises subsequent to September 30, 2019.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Management fee to affiliate increased by $8.4 million as a result of capital raises subsequent to September 30, 2019.

Incentive Compensation to Affiliate

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Incentive compensation decreased $36.3 million during the three months ended September 30,2020. This decrease was due to the fact that the incentive calculation determined in accordance with the management agreement was in a cumulative net loss position.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Incentive compensation decreased $49.3 million during the nine months ended September 30,2020. This decrease was due to the fact that the incentive calculation determined in accordance with the management agreement was in a cumulative net loss position.

Change in Fair Value of Investments

Change in fair value of investments is composed of the following:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2020	2019	Amount	2020	2019	Amount
Excess mortgage servicing rights	$ (664)	$ 2,407	$ (3,071)	$ (11,773)	$ (1,421)	$ (10,352)
Excess mortgage servicing rights, equity method investees	(393)	4,751	(5,144)	(2,902)	4,087	(6,989)
Mortgage servicing rights financing receivables	(20,275)	(41,410)	21,135	(245,906)	(133,200)	(112,706)
Servicer advance investments	3,143	6,641	(3,498)	431	15,932	(15,501)
Real estate and other securities	27,663	(5,054)	32,717	(531)	9,010	(9,541)
Residential mortgage loans	56,940	(6,512)	63,452	(108,306)	75,095	(183,401)
Consumer loans held-for-investment	(411)	—	(411)	(9,634)	—	(9,634)
Derivative instruments	23,089	41,389	(18,300)	4,213	(25,037)	29,250
Total	$ 89,092	$ 2,212	$ 86,880	$ (374,408)	$ (55,534)	$ (318,874)

Change in Fair Value of Investments in Excess Mortgage Servicing Rights

Changes in the fair value of investments in Excess MSRs related to the following:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2020	2019	Amount	2020	2019	Amount
Changes in interest rates and prepayment rates	$ (1,384)	$ (2,566)	$ 1,182	$ 1,650	$ (20,268)	$ 21,918
Changes in discount rates	3,650	4,167	(517)	(365)	13,446	(13,811)
Changes in other factors	(2,930)	806	(3,736)	(13,058)	5,401	(18,459)
Total	$ (664)	$ 2,407	$ (3,071)	$ (11,773)	$ (1,421)	$ (10,352)

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The change in fair value of investments in excess mortgage servicing rights during the three months ended September 30, 2020 was relatively flat; however, the mark-to-market adjustments were negative, mainly driven by increased prepayment rates and decreased recapture rates. In contrast, the mark-to-market adjustments during the three months ended September 30, 2019 were positive, largely driven by decreases in the discount rate, increases in recapture rates, offset by increases in interest rates and prepayment rates.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The negative mark-to-market adjustments during the nine months ended September 30, 2020 were mainly driven by decreased recapture rates. In contrast, the negative mark-to-market adjustments during the nine months ended September 30, 2019 were mainly driven by increased interest rates and prepayment rates, offset by decreased discount rates and increased recapture rates.

Change in Fair Value of Investments in Excess Mortgage Servicing Rights, Equity Method Investees

Changes in the fair value of investments in Excess MSRs, equity method investees related to the following:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2020	2019	Amount	2020	2019	Amount
Changes in interest rates and prepayment rates	$ (404)	$ (432)	$ 28	$ (52)	$ (7,897)	$ 7,845
Changes in discount rates	661	768	(107)	(82)	3,939	(4,021)
Changes in other factors	(650)	4,415	(5,065)	(2,768)	8,045	(10,813)
Total	$ (393)	$ 4,751	$ (5,144)	$ (2,902)	$ 4,087	$ (6,989)

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The change in fair value of investments in excess mortgage servicing rights, equity method investees during the three months ended September 30, 2020 were mainly driven by increased prepayment rates and decreased recapture rates. In contrast, the positive mark-to-market adjustments during the three months ended September 30, 2019 were largely driven by increased recapture rates and and decreased discount rates.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The change in fair value of investments in excess mortgage servicing rights, equity method investees during the nine months ended September 30, 2020 were mainly driven by decreased recapture rates. In contrast, the positive mark-to-market

adjustments during the nine months ended September 30, 2019 were mainly driven by increased recapture rates and decreased discount rates, partially offset by increased prepayment rates and interest rates.

Change in Fair Value of Investments in MSR Financing Receivables

The component of changes in the fair value of investments in MSR financing receivables related to the following:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2020	2019	Amount	2020	2019	Amount
Amortization of servicing rights	$ (36,134)	$ (48,340)	$ 12,206	$ (182,085)	$ (131,417)	$ (50,668)
Change in valuation inputs and assumptions	15,859	9,349	6,510	(62,072)	1,437	(63,509)
(Gain) loss on sales	—	(2,419)	2,419	(1,749)	(3,220)	1,471
Total	$ (20,275)	$ (41,410)	$ 21,135	$ (245,906)	$ (133,200)	$ (112,706)

The component of changes in the fair value of investments in MSR financing receivables related to changes in valuation inputs and assumptions related to the following:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2020	2019	Amount	2020	2019	Amount
Changes in interest rates and prepayment rates	$ (17,925)	$ (44,152)	$ 26,227	$ 26,118	$ (138,727)	$ 164,845
Changes in discount rates	23,694	60,273	(36,579)	10,950	99,674	(88,724)
Changes in other factors	10,090	(6,772)	16,862	(99,140)	40,490	(139,630)
Total	$ 15,859	$ 9,349	$ 6,510	$ (62,072)	$ 1,437	$ (63,509)

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The change in fair value of investments in MSR financing receivables increased $21.1 million, of which (i) $12.2 million was attributable to a decrease in amortization expense and (ii) $6.5 million was attributable to changes in valuation inputs and assumptions, primarily driven by transfer from investments in MSR financing receivables to investments in MSRs during the three months ended September 30, 2020 and decrease in discount rates, resulting from changes in estimates regarding the economic outlook caused by COVID-19. The change in fair value associated with these transferred MSRs is reported as Servicing Revenue, Net in our condensed consolidated statements of income.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The change in fair value of investments in MSR financing receivables decreased $112.7 million, of which $63.5 million was attributable to changes in valuation inputs and assumptions. The change in fair value for the nine months ended September 30, 2020 was primarily due to higher delinquency rates, partially offset by a decrease in discount rates. These changes resulted from changes in estimates regarding the economic outlook caused by COVID-19. The change in fair value for the nine months ended September 30, 2019 was relatively flat in comparison, with changes in interest rates and prepayment rates being offset by a decrease in discount rates and improvements in other factors. The remaining decrease was primarily due to $50.7 million

increase in amortization expense as a result faster prepayments in 2020, partially offset by transfer from investments in MSR financing receivables to investments in MSRs during the third quarter of 2020.

Change in Fair Value of Servicer Advance Investments

Changes in the fair value of Servicer Advance Investments related to the following:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2020	2019	Amount	2020	2019	Amount
Changes in interest rates and prepayment rates	$ 205	$ (675)	$ 880	$ (1,869)	$ (2,379)	$ 510
Changes in discount rates	2,219	8,419	(6,200)	2,219	22,045	(19,826)
Changes in other factors	719	(1,103)	1,822	81	(3,734)	3,815
Total	$ 3,143	$ 6,641	$ (3,498)	$ 431	$ 15,932	$ (15,501)

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The positive mark-to-market adjustments during the three months ended September 30, 2020 were mainly driven by a decrease in discount rates that caused the fair value to increase by $2.2 million. The mark-to-market adjustment during the three months ended September 30, 2019 was also positive, mainly driven by a decrease in the discount rates that caused the fair value to increase by $8.4 million.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The positive mark-to-market adjustments during the nine months ended September 30, 2020 were mainly driven by a decrease in the discount rates that caused the fair value to increase by $2.2 million. The positive mark-to market adjustment during the nine months ended September 30, 2019 was mainly driven by a larger decrease in the discount rates that caused the fair value to increase by $22.0 million. This was slightly offset by unfavorable changes in interest rates, prepayment rates, and other factors which caused the fair value to decrease by $6.1 million.

Change in Fair Value of Real Estate and Other Securities

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The change in fair value of investments in real estate and other securities increased $32.7 million, primarily due to an increase in the size of the portfolio of fair value option bonds due to electing fair value option on non-agency bonds acquired after January 1, 2020 and Agency bonds acquired after April 1, 2020, as well as improved economic outlook as the broad market continued to see spreads tighten relative to the levels present during the initial onset of COVID-19.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The change in fair value of investments in real estate and other securities decreased $9.5 million, primarily due to the addition of Agency fair value option bonds in the portfolio, and the amortization being recorded through the change in fair value.

Change in Fair Value of Residential Mortgage Loans

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The change in fair value of investments in residential mortgage loans increased $63.5 million during the quarter ended September 30, 2020 due to $48.6 million increase in loss realized through securitization and $14.9 million increase related to changes in valuation inputs and assumptions.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The change in fair value of investments in residential mortgage loans decreased $183.4 million primarily due to (i) a $324.3 million decrease related to changes in valuation inputs and assumptions resulted from changes in estimates regarding the

economic outlook caused by COVID-19, partially offset by (ii) a $141.5 million increase due to less realization of gain through securitizations.

Change in Fair Value of Investments in Consumer Loans Held-for-Investment

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Change in fair value of investments in consumer loans decreased $0.4 million, as the valuation remained relatively consistent with June 30, 2020. Fair value option was elected as of January 1, 2020.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Change in fair value of investments in consumer loans decreased $9.6 million due to changes in valuation inputs and assumptions resulted from changes in estimates regarding the economic outlook caused by COVID-19. Fair value option was elected as of January 1, 2020.

Change in Fair Value of Derivative Instruments

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Change in fair value of derivative instruments decreased $18.3 million due to a decreased favorable change from unrealized loss to unrealized gain on interest rate swaps, largely resulting from changes in the forward LIBOR curve at September 30, 2020, and September 30, 2019, respectively.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Change in fair value of derivative instruments increased $29.3 million. The increase was primarily related to a decrease in unrealized loss on interest rate swaps largely resulting from changes in the forward LIBOR curve at September 30, 2020, and September 30, 2019, respectively.

Gain (Loss) on Settlement of Investments, Net

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Gain (loss) on settlement of investments, net decreased $228.1 million during the three months ended September 30, 2020 due to (i) an $87.3 million decrease in gain on sales of marketable securities, (ii) a $66.3 million loss on extinguishment of debt primarily attributable to the 2020 Term Loan, (iii) a decrease of $55.4 million in gains related to deal collapses, (iv) an increase of $18.0 million in losses on our MSR portfolio, and (v) a $12.9 million increase in losses on derivatives, partially offset by (vi) a $4.2 million increase in gain on REO sales, (vii) a $3.8 million decrease in losses on the mark-to-market adjustment on TBAs and (viii) a $3.4 million increase in gain on sales of loans.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Gain (loss) on settlement of investments, net decreased $1,065.4 million during the nine months ended September 30, 2020 due to (i) a $954.8 million loss on sales of non-agency mortgage-backed securities, (ii) a $56.3 million loss from extinguishment of the 2020 Term Loan, (iii) a $49.3 million increase in losses on loan sales, (iv) a $29.5 million increase in losses on derivatives, (v) a $19.9 million realized loss on our MSR portfolio, and (vi) a $15.9 million decrease in gains on deal collapses, partially

offset by (vii) a $48.8 million decrease in losses on the mark-to-market adjustment on TBAs, and (viii) a $12.1 million increase in gains on sales of REO.

Earnings from Investments in Consumer Loans, Equity Method Investees

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Earnings from investments in consumer loans, equity method investees increased $2.5 million as a result of a loss during the three months ended September 30, 2019. Investments in LoanCo and WarrantCo were fully distributed as of December 31, 2019.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Earnings from investments in consumer loans, equity method investees increased $0.9 million as a result of a loss during the nine months ended September 30, 2019. Investments in LoanCo and WarrantCo were fully distributed as of December 31, 2019.

Other Income (Loss), Net

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Other income increased by $36.1 million, primarily due to (i) a $23.7 million increase largely related to the Guardian Asset Management and Ditech recovery business acquisitions during 2019, (ii) a loss of $14.4 million on receivables related to our loan book during the third quarter of 2019, (iii) a $5.5 million unrealized gains on Ocwen stock, (iv) a $1.7 million gain on consumer loans recoveries, and (v) a $1.5 million decrease in REO expenses, partially offset by (vi) a $4.2 million unrealized loss on our equity method investments, (vii) an increase of $4.0 million in advance expenses, and (viii) a $3.8 million increase in provisions for servicing losses.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Other income decreased by $7.4 million, primarily due to (i) a $51.8 million loss on our equity method investments, (ii) an $18.9 million provision for servicing losses, (iii) a decrease to the change in fair value of our retained MSR assets of $5.0 million, (iv) a $4.2 million decrease in change in fair value of warrants, (v) a $2.9 million decrease in unrealized gains on Ocwen stock, (vi) a $2.8 million decrease in gains on transfer of loans to REO, and (vii) a $2.1 million decrease in change in fair value of advance servicing assets, partially offset by (viii) a $63.3 million increase in ancillary income largely related to the Guardian Asset Management and Ditech recovery business acquisitions during 2019, (ix) an $8.3 million loss on receivables related to our loan book during 2019, (x) a $5.5 million unrealized gain on notes and bonds payable, (xi) a $5.2 million gain on recoveries of consumer loan chargeoffs.

Provision (Reversal) for Credit Losses on Securities

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The provision for credit losses on securities decreased by $9.4 million million primarily resulting from a reversal of credit losses on securities during the third quarter of 2020, driven by improving market conditions. Effective January 1, 2020, these securities are accounted for in accordance with the new credit loss accounting standard CECL (Notes 1 and 7 to our condensed consolidated financial statements). The CECL provision in the first quarter of 2020 was impacted by the significant deterioration in macroeconomic forecasts between January 1 and March 31, 2020 due to the economic disruption caused by the COVID-19 pandemic. The negative effect of these market conditions was lessened during the second and third quarters, leading to the reversal of credit losses on securities. Our provision is inherently based on assumptions and estimates, and adjustments to such assumptions may affect our future results. Consequently, forecasts that indicate improving economic conditions may result in a reversal in previously recognized provision for credit losses.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The provision for credit losses on securities decreased by $6.8 million primarily resulting from a lesser decrease in fair values of Non-Agency RMBS due to credit losses, as compared to the impairment taken during the nine months ended September 30, 2019 on Non-Agency RMBS purchased with existing credit impairment. Impairment resulted from fair value falling below amortized cost basis for the securities held as of September 30, 2019. Effective January 1, 2020, these securities are accounted

for in accordance with the new credit loss accounting standard CECL (Notes 1 and 7 to our condensed consolidated financial statements). The CECL provision for the nine months ended September 30, 2020 was impacted by the significant deterioration in macroeconomic forecasts between January 1 and March 31, 2020 due to the economic disruption caused by the COVID-19 pandemic. The negative effect of these market conditions was lessened during the second and third quarters, leading to the reversal of credit losses on securities. Our provision is inherently based on assumptions and estimates, and adjustments to such assumptions may negatively affect our future results. Consequently, forecasts that indicate weak or deteriorating economic conditions may result in a higher provision for credit losses.

Valuation and Credit Loss Provision (Reversal) on Loans and Real Estate Owned

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The $25.3 million increase in the valuation and loss provision (reversal) on loans and real estate owned resulted from (i) a $34.3 million increase in impairment on residential mortgage loans related to impact of the COVID-19 outbreak on the overall economy, partially offset by (ii) a $3.1 million decrease in impairment on certain REOs with a increase in home prices, and (iii) a $5.9 million decrease in provision due to electing fair value option on consumer loans.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The $110.5 million increase in the valuation and loss provision (reversal) on loans and real estate owned resulted from (i) a $138.4 million increase in impairment on residential mortgage loans related to changes in interest rates and low performance, partially offset by (ii) a $3.3 million decrease in impairment on certain REOs with a increase in home prices, and (iii) a $24.6 million decrease in provision due to electing fair value option on consumer loans.

Income Tax Expense (Benefit)

For the three and nine months ended September 30, 2020, we recognized deferred tax expense (benefit) of $99.4 million and $(42.3) million, respectively, primarily reflecting deferred tax benefits resulting from changes in the fair value of loans and MSRs during the first quarter of 2020, partially offset by deferred tax expense generated from income in our servicing and origination business segments in the second and third quarters. The taxable income of the operating businesses is absorbed by our historical net operating losses, reducing current taxable income in our TRSs.

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Income tax expense (benefit) changed by $106.3 million primarily due to deferred tax expense generated from income in our servicing and origination business segments.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Income tax expense (benefit) changed by $67.6 million primarily due to deferred tax benefits resulting from changes in the fair value of loans and MSRs.

Noncontrolling Interests in Income (Loss) of Consolidated Subsidiaries

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

Noncontrolling interests in income of consolidated subsidiaries decreased by $3.1 million primarily due to (i) a $6.4 million decrease in noncontrolling interest income related to the consumer loan companies, partially offset by (ii) a $0.9 million increase in other's interest in the net income of the Buyer as a result of higher interest income, and (iii) a $2.4 million increase from the Shelter JVs, driven by higher earnings from originations during the three months ended September 30, 2020.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

Noncontrolling interests in income of consolidated subsidiaries increased by $2.1 million primarily due to (i) a $6.1 million increase in noncontrolling interests at the Shelter JVs, driven by higher earnings from originations, and (ii) a $0.5 million increase in noncontrolling interests related to the consumer loan companies, partially offset by (iii) a $4.5 million decrease in

other's interest in the net income of the Buyer as a result of lower fair value adjustments during the nine months ended September 30, 2020.

Dividends on Preferred Stock

Three months ended September 30, 2020 compared to the three months ended September 30, 2019.

The dividends on preferred stock is related to our 7.500% Preferred Series A, 7.125% Preferred Series B, and 6.375% Preferred Series C preferred stock. There was an increase of $9.0 million on our preferred stock during the three months ended September 30, 2020, due to the Preferred Series B preferred stock being issued during August 2019 and the Preferred Series C preferred stock not being issued until after the three months ended September 30, 2019.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019.

The dividends on preferred stock is related to our 7.500% Preferred Series A, 7.125% Preferred Series B, and 6.375% Preferred Series C preferred stock. There was an increase of $34.6 million on our preferred stock during the nine months ended September 30, 2020, due to the Preferred Series B preferred stock being issued during August 2019, and the Preferred Series C preferred stock not being issued until after the nine months ended September 30, 2019.

Other Comprehensive Income. See "—Accumulated Other Comprehensive Income (Loss)" below.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity is a measurement of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments, and other general business needs. Additionally, to maintain our status as a REIT under the Internal Revenue Code, we must distribute annually at least 90% of our REIT taxable income. We note that a portion of this requirement may be able to be met in future years through stock dividends, rather than cash, subject to limitations based on the value of our stock.

Our primary sources of funds are cash provided by operating activities (primarily income from servicing and originations), sales of and repayments from our investments, potential debt financing sources, including securitizations, and the issuance of equity securities, when feasible and appropriate.

Our primary uses of funds are the payment of interest, management fees, incentive compensation, servicing and subservicing expenses, outstanding commitments (including margins and mortgage loan originations), other operating expenses, repayment of borrowings and hedge obligations, dividends and funding of future servicer advances, which are expected to increase in the near term due to COVID-19. The ongoing economic impact of the COVID-19 pandemic has resulted in an increase in servicing advances and liquidity demands related to the utilization of forbearance programs offered by the CARES Act. In April 2020, we expanded our committed advance facilities capacity by $1.3 billion, which we believe will be adequate for our needs. We also plan to finance GNMA advances with existing MSR lines and corporate cash flow, and may utilize Ginnie Mae's Pass-Through Assistance Program. In addition, on May 19, 2020, the Company entered into a three-year senior secured term loan facility agreement in the principal amount of $600.0 million. In September 2020, the Company used the net proceeds from a private debt offering, together with cash on hand, to fully retire all of the outstanding principal balance on the 2020 Term Loan. The Company's total cash and cash equivalents at September 30, 2020 was $841.0 million.

Our ability to utilize funds generated by the MSRs held in our servicer subsidiaries, NRM and NewRez, is subject to and limited by certain regulatory requirements, including maintaining excess capital and related tangible net worth. As of September 30, 2020, approximately $555.4 million of our cash and cash equivalents were held at NRM and NewRez, of which $377.1 million were in excess of regulatory liquidity requirements. NRM and NewRez are expected to maintain compliance with applicable net worth requirements throughout the year. Use of a government-sponsored advance facility, such as Ginnie Mae's Pass-Through Assistance Program could further limit our ability to utilize funds generated by NRM and NewRez.

Currently, our primary sources of financing are secured financing agreements and secured notes and bonds payable, although we have in the past and may in the future also pursue one or more other sources of financing such as securitizations and other secured and unsecured forms of borrowing. As of September 30, 2020, we had outstanding secured financing agreements with an aggregate face amount of approximately $14.7 billion to finance our investments. The financing of our entire RMBS portfolio, which generally has 30- to 90-day terms, is subject to margin calls. Under secured financing agreements, we sell a security to a counterparty and concurrently agree to repurchase the same security at a later date for a higher specified price. The

sale price represents financing proceeds and the difference between the sale and repurchase prices represents interest on the financing. The price at which the security is sold generally represents the market value of the security less a discount or "haircut," which can range broadly, for example from 3% - 12% for Agency RMBS, 12% - 75% for Non-Agency RMBS, and 1% - 62% for residential mortgage loans. During the term of the secured financing agreement, the counterparty holds the security as collateral. If the agreement is subject to margin calls, the counterparty monitors and calculates what it estimates to be the value of the collateral during the term of the agreement. If this value declines by more than a de minimis threshold, the counterparty could require us to post additional collateral (or "margin") in order to maintain the initial haircut on the collateral. This margin is typically required to be posted in the form of cash and cash equivalents. Furthermore, we may, from time to time, be a party to derivative agreements or financing arrangements that may be subject to margin calls based on the value of such instruments. In addition, $3.1 billion face amount of our MSR and Excess MSR financing is subject to mandatory monthly repayment to the extent that the outstanding balance exceeds the market value (as defined in the related agreement) of the financed asset multiplied by the contractual maximum loan-to-value ratio. We seek to maintain adequate cash reserves and other sources of available liquidity to meet any margin calls or related requirements resulting from decreases in value related to a reasonably possible (in our opinion) change in interest rates.

Our ability to obtain borrowings and to raise future equity capital is dependent on our ability to access borrowings and the capital markets on attractive terms. We continually monitor market conditions for financing opportunities and at any given time may be entering or pursuing one or more of the transactions described above. Our Manager's senior management team has extensive long-term relationships with investment banks, brokerage firms and commercial banks, which we believe enhance our ability to source and finance asset acquisitions on attractive terms and access borrowings and the capital markets at attractive levels.

Our ability to fund our operations, meet financial obligations and finance target asset acquisitions may be impacted by our ability to secure and maintain our secured financing agreements, credit facilities and other financing arrangements. Because secured financing agreements and credit facilities are short-term commitments of capital, lender responses to market conditions may make it more difficult for us to renew or replace, on a continuous basis, our maturing short-term borrowings and have imposed, and may continue to impose, more onerous conditions when rolling such financings. If we are not able to renew our existing facilities or arrange for new financing on terms acceptable to us, or if we default on our covenants or are otherwise unable to access funds under our financing facilities or if we are required to post more collateral or face larger haircuts, we may have to curtail our asset acquisition activities and/or dispose of assets.

Issues related to financing are exacerbated in times of significant dislocation in the financial markets, such as those experienced during the first quarter and continuing into the second quarter of 2020 due to the COVID-19 pandemic. While market volatility has subsided since the second quarter of 2020, it is possible that volatility may increase again, and our lenders may become unwilling or unable to provide us with financing and we could be forced to sell our assets at an inopportune time when prices are depressed. In addition, if the regulatory capital requirements imposed on our lenders change, they may be required to significantly increase the cost of the financing that they provide to us. Our lenders also have revised and may continue to revise their eligibility requirements for the types of assets they are willing to finance or the terms of such financings, including haircuts and requiring additional collateral in the form of cash, based on, among other factors, the regulatory environment and their management of actual and perceived risk. Moreover, the amount of financing we receive under our secured financing agreements will be directly related to our lenders' valuation of our target assets that cover the outstanding borrowings.

During the first quarter and continuing into the second quarter of 2020, consistent with current conditions in the mortgage REIT industry, we have observed (i) an increase in "haircuts," which represent the difference in percentage terms between the fair value of the collateral and the amount the counterparty will lend and (ii) a mark-down of our mortgage assets held as collateral by our financing counterparties, which resulted in us having to provide additional cash or securities to satisfy higher than historical levels of margin calls (although these conditions have moderately stabilized in recent weeks). We used our cash on hand, a portion of the approximately $389.5 million proceeds from our underwritten public offering of 6.375% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock in February 2020 and the proceeds from asset sales to meet margin calls. While we have met our margin calls to date, further significant margin calls could have a material adverse effect on our results of operations, financial condition, business, liquidity and ability to make distributions to our stockholders, and could cause the value of our common stock to decline.

With respect to the next 12 months, we expect that our cash on hand combined with our cash flow provided by operations and our ability to roll our secured financing agreements and servicer advance financings will be sufficient to satisfy our anticipated liquidity needs with respect to our current investment portfolio, including related financings, potential margin calls, mortgage loan origination and operating expenses. Our ability to roll over short-term borrowings is critical to our liquidity outlook. We have a significant amount of near-term maturities, which we expect to be able to refinance. If we cannot repay or refinance our debt on favorable terms, we will need to seek out other sources of liquidity. While it is inherently more difficult to forecast

beyond the next 12 months, we currently expect to meet our long-term liquidity requirements through our cash on hand and, if needed, additional borrowings, proceeds received from secured financing agreements and other financings, proceeds from equity offerings and the liquidation or refinancing of our assets.

These short-term and long-term expectations are forward-looking and subject to a number of uncertainties and assumptions, including those described under "—Market Considerations" as well as "Risk Factors." If our assumptions about our liquidity prove to be incorrect, we could be subject to a shortfall in liquidity in the future, and such a shortfall may occur rapidly and with little or no notice, which could limit our ability to address the shortfall on a timely basis and could have a material adverse effect on our business.

Our cash flow provided by operations differs from our net income due to these primary factors: (i) the difference between (a) accretion and amortization and unrealized gains and losses recorded with respect to our investments and (b) cash received therefrom, (ii) unrealized gains and losses on our derivatives, and recorded impairments, if any, (iii) deferred taxes, and (iv) principal cash flows related to held-for-sale loans, which are characterized as operating cash flows under GAAP.

In addition to the information referenced above, the following factors could affect our liquidity, access to capital resources and our capital obligations. As such, if their outcomes do not fall within our expectations, changes in these factors could negatively affect our liquidity.

- *Access to Financing from Counterparties* – Decisions by investors, counterparties and lenders to enter into transactions with us will depend upon a number of factors, such as our historical and projected financial performance, compliance with the terms of our current credit arrangements, industry and market trends, the availability of capital and our investors', counterparties' and lenders' policies and rates applicable thereto, and the relative attractiveness of alternative investment or lending opportunities. Our business strategy is dependent upon our ability to finance certain of our investments at rates that provide a positive net spread.
- *Impact of Expected Repayment or Forecasted Sale on Cash Flows* – The timing of and proceeds from the repayment or sale of certain investments may be different than expected or may not occur as expected. Proceeds from sales of assets are unpredictable and may vary materially from their estimated fair value and their carrying value. Further, the availability of investments that provide similar returns to those repaid or sold investments is unpredictable and returns on new investments may vary materially from those on existing investments.

Debt Obligations

The following table presents certain information regarding our debt obligations (dollars in thousands):

	September 30, 2020								
						Collateral			
Debt Obligations/Collateral	Outstanding Face Amount	Carrying Value[A]	Final Stated Maturity[B]	Weighted Average Funding Cost	Weighted Average Life (Years)	Outstanding Face	Amortized Cost Basis	Carrying Value	Weighted Average Life (Years)
Secured Financing Agreements[C]									
Repurchase Agreements:									
Warehouse Credit Facilities-Residential Mortgage Loans[F]	$ 3,759,627	$ 3,754,803	Oct-20 to Jul-22	2.45 %	1.0	$ 4,156,437	$ 4,250,005	$ 4,215,066	17.1
Agency RMBS[D]	$ 9,958,246	$ 9,958,246	Oct-20 to Dec-20	0.23 %	0.2	$ 9,930,973	$ 10,285,282	$ 10,361,950	3.8
Non-Agency RMBS[E]	952,323	950,836	Oct-20 to Dec-20	4.09 %	0.1	18,999,108	1,730,072	1,734,798	6.0
Real Estate Owned[G][H]	2,983	2,983	Oct-20 to Jul-22	3.94 %	1.3	N/A	N/A	3,796,000	N/A
Total Secured Financing Agreements	14,673,179	14,666,868		1.05 %	0.4				
Secured Notes and Bonds Payable									
Excess MSRs[I]	264,980	264,980	Nov-20 to Aug-24	3.91 %	1.1	107,584,509	333,874	421,907	6.0
MSRs[J]	2,794,108	2,786,144	Jan-21 to Jul-25	4.57 %	2.3	444,177,336	4,645,075	4,675,648	5.8
Servicer Advance Investments[K]	412,538	412,538	Apr-21 to Aug-21	2.27 %	0.6	434,998	510,995	535,760	6.3
Servicer Advances[K]	2,502,158	2,492,239	Apr-21 to Sep-23	2.84 %	1.9	2,747,433	2,857,040	2,857,040	0.7
Residential Mortgage Loans[L]	1,103,847	1,096,638	Apr-21 to Aug-60	4.26 %	30.1	1,656,351	1,588,739	1,413,258	4.1
Consumer Loans[M]	678,951	681,109	September-37	2.03 %	3.0	663,047	718,287	718,287	3.6
Total Secured Notes and Bonds Payable	7,756,582	7,733,648		3.60 %	6.1				
Total/ Weighted Average	$ 22,429,761	$ 22,400,516		1.93 %	2.3				

(A) Net of deferred financing costs.
(B) All debt obligations with a stated maturity through October 31, 2020 were refinanced, extended or repaid.
(C) These secured financing agreements had approximately $19.5 million of associated accrued interest payable as of September 30, 2020.
(D) All Agency RMBS repurchase agreements have a fixed rate.
(E) All Non-Agency RMBS secured financing agreements have LIBOR-based floating interest rates. This also includes repurchase agreements and related collateral of $30.4 million and $37.3 million, respectively, on retained bonds collateralized by Agency MSRs.
(F) Includes $270.7 million of repurchase agreements which bear interest at a fixed rate of 4.4%. All remaining repurchase agreements have LIBOR-based floating interest rates.
(G) All repurchase agreements have LIBOR-based floating interest rates.
(H) Includes financing collateralized by receivables including claims from FHA on Ginnie Mae EBO loans for which foreclosure has been completed and for which New Residential has made or intends to make a claim on the FHA guarantee.
(I) Includes $70.2 million of corporate loans which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 2.50% and $194.7 million of corporate loans which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 3.50%. The outstanding face amount of the collateral represents the UPB of the residential mortgage loans underlying the interests in MSRs that secure these notes.
(J) Includes $933.0 million of MSR notes which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 4.50%; $37.4 million of MSR notes which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 2.50%; $326.1 million of MSR notes which bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR and (ii) a margin of 4.50%; and $1,497.6 million of capital markets notes with fixed interest rates ranging 3.55% to 5.44%. The outstanding face amount of the collateral represents the UPB of the residential mortgage loans underlying the MSRs and MSR financing receivables that secure these notes.

(K) $1.9 billion face amount of the notes have a fixed rate while the remaining notes bear interest equal to the sum of (i) a floating rate index equal to one-month LIBOR or a cost of funds rate, as applicable, and (ii) a margin ranging from 1.38% to 1.85%. Collateral includes Servicer Advance Investments, as well as servicer advances receivable related to the mortgage servicing rights and MSR financing receivables owned by NRM.

(L) Represents (i) a $989.1 million note payable to Mr. Cooper which includes a $1.4 million receivable from government agency and bears interest equal to one-month LIBOR plus 2.88%, (ii) $75.1 million face amount of SAFT 2013-1 mortgage-backed securities issued with fixed interest rate of 3.72% (see Note 12 for fair value details), (iii) $165.5 million of MDST Trusts asset-backed notes held by third parties which bear interest equal to 6.63% (see Note 12 for fair value details), and (iv) $989.1 million of bonds held by third parties which bear a fixed interest rate ranging from 3.23% to 5.00%.

(M) Includes the SpringCastle debt, which is primarily composed of the following classes of asset-backed notes held by third parties: $610.0 million UPB of Class A notes with a coupon of 1.97% and a stated maturity date in September 2037 and $53.0 million UPB of Class B notes with a coupon of 2.66% and a stated maturity date in September 2037.

Certain of the debt obligations included above are obligations of our consolidated subsidiaries, which own the related collateral. In some cases, such collateral is not available to other creditors of ours.

We have margin exposure on $14.7 billion of repurchase agreements. To the extent that the value of the collateral underlying these repurchase agreements declines, we may be required to post margin, which could significantly impact our liquidity.

The following table provides additional information regarding our short-term borrowings (dollars in thousands):

		Nine Months Ended September 30, 2020		
	Outstanding Balance at September 30, 2020	Average Daily Amount Outstanding[A]	Maximum Amount Outstanding	Weighted Average Daily Interest Rate
Secured Financing Agreements				
Agency RMBS	$ 9,958,246	$ 7,806,947	$ 31,770,128	1.22 %
Non-Agency RMBS	952,323	3,584,772	8,235,316	3.15 %
Residential mortgage loans	3,330,045	3,687,279	6,224,250	2.35 %
Real estate owned	1,165	51,542	110,442	2.74 %
Secured Notes and Bonds Payable				
Excess MSRs	—	50,000	50,000	4.16 %
MSRs	453,306	1,514,064	2,059,551	3.77 %
Servicer advances	932,733	666,014	583,915	2.92 %
Residential mortgage loans	5,212	104,385	210,366	3.65 %
Total/weighted average	$ 15,633,030	$ 17,465,003	$ 49,243,968	1.75 %

(A) Represents the average for the period the debt was outstanding.

	Average Daily Amount Outstanding[A]			
	Three Months Ended			
	December 31, 2019	March 31, 2020	June 30, 2020	September 30, 2020
Secured Financing Agreements				
Agency RMBS	$ 14,939,907	$ 15,250,971	$ 1,175,803	$ 1,176,922
Non-Agency RMBS	7,403,488	7,216,191	2,092,963	2,095,213
Residential mortgage loans	2,644,559	4,869,240	3,180,499	3,112,376
Real estate owned	66,317	75,173	76,763	3,222

(A) Represents the average for the period the debt was outstanding.

On May 19, 2020, the Company, as borrower, entered into a three-year senior secured term loan facility agreement (the “2020 Term Loan”) in the principal amount of $600.0 million at a fixed annual rate of 11.0%.

In August 2020, the Company made a $51.0 million prepayment on the 2020 Term Loan. As a result, The Company recorded a $5.7 million loss on extinguishment of debt, representing a write-off of unamortized debt issuance costs and original issue discount.

In September 2020, the Company used the net proceeds from a private debt offering, together with cash on hand, to fully retire all of the outstanding principal balance on the 2020 Term Loan. As a result, the Company recorded a $61.1 million loss on extinguishment of debt, primarily representing a write-off of unamortized debt issuance costs and original issue discount.

On September 16, 2020, the Company, as borrower, completed a private offering of $550.0 million aggregate principal amount of 6.250%. Interest on the 2025 Senior Notes accrue at the rate of 6.250% per annum with interest payable semi-annually in arrears on each April 15 and October 15, commencing on April 15, 2021.

The 2025 Senior Notes mature on October 15, 2025 and the Company may redeem some or all of the 2025 Senior Notes at the Company's option, at any time from time to time, on or after October 15, 2022 at a price equal to the following fixed redemption prices (expressed as a percentage of principal amount of the 2025 Senior Notes to be redeemed):

Year	Price
2022	103.125%
2023	101.563%
2024 and thereafter	100.000%

Prior to October 15, 2022, the Company will be entitled at its option on one or more occasions to redeem the 2025 Senior Notes in an aggregate principal amount not to exceed 40% of the aggregate principal amount of the 2025 Senior Notes originally issued prior to the applicable redemption date at a fixed redemption price of 106.250%.

Net proceeds from the offering were approximately $544.5 million, after deducting the initial purchasers' discounts and commissions and estimated offering expenses payable by the Company. The Company used the net proceeds from the offering, together with cash on hand, to prepay and retire its then-existing 2020 Term Loan and to pay related fees and expenses. As a result, the Company recorded a $61.1 million loss on extinguishment of debt, representing a write-off of unamortized debt issuance costs and original issue discount.

For additional information on our debt activities, see Note 11 to our condensed consolidated financial statements.

Maturities

Our debt obligations as of September 30, 2020, as summarized in Note 11 to our condensed consolidated financial statements, had contractual maturities as follows (in thousands):

Year Ending	Nonrecourse[(A)]	Recourse[(B)]	Total
October 1 through December 31, 2020	$ 1,296	$ 11,670,545	$ 11,671,841
2021	1,632,734	3,097,533	4,730,267
2022	119,403	1,691,631	1,811,034
2023	1,200,000	321,685	1,521,685
2024	—	522,589	522,589
2025 and thereafter	919,583	1,802,761	2,722,344
	$ 3,873,016	$ 19,106,744	$ 22,979,760

(A) Includes secured financing agreements and secured notes and bonds payable of $1.3 million and $3.9 billion, respectively.
(B) Includes secured financing agreements and secured notes and bonds payable of $14.7 billion and $4.4 billion, respectively.

The weighted average differences between the fair value of the assets and the face amount of available financing for the Agency RMBS repurchase agreements (including amounts related to Trades receivable) and Non-Agency RMBS repurchase agreements were 3.9% and 54.1%, respectively, and for residential mortgage loans and REO were 10.8% and 21.4%, respectively, during the nine months ended September 30, 2020.

Borrowing Capacity

The following table represents our borrowing capacity as of September 30, 2020 (in thousands):

Debt Obligations/ Collateral	Borrowing Capacity	Balance Outstanding	Available Financing[(A)]
Secured Financing Agreements			
Residential mortgage loans and REO	$ 5,011,258	$ 995,151	$ 4,016,107
New loan origination	5,283,000	2,767,458	2,515,542
Secured Notes and Bonds Payable			
Excess MSRs	311,237	264,980	46,257
MSRs	1,750,000	1,296,506	453,494
Servicer advances	4,645,000	2,914,696	1,730,304
Residential mortgage loans	650,000	—	650,000
	$ 17,650,495	$ 8,238,791	$ 9,411,704

(A) Our unused borrowing capacity is available to us if we have additional eligible collateral to pledge and meet other borrowing conditions as set forth in the applicable agreements, including any applicable advance rate.

Covenants

Certain of the debt obligations are subject to customary loan covenants and event of default provisions, including event of default provisions triggered by certain specified declines in our equity or failure to maintain a specified tangible net worth, liquidity, or indebtedness to tangible net worth ratio. We were in compliance with all of our debt covenants as of September 30, 2020.

Stockholders' Equity

Preferred Stock

Pursuant to our certificate of incorporation, we are authorized to designate and issue up to 100.0 million shares of preferred stock, par value of $0.01 per share, in one or more classes or series.

The table below summarizes Preferred stock:

					Dividends Declared per Share	
Series	Number of Shares	Liquidation Preference	Issuance Discount	Carrying Value	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2020
Fixed-to-floating rate cumulative redeemable preferred:						
Preferred Series A, 7.50% issued July 2019	6,210	$ 155,250	3.15 %	$ 150,026	$ 0.47	$ 1.41
Preferred Series B, 7.125% issued August 2019	11,300	282,500	3.15 %	273,418	$ 0.45	$ 1.34
Preferred Series C, 6.375% issued February 2020	16,100	402,500	3.15 %	389,548	$ 0.40	$ 1.20
Total	33,610	$ 840,250		$ 812,992		

Our Preferred Series A, Preferred Series B, and Preferred Series C rank senior to all classes or series of our common stock and to all other equity securities issued by us that expressly indicate are subordinated to the Preferred Series A, Preferred Series B, and Preferred Series C with respect to rights to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up. Our Preferred Series A, Preferred Series B, and Preferred Series C have no stated maturity, are not subject to any sinking fund or mandatory redemption and rank on parity with each other. Under certain circumstances upon a change of control, our Preferred Series A, Preferred Series B, and Preferred Series C are convertible to shares of our common stock.

From and including, July 2, 2019, August 15, 2019, and February 14, 2020 but excluding, August 15, 2024 and February 15, 2025, holders of shares of our Preferred Series A, Preferred Series B, and Preferred Series C are entitled to receive cumulative cash dividends at a rate of 7.50%, 7.125%, and 6.375% per annum of the $25.00 liquidation preference per share (equivalent to

$1.875, $1.781, and $1.600 per annum per share), respectively, and from and including August 15, 2024 and February 15, 2025, at a floating rate per annum equal to the three-month LIBOR plus a spread of 5.802%, 5.640%, and 4.969% per annum, respectively. Dividends are payable quarterly in arrears on or about the 15th day of each February, May, August and November.

The Preferred Series A and Preferred Series B will not be redeemable before August 15, 2024 and the Preferred Series C will not be redeemable before February 15, 2025, except under certain limited circumstances intended to preserve our qualification as a REIT for U.S. federal income tax purposes and except upon the occurrence of a Change of Control (as defined in the Certificate of Designations). On or after August 15, 2024 for the Preferred Series A and Preferred Series B and February 15, 2025 for the Preferred Series C, we may, at our option, upon not less than 30 nor more than 60 days' written notice, redeem the Preferred Series A, Preferred Series B, and Preferred Series C, in whole or in part, at any time or from time to time, for cash at a redemption price of $25.00 per share, plus any accumulated and unpaid dividends thereon (whether or not authorized or declared) to, but excluding, the redemption date, without interest.

Common Stock

Approximately 2.4 million shares of our common stock were held by Fortress, through its affiliates, and its principals as of September 30, 2020.

In February 2019, we issued 46.0 million shares of our common stock in a public offering at a price to the public of $16.50 per share for net proceeds of approximately $751.7 million. To compensate the Manager for its successful efforts in raising capital for us, in connection with this offering, we granted options to the Manager relating to 4.6 million shares of our common stock at the public offering price, which had a fair value of approximately $3.8 million as of the grant date. The assumptions used in valuing the options were: a 2.40% risk-free rate, a 9.30% dividend yield, 19.26% volatility and a 10-year term.

On August 20, 2019, we announced that our board of directors had authorized the repurchase of up to $200.0 million of our common stock through December 31, 2020. Repurchases may be made at any time and from time to time through open market purchases or privately negotiated transactions, pursuant to one or more plans established pursuant to Rule 10b5-1 under the Exchange Act, by means of one or more tender offers, or otherwise, in each case, as permitted by securities laws and other legal and contractual requirements. The amount and timing of the purchases will depend on a number of factors including the price and availability of our shares, trading volume, capital availability, our performance and general economic and market conditions. The share repurchase program may be suspended or discontinued at any time. No share repurchases have been made as of the filing of this report. Repurchases may impact our financial results, including fees paid to our Manager.

As of September 30, 2020, our outstanding options had a weighted average exercise price of $16.30. Our outstanding options as of September 30, 2020 were summarized as follows:

Held by the Manager	10,860,706
Issued to the Manager and subsequently assigned to certain of the Manager's employees	3,560,949
Issued to the independent directors	7,000
Total	14,428,655

Accumulated Other Comprehensive Income (Loss)

During the nine months ended September 30, 2020, our accumulated other comprehensive income (loss) changed due to the following factors (in thousands):

	Total Accumulated Other Comprehensive Income
Accumulated other comprehensive income, December 31, 2019	$ 682,151
Net unrealized gain (loss) on securities	108,308
Reclassification of net realized (gain) loss on securities into earnings	(738,385)
Accumulated other comprehensive income, September 30, 2020	$ 52,074

Our GAAP equity changes as our real estate securities portfolio is marked to market each quarter, among other factors. The primary causes of mark-to-market changes are changes in interest rates and credit spreads. During the nine months ended September 30, 2020, we recorded net unrealized losses on our real estate securities due to widening credit spreads, changes in

collateral performance, and other factors related specifically to certain investments. We recorded credit impairment charges of $15.2 million with respect to real estate securities and realized losses of $753.6 million on sales of real estate securities.

See "—Market Considerations" above for a further discussion of recent trends and events affecting our unrealized gains and losses, as well as our liquidity.

Common Dividends

We are organized and intend to conduct our operations to qualify as a REIT for U.S. federal income tax purposes. We intend to make regular quarterly distributions to holders of our common stock. U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay tax at regular corporate rates to the extent that it annually distributes less than 100% of its taxable income. We intend to make regular quarterly distributions of our taxable income to holders of our common stock out of assets legally available for this purpose, if and to the extent authorized by our board of directors. Before we pay any dividend, whether for U.S. federal income tax purposes or otherwise, we must first meet both our operating requirements and debt service on our secured financing agreements and other debt payable. If our cash available for distribution is less than our taxable income, we could be required to sell assets or raise capital to make cash distributions or we may make a portion of the required distribution in the form of a taxable stock distribution or distribution of debt securities.

We make distributions based on a number of factors, including an estimate of taxable earnings per common share. Dividends distributed and taxable and GAAP earnings will typically differ due to items such as fair value adjustments, differences in premium amortization and discount accretion, other differences in method of accounting, non-deductible general and administrative expenses, taxable income arising from certain modifications of debt instruments and investments held in TRSs. Our quarterly dividend per share may be substantially different than our quarterly taxable earnings and GAAP earnings per share.

Consistent with our intention to enhance our liquidity and strengthen our cash position to take advantage of opportunities when market conditions stabilize, and in light of our expectations with respect to our anticipated future performance, including as a result of our current asset mix and leverage profile, during the first quarter of 2020, our board of directors adjusted the quarterly cash dividend on our shares of common stock to $0.05 per share from $0.50 per share. During the second quarter of 2020, our board of directors adjusted the quarterly cash dividend on our shares of common stock to $0.10 per share from $0.05 per share. During the third quarter of 2020, our board of directors increased the quarterly cash dividend on our shares of common stock to $0.15 per share from $0.10 per share.

We will continue to monitor market conditions and the potential impact the ongoing volatility and uncertainty may have on our business. Our board of directors will continue to evaluate the payment of dividends as market conditions evolve, and no definitive determination has been made at this time. While the terms and timing of the approval and declaration of cash dividends, if any, on shares of our capital stock is at the sole discretion of our board of directors and we cannot predict how market conditions may evolve, we intend to distribute to our stockholders an amount equal to at least 90% of our REIT taxable income determined before applying the deduction for dividends paid and by excluding net capital gains consistent with our intention to maintain our qualification as a REIT under the Code.

Common Dividends Declared for the Period Ended	Paid/Payable	Amount Per Share
September 30, 2019	October 2019	$ 0.50
December 31, 2019	January 2020	$ 0.50
March 31, 2020	April 2020	$ 0.05
June 30, 2020	July 2020	$ 0.10
September 30, 2020	October 2020	$ 0.15

Cash Flow

Operating Activities

Net cash flows provided by operating activities increased approximately $4.2 billion for the nine months ended September 30, 2020 as compared to the nine months ended September 30, 2019. Operating cash flows for the nine months ended September 30, 2020 primarily consisted of proceeds from sales and principal repayments of purchased residential mortgage loans, held-for-sale of $40.1 billion, servicing fees received of $1.1 billion, net recoveries of servicer advances receivable of $470.2 million,

and net interest income received of $618.1 million. Operating cash outflows primarily consisted of purchases of residential mortgage loans, held-for-sale of $2.4 billion, originations of $36.8 billion, incentive compensation and management fees paid to the Manager of $158.2 million, income taxes paid of $0.1 million, subservicing fees paid of $458.3 million and other outflows of approximately $857.0 million including general and administrative costs and loan servicing fees. The $0.9 billion net proceeds on residential mortgage loans, held for sale, were primarily used to pay down debt facilities classified in financing activities below.

Investing Activities

Cash flows provided by (used in) investing activities were $11.0 billion for the nine months ended September 30, 2020. Investing activities consisted primarily of the acquisition of MSRs, real estate securities, and the funding of servicer advances, net of proceeds from the sale of real estate securities, principal repayments from Servicer Advance Investments, MSRs, real estate securities and loans as well as proceeds from the sale of real estate securities, loan, REOs, and derivative cash flows.

Financing Activities

Cash flows provided by (used in) financing activities were approximately $(12.5) billion during the nine months ended September 30, 2020. Financing activities consisted primarily of borrowings net of repayments under debt obligations, margin deposits net returns of margin under secured financing agreements and derivatives, equity offerings, capital contributions net of distributions from noncontrolling interests in the equity of consolidated subsidiaries, and payment of dividends.

INTEREST RATE, CREDIT AND SPREAD RISK

We are subject to interest rate, credit and spread risk with respect to our investments. These risks are further described in "Quantitative and Qualitative Disclosures About Market Risk."

OFF-BALANCE SHEET ARRANGEMENTS

We have material off-balance sheet arrangements related to our non-consolidated securitizations of residential mortgage loans treated as sales in which we retained certain interests. We believe that these off-balance sheet structures presented the most efficient and least expensive form of financing for these assets at the time they were entered and represented the most common market-accepted method for financing such assets. Our exposure to credit losses related to these non-recourse, off-balance sheet financings is limited to $1.5 billion. As of September 30, 2020, there was $14.8 billion in total outstanding unpaid principal balance of residential mortgage loans underlying such securitization trusts that represent off-balance sheet financings.

We did not have any other off-balance sheet arrangements as of September 30, 2020. We did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured investment vehicles, or special purpose or variable interest entities, established to facilitate off-balance sheet arrangements or other contractually narrow or limited purposes, other than the entities described above. Further, we have not guaranteed any obligations of unconsolidated entities or entered into any commitment and do not intend to provide additional funding to any such entities.

CONTRACTUAL OBLIGATIONS

Our contractual obligations as of September 30, 2020 included all of the material contractual obligations referred to in our annual report on Form 10-K for the year ended December 31, 2019, excluding debt that was repaid as described in "—Liquidity and Capital Resources—Debt Obligations."

In addition, we executed the following material contractual obligations during the nine months ended September 30, 2020:

- *Derivatives* – as described in Note 10 to our condensed consolidated financial statements, we have altered the composition of our economic hedges during the period.
- *Debt obligations* – as described in Note 11 to our condensed consolidated financial statements, we borrowed additional amounts.

See Notes 15 and 17 to our condensed consolidated financial statements included in this report for information regarding commitments and material contracts entered into subsequent to September 30, 2020, if any. As described in Note 15, we have committed to purchase certain future servicer advances. The actual amount of future advances is subject to significant uncertainty. However, we currently expect that net recoveries of servicer advances will exceed net fundings for the foreseeable future. This expectation is based on judgments, estimates and assumptions, all of which are subject to significant uncertainty, as

further described in "—Application of Critical Accounting Policies—Servicer Advance Investments." In addition, the Consumer Loan Companies have invested in loans with an aggregate of $264.2 million of unfunded and available revolving credit privileges as of September 30, 2020. However, under the terms of these loans, requests for draws may be denied and unfunded availability may be terminated at management's discretion.

INFLATION

Virtually all of our assets and liabilities are financial in nature. As a result, interest rates and other factors affect our performance more so than inflation, although inflation rates can often have a meaningful influence over the direction of interest rates. Furthermore, our financial statements are prepared in accordance with GAAP and our distributions are determined by our board of directors primarily based our taxable income, and, in each case, our activities and balance sheet are measured with reference to historical cost and/or fair market value without considering inflation. See "Quantitative and Qualitative Disclosures About Market Risk—Interest Rate Risk."

CORE EARNINGS

We have five primary variables that impact our operating performance: (i) the current yield earned on our investments, (ii) the interest expense under the debt incurred to finance our investments, (iii) our operating expenses and taxes, (iv) our realized and unrealized gains or losses on our investments, including any impairment or reserve for expected credit losses and (v) income from our origination and servicing businesses. "Core earnings" is a non-GAAP measure of our operating performance, excluding the fourth variable above and adjusts the earnings from the consumer loan investment to a level yield basis. Core earnings is used by management to evaluate our performance without taking into account: (i) realized and unrealized gains and losses, which although they represent a part of our recurring operations, are subject to significant variability and are generally limited to a potential indicator of future economic performance; (ii) incentive compensation paid to our Manager; (iii) non-capitalized transaction-related expenses; and (iv) deferred taxes, which are not representative of current operations.

Our definition of core earnings includes accretion on held-for-sale loans as if they continued to be held-for-investment. Although we intend to sell such loans, there is no guarantee that such loans will be sold or that they will be sold within any expected timeframe. During the period prior to sale, we continue to receive cash flows from such loans and believe that it is appropriate to record a yield thereon. In addition, our definition of core earnings excludes all deferred taxes, rather than just deferred taxes related to unrealized gains or losses, because we believe deferred taxes are not representative of current operations. Our definition of core earnings also limits accreted interest income on RMBS where we receive par upon the exercise of associated call rights based on the estimated value of the underlying collateral, net of related costs including advances. We created this limit in order to be able to accrete to the lower of par or the net value of the underlying collateral, in instances where the net value of the underlying collateral is lower than par. We believe this amount represents the amount of accretion we would have expected to earn on such bonds had the call rights not been exercised.

Beginning January 1, 2020, our investments in consumer loans are accounted for under the fair value option. Core earnings adjusts earnings on the consumer loans to a level yield to present income recognition across the consumer loan portfolio in the manner in which it is economically earned, to avoid potential delays in loss recognition, and align it with our overall portfolio of mortgage-related assets which generally record income on a level yield basis. With respect to consumer loans classified as held-for-sale, the level yield is computed through the expected sale date. With respect to the gains recorded under GAAP in 2014 and 2016 as a result of a refinancing of, and the consolidation of, the Consumer Loan Companies, respectively, we continue to record a level yield on those assets based on their original purchase price.

While incentive compensation paid to our Manager may be a material operating expense, we exclude it from core earnings because (i) from time to time, a component of the computation of this expense will relate to items (such as gains or losses) that are excluded from core earnings, and (ii) it is impractical to determine the portion of the expense related to core earnings and non-core earnings, and the type of earnings (loss) that created an excess (deficit) above or below, as applicable, the incentive compensation threshold. To illustrate why it is impractical to determine the portion of incentive compensation expense that should be allocated to core earnings, we note that, as an example, in a given period, we may have core earnings in excess of the incentive compensation threshold but incur losses (which are excluded from core earnings) that reduce total earnings below the incentive compensation threshold. In such case, we would either need to (a) allocate zero incentive compensation expense to core earnings, even though core earnings exceeded the incentive compensation threshold, or (b) assign a "pro forma" amount of incentive compensation expense to core earnings, even though no incentive compensation was actually incurred. We believe that neither of these allocation methodologies achieves a logical result. Accordingly, the exclusion of incentive compensation facilitates comparability between periods and avoids the distortion to our non-GAAP operating measure that would result from the inclusion of incentive compensation that relates to non-core earnings.

With regard to non-capitalized transaction-related expenses, management does not view these costs as part of our core operations, as they are considered by management to be similar to realized losses incurred at acquisition. Non-capitalized transaction-related expenses are generally legal and valuation service costs, as well as other professional service fees, incurred when we acquire certain investments, as well as costs associated with the acquisition and integration of acquired businesses.

Since the third quarter of 2018, as a result of the Shellpoint Acquisition, we, through our wholly owned subsidiary, NewRez, originates conventional, government-insured and nonconforming residential mortgage loans for sale and securitization. In connection with the transfer of loans to the GSEs or mortgage investors, we report realized gains or losses on the sale of originated residential mortgage loans and retention of mortgage servicing rights, which we believe is an indicator of performance for the Servicing and Origination segments and therefore included in core earnings. Realized gains or losses on the sale of originated residential mortgage loans had no impact on core earnings in any prior period, but may impact core earnings in future periods.

Beginning with the third quarter of 2019, as a result of the continued evaluation of how Shellpoint operates its business and its impact on our operating performance, core earnings includes Shellpoint's GAAP net income with the exception of the unrealized gains or losses due to changes in valuation inputs and assumptions on MSRs owned by NewRez, and non-capitalized transaction-related expenses. This change was not material to core earnings for the quarter ended September 30, 2019.

Management believes that the adjustments to compute "core earnings" specified above allow investors and analysts to readily identify and track the operating performance of the assets that form the core of our activity, assist in comparing the core operating results between periods, and enable investors to evaluate our current core performance using the same measure that management uses to operate the business. Management also utilizes core earnings as a measure in its decision-making process relating to improvements to the underlying fundamental operations of our investments, as well as the allocation of resources between those investments, and management also relies on core earnings as an indicator of the results of such decisions. Core earnings excludes certain recurring items, such as gains and losses (including impairment and reserves, as well as derivative activities) and non-capitalized transaction-related expenses, because they are not considered by management to be part of our core operations for the reasons described herein. As such, core earnings is not intended to reflect all of our activity and should be considered as only one of the factors used by management in assessing our performance, along with GAAP net income which is inclusive of all of our activities.

The primary differences between core earnings and the measure we use to calculate incentive compensation relate to (i) realized gains and losses (including impairments and reserves for expected credit losses), (ii) non-capitalized transaction-related expenses and (iii) deferred taxes (other than those related to unrealized gains and losses). Each are excluded from core earnings and included in our incentive compensation measure (either immediately or through amortization). In addition, our incentive compensation measure does not include accretion on held-for-sale loans and the timing of recognition of income from consumer loans is different. Unlike core earnings, our incentive compensation measure is intended to reflect all realized results of operations. The Gain on Remeasurement of Consumer Loans Investment was treated as an unrealized gain for the purposes of calculating incentive compensation and was therefore excluded from such calculation.

Core earnings does not represent and should not be considered as a substitute for, or superior to, net income or as a substitute for, or superior to, cash flows from operating activities, each as determined in accordance with U.S. GAAP, and our calculation of this measure may not be comparable to similarly entitled measures reported by other companies. For a further description of the difference between cash flows provided by operations and net income, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" above. Set forth below is a reconciliation of core earnings to the most directly comparable GAAP financial measure (dollars in thousands, except share and per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Net (loss) income attributable to common stockholders	$ 77,921	$ 224,584	$ (1,533,262)	$ 338,235
Adjustments for Non-Core Earnings:				
Impairment	10,735	(5,123)	133,670	29,984
Change in fair value of investments	(203,652)	(571)	724,364	153,700
(Gain) loss on settlement of investments, net	94,068	(133,141)	986,921	(94,614)
Other (income) loss	20,646	35,219	111,597	60,256
Other income and impairment attributable to non-controlling interests	(4,360)	1,463	(7,307)	(6,595)
Non-capitalized transaction-related expenses	17,795	8,472	48,892	24,622
Incentive compensation to affiliate	—	36,307	—	49,265
Preferred stock management fee to affiliate	3,048	1,055	8,391	1,055
Deferred taxes	99,374	(6,652)	(42,266)	18,080
Interest income on residential mortgage loans, held-for-sale	9,579	18,852	30,146	45,041
Limit on RMBS discount accretion related to called deals	—	(34)	—	(19,590)
Adjust consumer loans to level yield	363	1,922	(1,147)	4,884
Core earnings of equity method investees:				
Excess mortgage servicing rights (Note 4)	6,120	3,987	10,210	6,102
Core Earnings	$ 131,637	$ 186,340	$ 470,209	$ 610,425
Net Income Per Diluted Share	$ 0.19	$ 0.54	$ (3.69)	$ 0.83
Core Earnings Per Diluted Share	$ 0.31	$ 0.45	$ 1.13	$ 1.50
Weighted Average Number of Shares of Common Stock Outstanding, Diluted	420,968,626	415,588,238	415,665,441	406,671,972

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in interest rates, credit spreads, foreign currency exchange rates, commodity prices, equity prices and other market-based risks. The primary market risks that we are exposed to are interest rate risk, mortgage basis spread risk, prepayment rate risk and credit risk. These risks are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control. All of our market risk sensitive assets, liabilities and derivative positions (other than TBAs) are for non-trading purposes only. For a further discussion of how market risk may affect our financial position or results of operations, please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations—Application of Critical Accounting Policies."

Interest Rate Risk

Changes in interest rates, including changes in expected interest rates or "yield curves," affect our investments in various ways, the most significant of which are discussed below.

Fair Value Impact

Changes in the level of interest rates also affect the yields required by the marketplace on interest rate instruments. Increasing interest rates would decrease the value of the fixed rate assets we hold at the time because higher required yields result in lower prices on existing fixed rate assets in order to adjust their yield upward to meet the market.

Changes in unrealized gains or losses resulting from changes in market interest rates do not directly affect our cash flows, or our ability to pay a dividend, to the extent the related assets are expected to be held and continue to perform as expected, as their fair value is not relevant to their underlying cash flows. Changes in unrealized gains or losses would impact our ability to realize gains on existing investments if they were sold. Furthermore, with respect to changes in unrealized gains or losses on investments which are carried at fair value, changes in unrealized gains or losses would impact our net book value and, in certain cases, our net income.

Changes in interest rates can also have ancillary impacts on our investments. Generally, in a declining interest rate environment, residential mortgage loan prepayment rates increase which in turn would cause the value of MSRs, mortgage servicing rights financing receivables, Excess MSRs and the rights to the basic fee components of MSRs to decrease, because the duration of the cash flows we are entitled to receive becomes shortened, and the value of loans and Non-Agency RMBS to increase, because we generally acquired these investments at a discount whose recovery would be accelerated. With respect to a significant portion of our investments in MSRs and Excess MSRs, we have recapture agreements, as described in Notes 4 and 5 to our Consolidated Financial Statements. These recapture agreements help to protect these investments from the impact of increasing prepayment rates. In addition, to the extent that the loans underlying our investments in MSRs, MSR financing receivables, Excess MSRs and the rights to the basic fee components of MSRs are well-seasoned with credit-impaired borrowers who may have limited refinancing options, we believe the impact of interest rates on prepayments would be reduced. Conversely, in an increasing interest rate environment, prepayment rates decrease which in turn would cause the value of MSRs, MSR financing receivables, Excess MSRs and the rights to the basic fee components of MSRs to increase and the value of loans and Non-Agency RMBS to decrease. To the extent we do not hedge against changes in interest rates, our balance sheet, results of operations and cash flows would be susceptible to significant volatility due to changes in the fair value of, or cash flows from, our investments as interest rates change. However, rising interest rates could result from more robust market conditions, which could reduce the credit risk associated with our investments. The effects of such a decrease in values on our financial position, results of operations and liquidity are discussed below under "—Prepayment Rate Exposure."

Changes in the value of our assets could affect our ability to borrow and access capital. Also, if the value of our assets subject to short-term financing were to decline, it could cause us to fund margin, or repay debt, and affect our ability to refinance such assets upon the maturity of the related financings, adversely impacting our rate of return on such investments.

We are subject to margin calls on our secured financing agreements. Furthermore, we may, from time to time, be a party to derivative agreements or financing arrangements that are subject to margin calls, or mandatory repayment, based on the value of such instruments. We seek to maintain adequate cash reserves and other sources of available liquidity to meet any margin calls, or required repayments, resulting from decreases in value related to a reasonably possible (in our opinion) change in interest rates but there can be no assurance that our cash reserves will be sufficient.

In addition, changes in interest rates may impact our ability to exercise our call rights and to realize or maximize potential profits from them. A significant portion of the residential mortgage loans underlying our call rights bear fixed rates and may decline in value during a period of rising market interest rates. Furthermore, rising rates could cause prepayment rates on these loans to decline, which would delay our ability to exercise our call rights. These impacts could be at least partially offset by potential declines in the value of Non-Agency RMBS related to the call rights, which could then be acquired more cheaply, and in credit spreads, which could offset the impact of rising market interest rates on the value of fixed rate loans to some degree. Conversely, declining interest rates could increase the value of our call rights by increasing the value of the underlying loans.

We believe our consumer loan investments generally have limited interest rate sensitivity given that our portfolio is mostly composed of very seasoned loans with credit-impaired borrowers who are paying fixed rates, who we believe are relatively unlikely to change their prepayment patterns based on changes in interest rates.

Interest rates are highly sensitive to many factors, including fiscal and monetary policies and domestic and international economic and political considerations, as well as other factors beyond our control.

LIBOR and other indices which are deemed "benchmarks" are the subject of recent national, international, and other regulatory guidance and proposals for reform, and it appears likely that LIBOR will be phased out or the methodology for determining LIBOR will be modified by 2021. We currently have agreements that are indexed to LIBOR and are monitoring related reform proposals and evaluating the related risks; however, it is not possible to predict the effects of any of these developments, and any future initiatives to regulate, reform or change the manner of administration of LIBOR could result in adverse consequences to the rate of interest payable and receivable on, market value of and market liquidity for LIBOR-based financial instruments. See Part I, Item 1A, Risk Factors-Risks Related to Our Business-Changes in banks' inter-bank lending rate reporting practices or how the method pursuant to which LIBOR is determined may adversely affect the value of the financial obligations to be held or issued by us that are linked to LIBOR.

The table below provides comparative estimated changes in our book value based on a parallel shift in the yield curve (assuming an unchanged mortgage basis) including changes in our book value resulting from potential related changes in discount rates.

	September 30, 2020	June 30, 2020
Interest rate change (bps)	**Estimated Change in Fair Value ($mm)**	**Estimated Change in Fair Value ($mm)**
+50bps	+148.6	+195.0
+25bps	+86.8	+96.7
-25bps	-86.8	-96.7
-50bps	-196.0	-185.8

Mortgage Basis Spread Risk

Mortgage basis measures the spread between the yield on current coupon mortgage backed securities and benchmark rates including treasuries and swaps. The level of mortgage basis is driven by demand and supply of mortgage backed instruments relative to other rate-sensitive assets. Changes in the mortgage basis have an impact on prepayment rates driven by the ability of borrowers underlying our portfolio to refinance. A lower mortgage basis would imply a lower mortgage rate which would increase prepayment speeds due to higher refinance activity and, therefore, lower fair value of our mortgage portfolio. The mortgage basis is also correlated with other spread products such as corporate credit, and in the crisis of the last decade it was at a generational wide not seen before or since. The table below provides comparative estimated changes in our book value based on changes in mortgage basis.

	September 30, 2020	June 30, 2020
Interest rate change (bps)	**Estimated Change in Fair Value ($mm)**	**Estimated Change in Fair Value ($mm)**
+20bps	+37.6	+79.0
+10bps	+18.8	+39.5
-10bps	-18.8	-39.5
-20bps	-37.6	-79.0

Prepayment Rate Exposure

Prepayment rates significantly affect the value of MSRs, MSR financing receivables, Excess MSRs, the basic fee component of MSRs (which we own as part of our Servicer Advance Investments), Non-Agency RMBS and loans, including consumer loans. Prepayment rate is the measurement of how quickly borrowers pay down the UPB of their loans or how quickly loans are otherwise brought current, modified, liquidated or charged off. The price we pay to acquire certain investments will be based on, among other things, our projection of the cash flows from the related pool of loans. Our expectation of prepayment rates is a significant assumption underlying those cash flow projections. If the fair value of MSRs, MSR financing receivables, Excess MSRs or the basic fee component of MSRs decreases, we would be required to record a non-cash charge, which would have a negative impact on our financial results. Furthermore, a significant increase in prepayment rates could materially reduce the ultimate cash flows we receive from MSRs, MSR financing receivables, Excess MSRs or our right to the basic fee component of MSRs, and we could ultimately receive substantially less than what we paid for such assets. Conversely, a significant decrease in prepayment rates with respect to our loans or RMBS could delay our expected cash flows and reduce the yield on these investments.

We seek to reduce our exposure to prepayment through the structuring of our investments. For example, in our MSR and Excess MSR investments, we seek to enter into "recapture agreements" whereby our MSR or Excess MSR is retained if the applicable servicer or subservicer originates a new loan the proceeds of which are used to repay a loan underlying an MSR or Excess MSR in our portfolio. We seek to enter into such recapture agreements in order to protect our returns in the event of a rise in voluntary prepayment rates.

Please refer to the table in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Application of Critical Accounting Policies—Excess MSRs" for an analysis of the sensitivity of these investments to changes in certain market factors.

Credit Risk

We are subject to varying degrees of credit risk in connection with our assets. Credit risk refers to the ability of each individual borrower underlying our investments in MSRs, MSR financing receivables, Excess MSRs, Servicer Advance Investments, securities and loans to make required interest and principal payments on the scheduled due dates. If delinquencies increase, then the amount of servicer advances we are required to make will also increase, as would our financing cost thereof. We may also invest in loans and Non-Agency RMBS which represent "first loss" pieces; in other words, they do not benefit from credit support although we believe they predominantly benefit from underlying collateral value in excess of their carrying amounts. We do not expect to encounter credit risk in our Agency RMBS, and we do anticipate credit risk related to Non-Agency RMBS, residential mortgage loans and consumer loans.

We seek to reduce credit risk through prudent asset selection, actively monitoring our asset portfolio and the underlying credit quality of our holdings and, where appropriate and achievable, repositioning our investments to upgrade their credit quality. Our pre-acquisition due diligence and processes for monitoring performance include the evaluation of, among other things, credit and risk ratings, principal subordination, prepayment rates, delinquency and default rates, and vintage of collateral.

For our MSRs, MSR financing receivables, and Excess MSRs on Agency collateral and our Agency RMBS, delinquency and default rates have an effect similar to prepayment rates. Our Excess MSRs on Non-Agency portfolios are not directly affected by delinquency rates because the servicer continues to advance principal and interest until a default occurs on the applicable loan, so delinquencies decrease prepayments therefore having a positive impact on fair value, while increased defaults have an effect similar to increased prepayments. For our Non-Agency RMBS and loans, higher default rates can lead to greater loss of principal. For our call rights, higher delinquencies and defaults could reduce the value of the underlying loans, therefore reducing or eliminating the related potential profit.

Market factors that could influence the degree of the impact of credit risk on our investments include (i) unemployment and the general economy, which impact borrowers' ability to make payments on their loans, (ii) home prices, which impact the value of collateral underlying residential mortgage loans, (iii) the availability of credit, which impacts borrowers' ability to refinance, and (iv) other factors, all of which are beyond our control.

Liquidity Risk

The assets that comprise our asset portfolio are generally not publicly traded. A portion of these assets may be subject to legal and other restrictions on resale or otherwise be less liquid than publicly-traded securities. The illiquidity of our assets may make it difficult for us to sell such assets if the need or desire arises, including in response to changes in economic and other conditions.

Investment Specific Sensitivity Analyses

Excess MSRs

The following table summarizes the estimated change in fair value of our interests in the Agency Excess MSRs owned directly as of September 30, 2020 given several parallel shifts in the discount rate, prepayment rate, delinquency rate and recapture rate (dollars in thousands):

Fair value at September 30, 2020	$ 173,549			
Discount rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 184,772	$ 178,954	$ 168,436	$ 163,580
Change in estimated fair value:				
Amount	$ 11,223	$ 5,405	$ (5,113)	$ (9,969)
%	6.5 %	3.1 %	(2.9)%	(5.7)%
Prepayment rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 184,123	$ 178,528	$ 169,061	$ 164,987
Change in estimated fair value:				
Amount	$ 10,574	$ 4,979	$ (4,488)	$ (8,562)
%	6.1 %	2.9 %	(2.6)%	(4.9)%
Delinquency rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 173,896	$ 173,723	$ 173,376	$ 173,202
Change in estimated fair value:				
Amount	$ 347	$ 174	$ (173)	$ (347)
%	0.2 %	0.1 %	(0.1)%	(0.2)%
Recapture rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 170,867	$ 172,208	$ 174,890	$ 176,231
Change in estimated fair value:				
Amount	$ (2,682)	$ (1,341)	$ 1,341	$ 2,682
%	(1.5)%	(0.8)%	0.8 %	1.5 %

The following table summarizes the estimated change in fair value of our interests in the Non-Agency Excess MSRs owned directly as of September 30, 2020 given several parallel shifts in the discount rate, prepayment rate, delinquency rate and recapture rate (dollars in thousands):

Fair value at September 30, 2020	$ 155,074			
Discount rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 166,436	$ 160,618	$ 150,012	$ 145,407
Change in estimated fair value:				
Amount	$ 11,362	$ 5,544	$ (5,062)	$ (9,667)
%	7.3 %	3.6 %	(3.3)%	(6.2)%
Prepayment rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 165,739	$ 160,156	$ 150,433	$ 146,181
Change in estimated fair value:				
Amount	$ 10,665	$ 5,082	$ (4,641)	$ (8,893)
%	6.9 %	3.3 %	(3.0)%	(5.7)%
Delinquency rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 155,083	$ 155,079	$ 155,069	$ 155,065
Change in estimated fair value:				
Amount	$ 9	$ 5	$ (5)	$ (9)
%	— %	— %	— %	— %
Recapture rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 153,809	$ 154,441	$ 155,707	$ 156,339
Change in estimated fair value:				
Amount	$ (1,265)	$ (633)	$ 633	$ 1,265
%	(0.8)%	(0.4)%	0.4 %	0.8 %

The following table summarizes the estimated change in fair value of our interests in the Agency Excess MSRs owned through equity method investees as of September 30, 2020 given several parallel shifts in the discount rate, prepayment rate, delinquency rate and recapture rate (dollars in thousands):

Fair value at September 30, 2020	$ 107,359			
Discount rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 113,549	$ 110,373	$ 104,559	$ 101,960
Change in estimated fair value:				
Amount	$ 6,190	$ 3,014	$ (2,800)	$ (5,399)
%	5.8 %	2.8 %	(2.6)%	(5.0)%
Prepayment rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 113,374	$ 110,190	$ 104,808	$ 102,491
Change in estimated fair value:				
Amount	$ 6,015	$ 2,831	$ (2,551)	$ (4,868)
%	5.6 %	2.6 %	(2.4)%	(4.5)%
Delinquency rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 107,610	$ 107,485	$ 107,234	$ 107,109
Change in estimated fair value:				
Amount	$ 251	$ 126	$ (125)	$ (250)
%	0.2 %	0.1 %	(0.1)%	(0.2)%
Recapture rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 106,047	$ 106,703	$ 108,016	$ 108,672
Change in estimated fair value:				
Amount	$ (1,312)	$ (656)	$ 657	$ 1,313
%	(1.2)%	(0.6)%	0.6 %	1.2 %

MSRs

The following table summarizes the estimated change in fair value of our interests in the Agency MSRs, including MSR financing receivables, owned as of September 30, 2020 given several parallel shifts in the discount rate, prepayment rate, delinquency rate and recapture rate (dollars in thousands):

Fair value at September 30, 2020	$ 3,070,012			
Discount rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 3,278,508	$ 3,172,206	$ 2,976,668	$ 2,891,838
Change in estimated fair value:				
Amount	$ 208,496	$ 102,194	$ (93,344)	$ (178,174)
%	6.8 %	3.3 %	(3.0)%	(5.8)%
Prepayment rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 3,312,417	$ 3,183,959	$ 2,967,868	$ 2,875,551
Change in estimated fair value:				
Amount	$ 242,405	$ 113,947	$ (102,144)	$ (194,461)
%	7.9 %	3.7 %	(3.3)%	(6.3)%
Delinquency rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 3,095,746	$ 3,082,879	$ 3,057,144	$ 3,044,278
Change in estimated fair value:				
Amount	$ 25,734	$ 12,867	$ (12,868)	$ (25,734)
%	0.8 %	0.4 %	(0.4)%	(0.8)%
Recapture rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 2,993,440	$ 3,031,726	$ 3,108,297	$ 3,146,583
Change in estimated fair value:				
Amount	$ (76,572)	$ (38,286)	$ 38,285	$ 76,571
%	(2.5)%	(1.2)%	1.2 %	2.5 %

The following table summarizes the estimated change in fair value of our interests in the Non-Agency MSRs, including MSR financing receivables, owned as of September 30, 2020 given several parallel shifts in the discount rate, prepayment rate, delinquency rate and recapture rate (dollars in thousands):

Fair value at September 30, 2020	$ 1,089,007			
Discount rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 1,184,168	$ 1,134,548	$ 1,046,978	$ 1,008,278
Change in estimated fair value:				
Amount	$ 95,161	$ 45,541	$ (42,029)	$ (80,729)
%	8.7 %	4.2 %	(3.9)%	(7.4)%
Prepayment rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 1,132,803	$ 1,109,695	$ 1,070,617	$ 1,054,989
Change in estimated fair value:				
Amount	$ 43,796	$ 20,688	$ (18,390)	$ (34,018)
%	4.0 %	1.9 %	(1.7)%	(3.1)%
Delinquency rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 1,138,956	$ 1,107,203	$ 1,043,676	$ 1,011,905
Change in estimated fair value:				
Amount	$ 49,949	$ 18,196	$ (45,331)	$ (77,102)
%	4.6 %	1.7 %	(4.2)%	(7.1)%
Recapture rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 1,076,479	$ 1,082,743	$ 1,095,271	$ 1,101,535
Change in estimated fair value:				
Amount	$ (12,528)	$ (6,264)	$ 6,264	$ 12,528
%	(1.2)%	(0.6)%	0.6 %	1.2 %

The following table summarizes the estimated change in fair value of our interests in the Ginnie Mae MSRs, owned as of September 30, 2020 given several parallel shifts in the discount rate, prepayment rate, delinquency rate and recapture rate (dollars in thousands):

Fair value at September 30, 2020	$ 622,605			
Discount rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 675,044	$ 653,919	$ 603,984	$ 598,398
Change in estimated fair value:				
Amount	$ 52,439	$ 31,314	$ (18,621)	$ (24,207)
%	8.4 %	5.0 %	(3.0)%	(3.9)%
Prepayment rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 706,105	$ 661,659	$ 587,982	$ 557,065
Change in estimated fair value:				
Amount	$ 83,500	$ 39,054	$ (34,623)	$ (65,540)
%	13.4 %	6.3 %	(5.6)%	(10.5)%
Delinquency rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 642,564	$ 632,585	$ 612,626	$ 602,647
Change in estimated fair value:				
Amount	$ 19,959	$ 9,980	$ (9,979)	$ (19,958)
%	3.2 %	1.6 %	(1.6)%	(3.2)%
Recapture rate shift in %	-20%	-10%	10%	20%
Estimated fair value	$ 591,281	$ 606,943	$ 638,268	$ 653,930
Change in estimated fair value:				
Amount	$ (31,324)	$ (15,662)	$ 15,663	$ 31,325
%	(5.0)%	(2.5)%	2.5 %	5.0 %

Each of the preceding sensitivity analyses is hypothetical and should be used with caution. In particular, the results are calculated by stressing a particular economic assumption independent of changes in any other assumption; in practice, changes in one factor may result in changes in another, which might counteract or amplify the sensitivities. Also, changes in the fair value based on a 10% variation in an assumption generally may not be extrapolated because the relationship of the change in the assumption to the change in fair value may not be linear.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. The Company's disclosure controls and procedures are designed to provide reasonable assurance that information is recorded, processed, summarized and reported accurately and on a timely basis. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are or may become, from time to time, involved in various disputes, litigation and regulatory inquiry and investigation matters that arise in the ordinary course of business. Given the inherent unpredictability of these types of proceedings, it is possible that future adverse outcomes could have a material adverse effect on our business, financial position or results of operations.

New Residential is, from time to time, subject to inquiries by government entities. New Residential currently does not believe any of these inquiries would result in a material adverse effect on New Residential's business.

ITEM 1A. RISK FACTORS

Investing in our stock involves a high degree of risk. You should carefully read and consider the following risk factors and all other information contained in this report. If any of the following risks, as well as additional risks and uncertainties not currently known to us or that we currently deem immaterial, occur, our business, financial condition or results of operations could be materially and adversely affected. The risk factors summarized below are categorized as follows: (i) Risks Related to Our Business, (ii) Risks Related to Our Manager, (iii) Risks Related to the Financial Markets, (iv) Risks Related to Our Taxation as a REIT and (v) Risks Related to Our Stock. However, these categories do overlap and should not be considered exclusive.

Risks Related to Our Business

The COVID-19 pandemic has impacted, and could further adversely impact or disrupt, our business, financial condition and results of operations. The global spread of the COVID-19 outbreak has disrupted, and could further severely disrupt, the U.S. and global economy and financial markets. Any prolonged disruptions could create widespread mortgage loan performance and business continuity and viability issues.

In recent years, the outbreaks of certain highly contagious diseases have increased the risk of a pandemic resulting in economic disruptions. In particular, the COVID-19 pandemic has led to severe disruptions in the market and the global, U.S. and regional economies that may continue for a prolonged duration and trigger a recession or a period of economic slowdown. In response, various governmental bodies and private enterprises have implemented numerous measures to contain the outbreak, such as travel bans and restrictions, quarantines, shelter-in-place orders and shutdowns. These measures, among others, have slowed economic activities, and have led to significant and unprecedented volatility in the financial markets, including the markets in which we compete. The mortgage industry also has been negatively impacted-for example, many industry participants have been subject to margin calls, have suspended or reduced dividends or announced the need to raise additional capital.

In particular, our ability to operate successfully could be adversely impacted due to, but not limited to, the following:

- The pandemic could adversely impact the continued service and availability of skilled personnel, including our executive officers and other members of our management team, employees at our origination and servicing businesses and the servicers and subservicers that we engage, which we refer to as our "Servicing Partners," and other third-party vendors. To the extent our management or other personnel, including those of our Manager, are impacted in significant numbers by the outbreak and are not available to conduct work, our business and operating results may be negatively impacted.

- Continued volatility in the residential credit market have caused and may continue to cause the market value of loans and securities we own subject to financing to decline, and our financing counterparties may make margin calls. In March 2020 we observed a mark-down of a portion of our mortgage assets by the counterparties to our financing arrangements, resulting in us having to use a significant portion of our cash on hand and sell certain assets to satisfy higher than historical levels of margin calls. We cannot assure you that we will not be subject to additional margin calls, that we will have ample liquidity to satisfy any such obligations, that we would be able to sell assets or securities as needed, or that the consideration of such sales will satisfy our obligations. Significant margin calls could have a material adverse effect on our results of operations, financial condition, business, liquidity and ability to make distributions to our stockholders, and could cause the value of our securities to decline.

- The financial impact of the outbreak, including significant and widespread decreases in the fair values of our assets, could cause us to breach the financial covenants under our borrowing facilities or other agreements related to liquidity,

net worth, leverage or other financial metrics. Such covenants, if breached, may require us to immediately repay all outstanding amounts borrowed, if any, under these facilities and these facilities being unavailable to use for future financing needs, as well as triggering cross-defaults under other debt agreements. In any such scenario, we could engage in discussions with our financing counterparties with regard to such covenants; however, we cannot predict whether our financing counterparties will negotiate terms or agreements in respect of these financial covenants, the timing of any such negotiations or agreements or the terms thereof. A continued reduction in our cash flows could impact our ability to continue paying dividends to our stockholders at expected levels or at all.

- Certain actions taken by U.S. or other governmental authorities, including the Federal Reserve, that are intended to ameliorate the macroeconomic effects of COVID-19 may harm our business. Decreases in short-term interest rates, such as those announced by the Federal Reserve in late 2019 and first quarter of 2020, may have a negative impact on our results, as we have certain assets and liabilities which are sensitive to changes in interest rates. Since March 2020, the Federal Reserve has maintained interest rates close to zero in response to COVID-19 pandemic concerns, and the continuation of such low interest rates may negatively affect our results of operations. In addition, a continuing decline in interest rates may result in higher refinancing activity and therefore increase the rate of prepayment on loans underlying our assets, which could have a material adverse effect on our result of operations.

- We could face difficulty accessing debt and equity capital on attractive terms, or at all. In addition, a severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions may adversely affect the valuation of financial assets and liabilities or cause us to reduce the volume of loans we originate and/or service, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

- Rising unemployment levels in the U.S. and other effects of COVID-19 may cause borrowers to experience difficulties in meeting their payment obligations under the mortgage loans, or to seek forbearance on payments, which may result in significant decreases in cash flows. An increase in delinquencies or default would have an adverse impact on the value of our RMBS and MSR assets, as well as increase the cost to service our MSR assets. Furthermore, we expect to see an increase in our servicer advance obligations for which we will need to obtain additional liquidity either through raising additional financing or selling additional assets. In addition, any significant decrease in economic activity or resulting decline in the housing market could have an adverse effect on our investments in mortgage loans, Agency RMBS, Non-Agency RMBS and other real estate assets.

- As a result of the outbreak, we have experienced a decrease in the value of our qualifying REIT assets, and we had to sell a significant portion of such assets in order to satisfy margin calls. We cannot assure you that these and other market developments resulting from COVID-19 will not adversely affect our ability to continue to qualify as a REIT. Although we expect to be able to continue to satisfy the requirements for qualification as a REIT, no assurances can be given that we will be able to do so, or that doing so will not adversely affect our business plan.

- U.S. and other governmental authorities, including FHFA, HUD, and the Federal Reserve, have taken certain actions that are intended to ameliorate the macroeconomic effects of the pandemic, and the potential impact of such actions on our business remains uncertain. For example, on March 27, 2020, the CARES Act was enacted to provide financial assistance to individuals and businesses affected by the COVID-19 pandemic. The CARES Act also provides certain measures to support individuals and businesses in maintaining solvency through monetary relief, including in the form of financing and loan forgiveness/forbearance. The CARES Act, among other things, provides any homeowner with a federally-backed mortgage who is experiencing financial hardship the option of up to six months of forbearance on their mortgage payments, with a potential to extend that forbearance for another six months. During the forbearance period, no additional fees, penalties or interest can accrue on the homeowner's account. The CARES Act also established a temporary moratorium on foreclosures. Unprecedented numbers of forbearances have been requested as a result of the CARES Act and various executive orders and legislation in different states requiring servicers to administer forbearances. Extensive use by the public of the relief provided by the CARES Act can have a negative impact on our financial results. However, none of the programs or legislation currently offer any liquidity initiatives to support servicers' advancing obligations, other than the Pass-Through Assistance Program offered by Ginnie Mae. We may not be eligible for any such relief and there is no assurance that any of these relief programs or initiatives will be effective, sufficient or otherwise have a positive impact on our business.

- To the extent we elect or are required to make temporary or lasting changes involving the status, practices and procedures of our operating businesses, including with respect to loan origination and servicing activities, we may strain our relationships with business partners, customers and counterparties, breach actual or perceived obligations to

them, and be subject to litigation and claims from such partners, customers and counterparties, any of which could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.

The extent of the pandemic's effect on our operational and financial performance will depend on future developments, including the duration, spread and intensity of the pandemic, as well as the related economic impacts, all of which remain uncertain and difficult to predict. Due to the speed with which the situation is developing, we are not able at this time to estimate the ultimate effect of these and other unforeseen factors on our business, but the adverse impact on our business, results of operations, financial condition and cash flows could be material. A prolonged impact of COVID-19 could also heighten many of the other risks described in this report.

We may not be able to successfully operate our business strategy or generate sufficient revenue to make or sustain distributions to our stockholders.

We cannot assure you that we will be able to successfully operate our business or implement our operating policies and strategies. There can be no assurance that we will be able to generate sufficient returns to pay our operating expenses, satisfy our debt obligations and make satisfactory distributions to our stockholders, or any distributions at all. Our results of operations and our ability to make or sustain distributions to our stockholders depend on several factors, including the availability of opportunities to acquire attractive assets, the level and volatility of interest rates, the performance of our origination and servicing businesses, the availability of adequate short- and long-term financing, the ongoing impact of COVID-19 on our business, and conditions in the real estate market, the financial markets and economic conditions.

The value of our investments is based on various assumptions that could prove to be incorrect and could have a negative impact on our financial results.

When we make investments, we base the price we pay and, in some cases, the rate of amortization of those investments on, among other things, our projection of the cash flows from the related pool of loans. We generally record such investments on our balance sheet at fair value, and we measure their fair value on a recurring basis. Our projections of the cash flow from our investments, and the determination of the fair value thereof, are based on assumptions about various factors, including, but not limited to:

- rates of prepayment and repayment of the underlying loans;
- potential fluctuations in prevailing interest rates and credit spreads;
- rates of delinquencies and defaults, and related loss severities;
- costs of engaging a subservicer to service MSRs;
- market discount rates;
- in the case of MSRs and Excess MSRs, recapture rates; and
- in the case of Servicer Advance Investments and servicer advances receivable, the amount and timing of servicer advances and recoveries.

Our assumptions could differ materially from actual results. The use of different estimates or assumptions in connection with the valuation of these investments could produce materially different fair values for such investments, which could have a material adverse effect on our consolidated financial position and results of operations. The ultimate realization of the value of our investments may be materially different than the fair values of such investments as reflected in our condensed consolidated financial statements as of any particular date.

We refer to our MSRs, MSR financing receivables, Excess MSRs, and the base fee portion of the related MSRs included in our Servicer Advance Investments, collectively, as our interests in MSRs.

With respect to our investments in interests in MSRs, residential mortgage loans and consumer loans, and a portion of our RMBS, when the related loans are prepaid as a result of a refinancing or otherwise, the related cash flows payable to us will either, in the case of interest-only RMBS, and/or interests in MSRs, cease (unless, in the case of our interests in MSRs, the loans are recaptured upon a refinancing), or we will cease to receive interest income on such investments, as applicable. Borrowers under residential mortgage loans and consumer loans are generally permitted to prepay their loans at any time without penalty. Our expectation of prepayment rates is a significant assumption underlying our cash flow projections. Prepayment rate is the measurement of how quickly borrowers pay down the UPB of their loans or how quickly loans are otherwise brought current, modified, liquidated or charged off. A significant increase in prepayment rates could materially reduce the ultimate cash flows and/or interest income, as applicable, we receive from our investments, and we could ultimately receive substantially less than what we paid for such assets, decreasing the fair value of our investments. If the fair value of our investment portfolio decreases, we would generally be required to record a non-cash charge, which would have a negative

impact on our financial results. Consequently, the price we pay to acquire our investments may prove to be too high if there is a significant increase in prepayment rates.

The values of our investments are highly sensitive to changes in interest rates. Historically, the value of MSRs, which underpin the value of our investments, including interests in MSRs, has increased when interest rates rise and decreased when interest rates decline due to the effect of changes in interest rates on prepayment rates. The significant dislocation in the financial markets due to COVID-19 has caused, among other things, a sharp decrease in interest rates. Prepayment rates could increase as a result of a general economic recovery or other factors, which would reduce the value of our interests in MSRs.

Moreover, delinquency rates have a significant impact on the value of our investments. When the UPB of mortgage loans cease to be a part of the aggregate UPB of the serviced loan pool (for example, when delinquent loans are foreclosed on or repurchased, or otherwise sold, from a securitized pool), the related cash flows payable to us, as the holder of an interest in the related MSR, cease. Depending on how long the pandemic continues to disrupt the economy and employment, our servicing business could experience our cost-to-service increase as we deal with higher delinquencies and foreclosures. However, we have not seen a deterioration in 30-day or 60-day delinquencies at this time. An increase in delinquencies will generally result in lower revenue because typically we will only collect on our interests in MSRs from the Agencies or mortgage owners for performing loans. An increase in delinquencies with respect to the loans underlying our servicer advances could also result in a higher advance balance and the need to obtain additional financing, which we may not be able to do on favorable terms or at all. Additionally, in the case of residential mortgage loans, consumer loans and RMBS that we own, an increase in foreclosures could result in an acceleration of repayments, resulting in a decrease in interest income. Alternatively, increases in delinquencies and defaults could also adversely affect our investments in RMBS, residential mortgage loans and/or consumer loans if and to the extent that losses are suffered on residential mortgage loans, consumer loans or, in the case of RMBS, the residential mortgage loans underlying such RMBS. Accordingly, if delinquencies are significantly greater than expected, the estimated fair value of these investments could be diminished. As a result, we could suffer a loss, which would have a negative impact on our financial results.

We are party to several "recapture agreements" whereby our MSR or Excess MSR is retained if the applicable Servicing Partner originates a new loan the proceeds of which are used to repay a loan underlying an MSR or Excess MSR in our portfolio. We believe that such agreements will mitigate the impact on our returns in the event of a rise in voluntary prepayment rates, with respect to investments where we have such agreements. There are no assurances, however, that counterparties will enter into such arrangements with us in connection with any future investment in MSRs or Excess MSRs. We are not party to any such arrangements with respect to any of our investments other than MSRs and Excess MSRs.

If the applicable Servicing Partner does not meet anticipated recapture targets, the servicing cash flow on a given pool could be significantly lower than projected, which could have a material adverse effect on the value of our MSRs or Excess MSRs and consequently on our business, financial condition, results of operations and cash flows. Our recapture target for our current recapture agreements is stated in the table in Note 12 to our condensed consolidated financial statements.

Servicer advances may not be recoverable or may take longer to recover than we expect, which could cause us to fail to achieve our targeted return on our Servicer Advance Investments or MSRs.

We are generally required to make servicer advances related to the pools of loans for which we are the named servicer. In addition, we have agreed (in the case of Mr. Cooper, together with certain third-party investors) to purchase from certain of the servicers and subservicers that we engage, which we refer to as our "Servicing Partners," all servicer advances related to certain loan pools, as a result of which we are entitled to amounts representing repayment for such advances. During any period in which a borrower is not making payments, a servicer is generally required under the applicable servicing agreement to advance its own funds to cover the principal and interest remittances due to investors in the loans, pay property taxes and insurance premiums to third parties, and to make payments for legal expenses and other protective advances. The servicer also advances funds to maintain, repair and market real estate properties on behalf of investors in the loans.

Repayment of servicer advances and payment of deferred servicing fees are generally made from late payments and other collections and recoveries on the related residential mortgage loan (including liquidation, insurance and condemnation proceeds) or, if the related servicing agreement provides for a "general collections backstop," from collections on other residential mortgage loans to which such servicing agreement relates. The rate and timing of payments on servicer advances and deferred servicing fees are unpredictable for several reasons, including the following:

- payments on the servicer advances and the deferred servicing fees depend on the source of repayment, and whether and when the related servicer receives such payment (certain servicer advances are reimbursable only out of late payments and other collections and recoveries on the related residential mortgage loan, while others are also reimbursable out of

principal and interest collections with respect to all residential mortgage loans serviced under the related servicing agreement, and as a consequence, the timing of such reimbursement is highly uncertain);
- the length of time necessary to obtain liquidation proceeds may be affected by conditions in the real estate market or the financial markets generally, the availability of financing for the acquisition of the real estate and other factors, including, but not limited to, government intervention;
- the length of time necessary to effect a foreclosure may be affected by variations in the laws of the particular jurisdiction in which the related mortgaged property is located, including whether or not foreclosure requires judicial action;
- the requirements for judicial actions for foreclosure (which can result in substantial delays in reimbursement of servicer advances and payment of deferred servicing fees), which vary from time to time as a result of changes in applicable state law; and
- the ability of the related servicer to sell delinquent residential mortgage loans to third parties prior to a sale of the underlying real estate, resulting in the early reimbursement of outstanding unreimbursed servicer advances in respect of such residential mortgage loans.

As home values change, the servicer may have to reconsider certain of the assumptions underlying its decisions to make advances. In certain situations, its contractual obligations may require the servicer to make certain advances for which it may not be reimbursed. In addition, when a residential mortgage loan defaults or becomes delinquent, the repayment of the advance may be delayed until the residential mortgage loan is repaid or refinanced, or a liquidation occurs. To the extent that one of our Servicing Partners fails to recover the servicer advances in which we have invested, or takes longer than we expect to recover such advances, the value of our investment could be adversely affected and we could fail to achieve our expected return and suffer losses.

Servicing agreements related to residential mortgage securitization transactions generally require a residential mortgage servicer to make servicer advances in respect of serviced residential mortgage loans unless the servicer determines in good faith that the servicer advance would not be ultimately recoverable from the proceeds of the related residential mortgage loan, mortgaged property or mortgagor. In many cases, if the servicer determines that a servicer advance previously made would not be recoverable from these sources, the servicer is entitled to withdraw funds from the related custodial account in respect of payments on the related pool of serviced mortgages to reimburse the related servicer advance. This is what is often referred to as a “general collections backstop.” The timing of when a servicer may utilize a general collections backstop can vary (some contracts require actual liquidation of the related loan first, while others do not), and contracts vary in terms of the types of servicer advances for which reimbursement from a general collections backstop is available. Accordingly, a servicer may not ultimately be reimbursed if both (i) the payments from related loan, property or mortgagor payments are insufficient for reimbursement, and (ii) a general collections backstop is not available or is insufficient. Also, if a servicer improperly makes a servicer advance, it would not be entitled to reimbursement. While we do not expect recovery rates to vary materially during the term of our investments, there can be no assurance regarding future recovery rates related to our portfolio.

We rely heavily on our Servicing Partners to achieve our investment objective and have no direct ability to influence their performance.

The value of substantially all of our investments is dependent on the satisfactory performance of servicing obligations by the related mortgage servicer or subservicer, as applicable. The duties and obligations of mortgage servicers are defined through contractual agreements, generally referred to as Servicing Guides in the case of GSEs, the MBS Guide in the case of Ginnie Mae or pooling agreements, securitization servicing agreements, pooling and servicing agreements or other similar agreements (collectively, “PSAs”) in the case of Non-Agency RMBS (collectively, the “Servicing Guidelines”). The duties of the subservicers we engage to service the loans underlying our MSRs are contained in subservicing agreements with our subservicers. The duties of a subservicer under a subservicing agreement may not be identical to the obligations of the servicer under Servicing Guidelines. Our interests in MSRs are subject to all of the terms and conditions of the applicable Servicing Guidelines. Servicing Guidelines generally provide for the possibility of termination of the contractual rights of the servicer in the absolute discretion of the owner of the mortgages being serviced (or the required bondholders in the case of Non-Agency RMBS). Under the Agency Servicing Guidelines, the servicer may be terminated by the applicable Agency for any reason, “with” or “without” cause, for all or any portion of the loans being serviced for such Agency. In the event mortgage owners (or bondholders) terminate the servicer (regardless of whether such servicer is a subsidiary of New Residential or one of its subservicers), the related interests in MSRs would under most circumstances lose all value on a going forward basis. If the servicer is terminated as servicer for any Agency pools, the servicer’s right to service the related mortgage loans will be extinguished and our interests in related MSRs will likely lose all of their value. Any recovery in such circumstances, in the case of Non-Agency RMBS, will be highly conditioned and may require, among other things, a new servicer willing to pay for the right to service the applicable residential mortgage loans while assuming responsibility for the origination and prior servicing of the residential mortgage loans. In addition, in the case of Agency MSRs, any payment received from a successor servicer will be applied first to pay the applicable Agency for all of its claims and costs, including claims and costs against the

servicer that do not relate to the residential mortgage loans for which we own interests in the MSRs. A termination could also result in an event of default under our related financings. It is expected that any termination of a servicer by mortgage owners (or bondholders) would take effect across all mortgages of such mortgage owners (or bondholders) and would not be limited to a particular vintage or other subset of mortgages. Therefore, it is possible that all investments with a given servicer would lose all their value in the event mortgage owners (or bondholders) terminate such servicer. See "—We have significant counterparty concentration risk in certain of our Servicing Partners, and are subject to other counterparty concentration and default risks." As a result, we could be materially and adversely affected if one of our Servicing Partners is unable to adequately carry out its duties as a result of:

- its failure to comply with applicable laws and regulations;
- its failure to comply with contractual and financing obligations and covenants;
- a downgrade in, or failure to maintain, any of its servicer ratings;
- its failure to maintain sufficient liquidity or access to sources of liquidity;
- its failure to perform its loss mitigation obligations;
- its failure to perform adequately in its external audits;
- a failure in or poor performance of its operational systems or infrastructure;
- regulatory or legal scrutiny or regulatory actions regarding any aspect of a servicer's operations, including, but not limited to, servicing practices and foreclosure processes lengthening foreclosure timelines;
- an Agency's or a whole-loan owner's transfer of servicing to another party; or
- any other reason.

In the ordinary course of business, our Servicing Partners are subject to numerous legal proceedings, federal, state or local governmental examinations, investigations or enforcement actions which could adversely affect their reputation and their liquidity, financial position and results of operations. Mortgage servicers, including certain of our Servicing Partners, have experienced heightened regulatory scrutiny and enforcement actions, and our Servicing Partners could be adversely affected by the market's perception that they could experience, or continue to experience, regulatory issues. See "—Certain of our Servicing Partners have been and are subject to federal and state regulatory matters and other litigation, which may adversely impact us."

Loss mitigation techniques are intended to reduce the probability that borrowers will default on their loans and to minimize losses when defaults occur, and they may include the modification of mortgage loan rates, principal balances and maturities. If any of our Servicing Partners fail to adequately perform their loss mitigation obligations, we could be required to make or purchase, as applicable, servicer advances in excess of those that we might otherwise have had to make or purchase, and the time period for collecting servicer advances may extend. Any increase in servicer advances or material increase in the time to resolution of a defaulted loan could result in increased capital requirements and financing costs for us and our co-investors and could adversely affect our liquidity and net income. In the event that one of our servicers from which we are obligated to purchase servicer advances is required by the applicable Servicing Guidelines to make advances in excess of amounts that we or, in the case of Mr. Cooper, the co-investors, are willing or able to fund, such servicer may not be able to fund these advance requests, which could result in a termination event under the applicable Servicing Guidelines, an event of default under our advance facilities and a breach of our purchase agreement with such servicer. As a result, we could experience a partial or total loss of the value of our Servicer Advance Investments.

MSRs and servicer advances are subject to numerous federal, state and local laws and regulations and may be subject to various judicial and administrative decisions. If the Servicing Partner actually or allegedly failed to comply with applicable laws, rules or regulations, it could be terminated as the servicer, and could lead to civil and criminal liability, loss of licensing, damage to our reputation and litigation, which could have a material adverse effect on our business, financial condition, results of operations or cash flows. In addition, servicer advances that are improperly made may not be eligible for financing under our facilities and may not be reimbursable by the related securitization trust or other owner of the residential mortgage loan, which could cause us to suffer losses.

Favorable servicer ratings from third-party rating agencies, such as S&P Global Ratings ("S&P"), Moody's Investors Service ("Moody's") and Fitch Ratings ("Fitch"), are important to the conduct of a mortgage servicer's loan servicing business, and a downgrade in a Servicing Partner's servicer ratings could have an adverse effect on the value of our interests in MSRs and result in an event of default under our financings. Downgrades in a Servicing Partner's servicer ratings could adversely affect our ability to finance our assets and maintain their status as an approved servicer by Fannie Mae and Freddie Mac. Downgrades in servicer ratings could also lead to the early termination of existing advance facilities and affect the terms and availability of financing that a Servicing Partner or we may seek in the future. A Servicing Partner's failure to maintain favorable or specified ratings may cause their termination as a servicer and may impair their ability to consummate future servicing transactions, which could result in an event of default under our financing for servicer advances and have an adverse effect on the value of

our investments because we will rely heavily on Servicing Partners to achieve our investment objectives and have no direct ability to influence their performance.

For additional information about the ways in which we may be affected by mortgage servicers, see "—The value of our interests in MSRs, servicer advances, residential mortgage loans and RMBS may be adversely affected by deficiencies in servicing and foreclosure practices, as well as related delays in the foreclosure process."

A number of lawsuits, including class-actions, have been filed against mortgage servicers alleging improper servicing in connection with residential Non-Agency mortgage securitizations. Investors in, and counterparties to, such securitizations may commence legal action against us and responding to such claims, and any related losses, could negatively impact our business.

A number of lawsuits, including class actions, have been filed against mortgage servicers alleging improper servicing in connection with residential Non-Agency mortgage securitizations. Investors in, and counterparties to, such securitizations may commence legal action against us and responding to such claims, and any related losses, could negatively impact our business. The number of counterparties on behalf of which we service loans significantly increases as the size of our Non-Agency MSR portfolio increases and we may become subject to claims and legal proceedings, including purported class-actions, in the ordinary course of our business, challenging whether our loan servicing practices and other aspects of our business comply with applicable laws, agreements and regulatory requirements. We are unable to predict whether any such claims will be made, the ultimate outcome of any such claims, the possible loss, if any, associated with the resolution of such claims or the potential impact any such claims may have on us or our business and operations. Regardless of the merit of any such claims or lawsuits, defending any claims or lawsuits may be time consuming and costly and we may be required to expend significant internal resources and incur material expenses, and management time may be diverted from other aspects of our business, in connection therewith. Further, if our efforts to defend any such claims or lawsuits are not successful, our business could be materially and adversely affected. As a result of investor and other counterparty claims, we could also suffer reputational damage and trustees, lenders and other counterparties could cease wanting to do business with us.

Certain of our Servicing Partners have been and are subject to federal and state regulatory matters and other litigation, which may adversely impact us.

Regulatory actions or legal proceedings against certain of our Servicing Partners could increase our financing costs or operating expenses, reduce our revenues or otherwise materially adversely affect our business, financial condition, results of operations and liquidity. Such Servicing Partners may be subject to additional federal and state regulatory matters in the future that could materially and adversely affect the value of our investments to the extent we rely on them to achieve our investment objectives because we have no direct ability to influence their performance. Certain of our Servicing Partners have disclosed certain matters in their periodic reports filed with the SEC, and there can be no assurance that such events will not have a material adverse effect on them. We are currently evaluating the impact of such events and cannot assure you what impact these events may have or what actions we may take under our agreements with the servicer. In addition, any of our Servicing Partners could be removed as servicer by the related loan owner or certain other transaction counterparties, which could have a material adverse effect on our interests in the loans and MSRs serviced by such Servicing Partner.

In addition, certain of our Servicing Partners have been and continue to be subject to regulatory and governmental examinations, information requests and subpoenas, inquiries, investigations and threatened legal actions and proceedings. In connection with formal and informal inquiries, such Servicing Partners may receive numerous requests, subpoenas and orders for documents, testimony and information in connection with various aspects of their activities, including whether certain of their residential loan servicing and origination practices, bankruptcy practices and other aspects of their business comply with applicable laws and regulatory requirements. Such Servicing Partners cannot provide any assurance as to the outcome of any of the aforementioned actions, proceedings or inquiries, or that such outcomes will not have a material adverse effect on their reputation, business, prospects, results of operations, liquidity or financial condition.

Completion of certain pending transactions related to MSRs (the "MSR Transactions") is subject to various closing conditions, involves significant costs, and we cannot assure you if, when or the terms on which such transactions will close. Failure to complete the pending MSR Transactions could adversely affect our future business and results of operations.

We have entered into an agreement for Ocwen to transfer its remaining interests in $110.0 billion of UPB of Non-Agency MSRs (the "Ocwen Subject MSRs") to our subsidiaries, New Residential Mortgage, LLC ("NRM") and NewRez LLC ("NewRez"). We currently hold certain interests in the Ocwen Subject MSRs (including all servicer advances) pursuant to existing agreements with Ocwen. The transfer of Ocwen's interests in the Ocwen Subject MSRs is subject to numerous

consents of third parties and certain actions by rating agencies. While certain of the Ocwen Subject MSRs have previously transferred to our subsidiaries, there is no assurance that we will be able to obtain such consents in order to transfer Ocwen's interests in the Ocwen Subject MSRs to our subsidiaries. We have spent considerable time and resources, and incurred substantial costs, in connection with the negotiation of such transaction and we will incur such costs even if the Ocwen Subject MSRs cannot be transferred to our subsidiaries. As of September 30, 2020, MSRs representing approximately $66.7 billion UPB of underlying loans have been transferred pursuant to the Ocwen Transaction. Economics related to the remaining MSRs subject to the Ocwen Transaction were transferred pursuant to the New Ocwen Agreements (Note 5 to our condensed consolidated financial statements).

We may be unable to become the named servicer in respect of certain Non-Agency MSRs. If we are unable to become the named servicer in respect of any of the Ocwen Subject MSRs in accordance with the Ocwen Transaction, Ocwen has the right, in certain circumstances, to purchase from us our interests in the related MSRs. In such a situation, we will be required to sell Ocwen those assets (and will cease to receive income on those investments) and/or may be required to refinance certain indebtedness on terms that are not favorable to us.

Our ability to acquire MSRs may be subject to the approval of various third parties and such approvals may not be provided on a timely basis or at all, or may be subject to conditions, representations and warranties and indemnities.

Our ability to acquire MSRs may be subject to the approval of various third parties and such approvals may not be provided on a timely basis or at all, or may be conditioned upon our satisfaction of significant conditions which could require material expenditures and the provision of significant representations, warranties and indemnities. Such third parties may include the Agencies and the Federal Housing Finance Agency ("FHFA") with respect to agency MSRs, and securitization trustees, master servicers, depositors, rating agencies and insurers, among others, with respect to Non-Agency MSRs. The process of obtaining any such approvals required for a servicing transfer, especially with respect to Non-Agency MSRs, may be time consuming and costly and we may be required to expend significant internal resources and incur material expenses in connection with such transactions. Further, the parties from whom approval is necessary may require that we provide significant representations and warranties and broad indemnities as a condition to their consent, which such representations and warranties and indemnities, if given, may expose us to material risks in addition to those arising under the related servicing agreements. Consenting parties may also charge a material consent fee and may require that we reimburse them for the legal expenses they incur in connection with their approval of the servicing transfer, which such expenses may include costs relating to substantial contract due diligence and may be significant. No assurance can be given that we will be able to successfully obtain the consents required to acquire the MSRs that we have agreed to purchase.

We have significant counterparty concentration risk in certain of our Servicing Partners and are subject to other counterparty concentration and default risks.

We are not restricted from dealing with any particular counterparty or from concentrating any or all of our transactions with a few counterparties. Any loss suffered by us as a result of a counterparty defaulting, refusing to conduct business with us or imposing more onerous terms on us would also negatively affect our business, results of operations, cash flows and financial condition.

Our interests in MSRs relate to loans serviced or subserviced, as applicable, by our Servicing Partners. As disclosed in Notes 4, 5, and 6 of our condensed consolidated financial statements, certain of our Servicing Partners service and/or subservice a substantial portion of our interests in MSRs. If any of these Servicing Partners is the named servicer of the related MSR and is terminated, its servicing performance deteriorates, or in the event that any of them files for bankruptcy, our expected returns on these investments could be severely impacted. In addition, a large portion of the loans underlying our Non-Agency RMBS are serviced by certain of our Servicing Partners. We closely monitor our Servicing Partners' mortgage servicing performance and overall operating performance, financial condition and liquidity, as well as their compliance with applicable regulations and Servicing Guidelines. We have various information, access and inspection rights in our agreements with these Servicing Partners that enable us to monitor aspects of their financial and operating performance and credit quality, which we periodically evaluate and discuss with their management. However, we have no direct ability to influence our Servicing Partners' performance, and our diligence cannot prevent, and may not even help us anticipate, the termination of any such Servicing Partners' servicing agreement or a severe deterioration of any of our Servicing Partners' servicing performance on our portfolio of interests in MSRs.

Furthermore, certain of our Servicing Partners are subject to numerous legal proceedings, federal, state or local governmental examinations, investigations or enforcement actions, which could adversely affect their operations, reputation and liquidity, financial position and results of operations. See "—Certain of our Servicing Partners have been and are subject to federal and state regulatory matters and other litigation, which may adversely impact us" for more information.

None of our Servicing Partners has an obligation to offer us any future co-investment opportunity on the same terms as prior transactions, or at all, and we may not be able to find suitable counterparties from which to acquire interests in MSRs, which could impact our business strategy. See "—We rely heavily on our Servicing Partners to achieve our investment objective and have no direct ability to influence their performance."

Repayment of the outstanding amount of servicer advances (including payment with respect to deferred servicing fees) may be subject to delay, reduction or set-off in the event that the related Servicing Partner breaches any of its obligations under the Servicing Guidelines, including, without limitation, any failure of such Servicing Partner to perform its servicing and advancing functions in accordance with the terms of such Servicing Guidelines. If any applicable Servicing Partner is terminated or resigns as servicer and the applicable successor servicer does not purchase all outstanding servicer advances at the time of transfer, collection of the servicer advances will be dependent on the performance of such successor servicer and, if applicable, reliance on such successor servicer's compliance with the "first-in, first-out" or "FIFO" provisions of the Servicing Guidelines. In addition, such successor servicers may not agree to purchase the outstanding advances on the same terms as our current purchase arrangements and may require, as a condition of their purchase, modification to such FIFO provisions, which could further delay our repayment and adversely affect the returns from our investment.

We are subject to substantial other operational risks associated with our Servicing Partners in connection with the financing of servicer advances. In our current financing facilities for servicer advances, the failure of our Servicing Partner to satisfy various covenants and tests can result in an amortization event and/or an event of default. We have no direct ability to control our Servicing Partners' compliance with those covenants and tests. Failure of our Servicing Partners to satisfy any such covenants or tests could result in a partial or total loss on our investment.

In addition, our Servicing Partners are party to our servicer advance financing agreements, with respect to those advances where they service or subservice the loans underlying the related MSRs. Our ability to obtain financing for these assets is dependent on our Servicing Partners' agreement to be a party to the related financing agreements. If our Servicing Partners do not agree to be a party to these financing agreements for any reason, we may not be able to obtain financing on favorable terms or at all. Our ability to obtain financing on such assets is dependent on our Servicing Partners' ability to satisfy various tests under such financing arrangements. Breaches and other events with respect to our Servicing Partners (which may include, without limitation, failure of a Servicing Partner to satisfy certain financial tests) could cause certain or all of the relevant servicer advance financing to become due and payable prior to maturity.

We are dependent on our Servicing Partners as the servicer or subservicer of the residential mortgage loans with respect to which we hold interests in MSRs, and their servicing practices may impact the value of certain of our assets. We may be adversely impacted:

- By regulatory actions taken against our Servicing Partners;
- By a default by one of our Servicing Partners under their debt agreements;
- By downgrades in our Servicing Partners' servicer ratings;
- If our Servicing Partners fail to ensure their servicer advances comply with the terms of their Pooling and Servicing Agreements ("PSAs");
- If our Servicing Partners were terminated as servicer under certain PSAs;
- If our Servicing Partners become subject to a bankruptcy proceeding; or
- If our Servicing Partners fail to meet their obligations or are deemed to be in default under the indenture governing notes issued under any servicer advance facility with respect to which such Servicing Partner is the servicer.

Our interests in MSRs relate to loans serviced or subserviced, as applicable, by our Servicing Partners. As disclosed in Notes 4, 5, and 6 of our condensed consolidated financial statements, certain of our Servicing Partners service and/or subservice a substantial portion of our interests in MSRs. In addition, Mr. Cooper is currently the servicer for a significant portion of our loans, and the loans underlying our RMBS. If the servicing performance of one of our subservicers deteriorates, if one of our subservicers files for bankruptcy or if one of our subservicers is otherwise unwilling or unable to continue to subservice MSRs for us, our expected returns on these investments would be severely impacted. In addition, if a subservicer becomes subject to a regulatory consent order or similar enforcement proceeding, that regulatory action could adversely affect us in several ways. For example, the regulatory action could result in delays of transferring servicing from an interim subservicer to our designated successor subservicer or cause the subservicer's performance to degrade. Any such development would negatively affect our expected returns on these investments, and such effect could be materially adverse to our business and results of operations. We closely monitor each subservicer's mortgage servicing performance and overall operating performance, financial condition and liquidity, as well as its compliance with applicable regulations and GSE servicing guidelines. We have various information, access and inspection rights in our respective agreements with our subservicers that enable us to monitor their financial and

operating performance and credit quality, which we periodically evaluate and discuss with each subservicer's respective management. However, we have no direct ability to influence each subservicer's performance, and our diligence cannot prevent, and may not even help us anticipate, a severe deterioration of each subservicer's respective servicing performance on our MSR portfolio.

In addition, a material portion of the consumer loans in which we have invested are serviced by OneMain. If OneMain is terminated as the servicer of some or all of these portfolios, or in the event that it files for bankruptcy or is otherwise unable to continue to service such loans, our expected returns on these investments could be severely impacted.

Moreover, we are party to repurchase agreements with a limited number of counterparties. If any of our counterparties elected not to renew our repurchase agreements, we may not be able to find a replacement counterparty, which would have a material adverse effect on our financial condition.

Our risk-management processes may not accurately anticipate the impact of market stress or counterparty financial condition, and as a result, we may not take sufficient action to reduce our risks effectively. Although we will monitor our credit exposures, default risk may arise from events or circumstances that are difficult to detect, foresee or evaluate, such as a pandemic like COVID-19. In addition, concerns about, or a default by, one large participant could lead to significant liquidity problems for other participants, which may in turn expose us to significant losses.

In the event of a counterparty default, particularly a default by a major investment bank or Servicing Partner, we could incur material losses rapidly, and the resulting market impact of a major counterparty default could seriously harm our business, results of operations, cash flows and financial condition. In the event that one of our counterparties becomes insolvent or files for bankruptcy, our ability to eventually recover any losses suffered as a result of that counterparty's default may be limited by the liquidity of the counterparty or the applicable legal regime governing the bankruptcy proceeding.

A bankruptcy of any of our Servicing Partners could materially and adversely affect us.

If any of our Servicing Partners becomes subject to a bankruptcy proceeding, we could be materially and adversely affected, and you could suffer losses, as discussed below.

A sale of MSRs or interests in MSRs and servicer advances or other assets, including loans, could be re-characterized as a pledge of such assets in a bankruptcy proceeding.

We believe that a mortgage servicer's transfer to us of MSRs or interests in MSRs and servicer advances or any other asset transferred pursuant to a related purchase agreement, including loans, constitutes a sale of such assets, in which case such assets would not be part of such servicer's bankruptcy estate. The servicer (as debtor-in-possession in the bankruptcy proceeding), a bankruptcy trustee appointed in such servicer's bankruptcy proceeding, or any other party in interest, however, might assert in a bankruptcy proceeding MSRs or interests in MSRs and servicer advances or any other assets transferred to us pursuant to the related purchase agreement were not sold to us but were instead pledged to us as security for such servicer's obligation to repay amounts paid by us to the servicer pursuant to the related purchase agreement. We generally create and perfect security interests with respect to the MSRs that we acquire, though we do not do so in all instances. If such assertion were successful, all or part of the MSRs or interests in MSRs and servicer advances or any other asset transferred to us pursuant to the related purchase agreement would constitute property of the bankruptcy estate of such servicer, and our rights against the servicer could be those of a secured creditor with a lien on such present and future assets. Under such circumstances, cash proceeds generated from our collateral would constitute "cash collateral" under the provisions of the U.S. bankruptcy laws. Under U.S. bankruptcy laws, the servicer could not use our cash collateral without either (a) our consent or (b) approval by the bankruptcy court, subject to providing us with "adequate protection" under the U.S. bankruptcy laws. In addition, under such circumstances, an issue could arise as to whether certain of these assets generated after the commencement of the bankruptcy proceeding would constitute after-acquired property excluded from our entitlement pursuant to the U.S. bankruptcy laws.

If such a recharacterization occurs, the validity or priority of our security interest in the MSRs or interests in MSRs and servicer advances or other assets could be challenged in a bankruptcy proceeding of such servicer.

If the purchases pursuant to the related purchase agreement are recharacterized as secured financings as set forth above, we nevertheless created and perfected security interests with respect to the MSRs or interests in MSRs and servicer advances and other assets that we may have purchased from such servicer by including a pledge of collateral in the related purchase agreement and filing financing statements in appropriate jurisdictions. Nonetheless, to the extent we have created and perfected a security interest, our security interests may be challenged and ruled unenforceable, ineffective or subordinated by a bankruptcy court, and the amount of our claims may be disputed so as not to include all MSRs or interests in MSRs and servicer

advances to be collected. If this were to occur, or if we have not created a security interest, then the servicer's obligations to us with respect to purchased MSRs or interests in MSRs and servicer advances or other assets would be deemed unsecured obligations, payable from unencumbered assets to be shared among all of such servicer's unsecured creditors. In addition, even if the security interests are found to be valid and enforceable, if a bankruptcy court determines that the value of the collateral is less than such servicer's underlying obligations to us, the difference between such value and the total amount of such obligations will be deemed an unsecured "deficiency" claim and the same result will occur with respect to such unsecured claim. In addition, even if the security interest is found to be valid and enforceable, such servicer would have the right to use the proceeds of our collateral subject to either (a) our consent or (b) approval by the bankruptcy court, subject to providing us with "adequate protection" under U.S. bankruptcy laws. Such servicer also would have the ability to confirm a chapter 11 plan over our objections if the plan complied with the "cramdown" requirements under U.S. bankruptcy laws.

Payments made by a servicer to us could be voided by a court under federal or state preference laws.

If one of our Servicing Partners were to file, or to become the subject of, a bankruptcy proceeding under the United States Bankruptcy Code or similar state insolvency laws, and our security interest (if any) is declared unenforceable, ineffective or subordinated, payments previously made by a servicer to us pursuant to the related purchase agreement may be recoverable on behalf of the bankruptcy estate as preferential transfers. Among other reasons, a payment could constitute a preferential transfer if a court were to find that the payment was a transfer of an interest of property of such servicer that:

- Was made to or for the benefit of a creditor;
- Was for or on account of an antecedent debt owed by such servicer before that transfer was made;
- Was made while such servicer was insolvent (a company is presumed to have been insolvent on and during the 90 days preceding the date the company's bankruptcy petition was filed);
- Was made on or within 90 days (or if we are determined to be a statutory insider, on or within one year) before such servicer's bankruptcy filing;
- Permitted us to receive more than we would have received in a Chapter 7 liquidation case of such servicer under U.S. bankruptcy laws; and
- Was a payment as to which none of the statutory defenses to a preference action apply.

If the court were to determine that any payments were avoidable as preferential transfers, we would be required to return such payments to such servicer's bankruptcy estate and would have an unsecured claim against such servicer with respect to such returned amounts.

Payments made to us by such servicer, or obligations incurred by it, could be voided by a court under federal or state fraudulent conveyance laws.

The mortgage servicer (as debtor-in-possession in the bankruptcy proceeding), a bankruptcy trustee appointed in such servicer's bankruptcy proceeding, or another party in interest could also claim that such servicer's transfer to us of MSRs or interests in MSRs and servicer advances or other assets or such servicer's agreement to incur obligations to us under the related purchase agreement was a fraudulent conveyance. Under U.S. bankruptcy laws and similar state insolvency laws, transfers made or obligations incurred could be voided if, among other reasons, such servicer, at the time it made such transfers or incurred such obligations: (a) received less than reasonably equivalent value or fair consideration for such transfer or incurrence and (b) either (i) was insolvent at the time of, or was rendered insolvent by reason of, such transfer or incurrence; (ii) was engaged in, or was about to engage in, a business or transaction for which the assets remaining with such servicer were an unreasonably small capital; or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature. If any transfer or incurrence is determined to be a fraudulent conveyance, our Servicing Partner, as applicable (as debtor-in-possession in the bankruptcy proceeding), or a bankruptcy trustee on such Servicing Partner's behalf would be entitled to recover such transfer or to avoid the obligation previously incurred.

Any purchase agreement pursuant to which we purchase interests in MSRs, servicer advances or other assets, including loans, or any subservicing agreement between us and a subservicer on our behalf could be rejected in a bankruptcy proceeding of one of our Servicing Partners or counterparties.

A mortgage servicer (as debtor-in-possession in the bankruptcy proceeding) or a bankruptcy trustee appointed in such servicer's or counterparty's bankruptcy proceeding could seek to reject the related purchase agreement or subservicing agreement with a counterparty and thereby terminate such servicer's or counterparty's obligation to service the MSRs or interests in MSRs and servicer advances or any other asset transferred pursuant to such purchase agreement, and terminate our right to acquire additional assets under such purchase agreement and our right to require such servicer to use commercially reasonable efforts to transfer servicing. If the bankruptcy court approved the rejection, we would have a claim against such servicer or counterparty

for any damages from the rejection, and the resulting transfer of our interests in MSRs or servicing of the MSRs relating to our Excess MSRs to another subservicer may result in significant cost and may negatively impact the value of our interests in MSRs.

A bankruptcy court could stay a transfer of servicing to another servicer.

Our ability to terminate a subservicer or to require a mortgage servicer to use commercially reasonable efforts to transfer servicing rights to a new servicer would be subject to the automatic stay in such servicer's bankruptcy proceeding. To enforce this right, we would have to seek relief from the bankruptcy court to lift such stay, and there is no assurance that the bankruptcy court would grant this relief.

Any Subservicing Agreement could be rejected in a bankruptcy proceeding.

If one of our Servicing Partners were to file, or to become the subject of, a bankruptcy proceeding under the United States Bankruptcy Code or similar state insolvency laws, such Servicing Partner (as debtor-in-possession in the bankruptcy proceeding) or the bankruptcy trustee could reject its subservicing agreement with us and terminate such Servicing Partner's obligation to service the MSRs, servicer advances or loans in which we have an investment. Any claim we have for damages arising from the rejection of a subservicing agreement would be treated as a general unsecured claim for purposes of distributions from such Servicing Partner's bankruptcy estate.

Our Servicing Partners could discontinue servicing.

If one of our Servicing Partners were to file, or to become the subject of, a bankruptcy proceeding under the United States Bankruptcy Code, such Servicing Partner could be terminated as servicer (with bankruptcy court approval) or could discontinue servicing, in which case there is no assurance that we would be able to continue receiving payments and transfers in respect of the interests in MSRs, servicer advances and other assets purchased under the related purchase agreement or subserviced under the related subservicing agreement. Even if we were able to obtain the servicing rights or terminate the related subservicer, we may need to engage an alternate subservicer (which may not be readily available on acceptable terms or at all) or negotiate a new subservicing agreement with such servicer, which presumably would be on less favorable terms to us. Any engagement of an alternate subservicer by us would require the approval of the related RMBS trustees or the Agencies, as applicable.

An automatic stay under the United States Bankruptcy Code may prevent the ongoing receipt of servicing fees or other amounts due.

Even if we are successful in arguing that we own the interests in MSRs, servicer advances and other assets, including loans, purchased under the related purchase agreement, we may need to seek relief in the bankruptcy court to obtain turnover and payment of amounts relating to such assets, and there may be difficulty in recovering payments in respect of such assets that may have been commingled with other funds of such servicer.

A bankruptcy of any of our Servicing Partners may default our MSR, Excess MSR and servicer advance financing facilities and negatively impact our ability to continue to purchase interests in MSRs.

If any of our Servicing Partners were to file for bankruptcy or become the subject of a bankruptcy proceeding, it could result in an event of default under certain of our financing facilities that would require the immediate paydown of such facilities. In this scenario, we may not be able to comply with our obligations to purchase interests in MSRs and servicer advances under the related purchase agreements. Notwithstanding this inability to purchase, the related seller may try to force us to continue making such purchases. If it is determined that we are in breach of our obligations under our purchase agreements, any claims that we may have against such related seller may be subject to offset against claims such seller may have against us by reason of this breach.

Certain of our subsidiaries originate and service residential mortgage loans, which subject us to various operational risks that could have a negative impact on our financial results.

As a result of our previously disclosed acquisitions of Shellpoint Partners LLC and from assets from the bankruptcy estate of Ditech, among others, certain subsidiaries of New Residential perform various mortgage and real estate related services, and have origination and servicing operations, which entail borrower-facing activities and employing personnel. Prior to such acquisitions, neither we nor any of our subsidiaries have previously originated or serviced loans directly, and owning entities

that perform these and other operations could expose us to risks similar to those of our Servicing Partners, as well as various other risks, including, but not limited to those pertaining to:

- risks related to compliance with applicable laws, regulations and other requirements;
- significant increases in delinquencies for the loans;
- compliance with the terms of related servicing agreements;
- financing related servicer advances and the origination business;
- expenses related to servicing high risk loans;
- unrecovered or delayed recovery of servicing advances;
- a general risk in foreclosure rates, which may ultimately reduce the number of mortgages that we service (also see-"The residential mortgage loans underlying the securities we invest in and the loans we directly invest in are subject to delinquency, foreclosure and loss, which could result in losses to us.");
- maintaining the size of the related servicing portfolio and the volume of the origination business;
- compliance with FHA underwriting guidelines; and
- termination of government mortgage refinancing programs.

Any of the foregoing risks, among others, could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Our subsidiaries that perform mortgage lending and servicing activities are subject to extensive regulation by federal, state and local governmental and regulatory authorities, and our subsidiaries' business results may be significantly impacted by the existing and future laws and regulations to which they are subject. If our subsidiaries performing mortgage lending and servicing activities fail to operate in compliance with both existing and future statutory, regulatory and other requirements, our business, financial condition, liquidity and/or results of operations could be materially and adversely affected.

Our subsidiaries that perform mortgage lending and servicing activities are subject to extensive regulation by federal, state and local governmental and regulatory authorities, including the CFPB, the Federal Trade Commission, the U.S. Department of Housing and Urban Development ("HUD"), the U.S. Department of Veterans Affairs ("VA"), the SEC and various state agencies that license, audit, investigate and conduct examinations of such subsidiaries' mortgage servicing, origination, debt collection, and other activities. In the current regulatory environment, the policies, laws, rules and regulations applicable to our subsidiaries' mortgage origination and servicing businesses have been rapidly evolving. Federal, state or local governmental authorities may continue to enact laws, rules or regulations that will result in changes in our and our subsidiaries' business practices and may materially increase the costs of compliance. We are unable to predict whether any such changes will adversely affect our business.

We and our subsidiaries must comply with a large number of federal, state and local consumer protection laws including, among others, the Dodd-Frank Act, the Gramm-Leach-Bliley Act, the Fair Debt Collection Practices Act, Real Estate Settlement Procedures Act, the Truth in Lending Act, the Fair Credit Reporting Act, the Servicemembers Civil Relief Act, the Homeowners Protection Act, the Federal Trade Commission Act, the Telephone Consumer Protection Act, 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 subsidiaries' businesses, including loan origination, default servicing and collections, use of credit reports, safeguarding of non-public personally identifiable information about customers, foreclosure and claims handling, investment of and interest payments on escrow balances and escrow payment features, and such statutes mandate certain disclosures and notices to borrowers. These requirements can and will change as statutes and regulations are enacted, promulgated, amended, interpreted and enforced.

In addition, the GSEs, Ginnie Mae and other business counterparties subject our subsidiaries' mortgage origination and servicing businesses to periodic examinations, reviews and audits, and we routinely conduct our own internal examinations, reviews and audits. These various examinations, reviews and audits of our subsidiaries' businesses and related activities may reveal deficiencies in such subsidiaries' compliance with our policies and other requirements to which they are subject. While we strive to investigate and remediate such deficiencies, there can be no assurance that our internal investigations will reveal any deficiencies or that any remedial measures that we implement, which could involve material expense, will ensure compliance with applicable policies, laws, regulations and other requirements or be deemed sufficient by the GSEs, Ginnie Mae, federal and local governmental authorities or other interested parties.

We and our subsidiaries devote substantial resources to regulatory compliance and regulatory inquiries, and we incur, and expect to continue to incur, significant costs in connection therewith. Our business, financial condition, liquidity and/or results of operations could be materially and adversely affected by the substantial resources we devote to, and the significant

compliance costs we incur in connection with, regulatory compliance and regulatory inquiries, including any fines, penalties, restitution or similar payments we may be required to make in connection with resolving such matters.

The actual or alleged failure of our mortgage origination and servicing subsidiaries to comply with applicable federal, state and local laws and regulations and GSE, Ginnie Mae and other business counterparty requirements, or to implement and adhere to adequate remedial measures designed to address any identified compliance deficiencies, could lead to:

- the loss or suspension of licenses and approvals necessary to operate our or our subsidiaries' business;
- limitations, restrictions or complete bans on our or our subsidiaries' business or various segments of our business;
- our or our subsidiaries' disqualification from participation in governmental programs, including GSE, Ginnie Mae, and VA programs;
- breaches of covenants and representations under our servicing, debt, or other agreements;
- negative publicity and damage to our reputation;
- governmental investigations and enforcement actions;
- administrative fines and financial penalties;
- litigation, including class action lawsuits;
- civil and criminal liability;
- termination of our servicing and subservicing agreements or other contracts;
- demands for us to repurchase loans;
- loss of personnel who are targeted by prosecutions, investigations, enforcement actions or litigation;
- a significant increase in compliance costs;
- a significant increase in the resources we and our subsidiaries devote to regulatory compliance and regulatory inquiries;
- an inability to access new, or a default under or other loss of current, liquidity and funding sources necessary to operate our business;
- restrictions on our or our subsidiaries' business activities;
- impairment of assets; and
- an inability to execute on our business strategy.

Any of these outcomes could materially and adversely affect our reputation, business, financial condition, prospects, liquidity and/or results of operations.

We cannot guarantee that any such scrutiny and investigations will not materially adversely affect us. Additionally, in recent years, the general trend among federal, state and local lawmakers and regulators has been toward increasing laws, regulations and investigative proceedings with regard to residential mortgage lenders and servicers. The CFPB continues to take an active role in supervising the mortgage industry, and its rule-making and regulatory agenda relating to loan servicing and origination continues to evolve. Individual states have also been increasingly active in supervising non-bank mortgage lenders and servicers such as NewRez, and certain regulators have communicated recommendations, expectations or demands with respect to areas such as corporate governance, safety and soundness, risk and compliance management, and cybersecurity, in addition to their focus on traditional licensing and examination matters.

Following the 2018 Congressional elections, a level of heightened uncertainty exists with respect to the future of regulation of mortgage lending and servicing, including the future of the Dodd-Frank Act and CFPB. We cannot predict the specific legislative or executive actions that may result or what actions federal or state regulators might take in response to potential changes to the Dodd-Frank Act or to the federal regulatory environment generally. Such actions could impact the mortgage industry generally or us specifically, could impact our relationships with other regulators, and could adversely impact our business.

The CFPB and certain state regulators have increasingly focused on the use, and adequacy, of technology in the mortgage servicing industry. For example, in 2016, the CFPB issued a special edition supervision report that stressed the need for mortgage servicers to assess and make necessary improvements to their information technology systems in order to ensure compliance with the CFPB's mortgage servicing requirements. The New York Department of Financial Services ("NY DFS") also issued Cybersecurity Requirements for Financial Services Companies, effective in 2017, which requires banks, insurance companies, and other financial services institutions regulated by the NY DFS to establish and maintain a cybersecurity program designed to protect consumers and ensure the safety and soundness of New York State's financial services industry. In addition, the California Consumer Privacy Act ("CCPA"), effective in January 2020, requires businesses that maintain personal information of California residents, including certain mortgage lenders and servicers, to notify certain consumers when collecting their data, respond to consumer requests relating to the uses of their data, verify the identities of consumers who make requests, disclose details regarding transactions involving their data, and maintain records of consumer' requests relating to their data, among various other obligations, and to create procedures designed to comply with CCPA requirements. The

impact of the CCPA and its implementing regulations on our mortgage origination and servicing businesses remains uncertain, and may result in an increase in legal and compliance costs.

New regulatory and legislative measures, or changes in enforcement practices, including those related to the technology we use, could, either individually or in the aggregate, require significant changes to our business practices, impose additional costs on us, limit our product offerings, limit our ability to efficiently pursue business opportunities, negatively impact asset values or reduce our revenues. Accordingly, any of the foregoing could materially and adversely affect our business and our financial condition, liquidity and results of operations.

A failure to maintain minimum servicer ratings could have an adverse effect on our business, financing activities, financial condition or results of operations.

S&P, Moody's and Fitch rates NewRez as a residential loan servicer, and a downgrade, or failure to maintain, any of our servicer ratings could:

- adversely affect NewRez's ability to maintain our status as an approved servicer by Fannie Mae and Freddie Mac;
- adversely affect NewRez's and/or New Residential's ability to finance servicing advance receivables and certain other assets;
- lead to the early termination of existing advance facilities and affect the terms and availability of advance facilities that we may seek in the future;
- cause NewRez's termination as servicer in our servicing agreements that require that NewRez to maintain specified servicer ratings; and
- further impair NewRez's ability to consummate future servicing transactions.

Any of the above could adversely affect our business, financial condition and results of operations.

Our interests in MSRs may involve complex or novel structures.

Interests in MSRs may entail new types of transactions and may involve complex or novel structures. Accordingly, the risks associated with the transactions and structures are not fully known to buyers and sellers. In the case of interests in MSRs on Agency pools, Agencies may require that we submit to costly or burdensome conditions as a prerequisite to their consent to an investment in, or our financing of, interests in MSRs on Agency pools. Agency conditions, including capital requirements, may diminish or eliminate the investment potential of interests in MSRs on Agency pools by making such investments too expensive for us or by severely limiting the potential returns available from interests in MSRs on Agency pools.

It is possible that an Agency's views on whether any such acquisition structure is appropriate or acceptable may not be known to us when we make an investment and may change from time to time for any reason or for no reason, even with respect to a completed investment. An Agency's evolving posture toward an acquisition or disposition structure through which we invest in or dispose of interests in MSRs on Agency pools may cause such Agency to impose new conditions on our existing interests in MSRs on Agency pools, including the owner's ability to hold such interests in MSRs on Agency pools directly or indirectly through a grantor trust or other means. Such new conditions may be costly or burdensome and may diminish or eliminate the investment potential of the interests in MSRs on Agency pools that are already owned by us. Moreover, obtaining such consent may require us or our co-investment counterparties to agree to material structural or economic changes, as well as agree to indemnification or other terms that expose us to risks to which we have not previously been exposed and that could negatively affect our returns from our investments.

Our ability to finance the MSRs and servicer advance receivables acquired in the MSR Transactions may depend on the related Servicing Partner's cooperation with our financing sources and compliance with certain covenants.

We have in the past and intend to continue to finance some or all of the MSRs or servicer advance receivables acquired in the MSR Transactions, and as a result, we will be subject to substantial operational risks associated with the related Servicing Partners. In our current financing facilities for interests in MSRs and servicer advance receivables, the failure of the related Servicing Partner to satisfy various covenants and tests can result in an amortization event and/or an event of default. Our financing sources may require us to include similar provisions in any financing we obtain relating to the MSRs and servicer advances acquired in the MSR Transactions. If we decide to finance such assets, we will not have the direct ability to control any party's compliance with any such covenants and tests and the failure of any party to satisfy any such covenants or tests could result in a partial or total loss on our investment. Some financing sources may be unwilling to finance any assets acquired in the MSR Transactions.

Although we have upsized certain of our advance facilities, if we are not successful in upsizing our facilities in the future, we will need to explore other sources of liquidity and are if we are unable to obtain additional liquidity, we may have to take additional actions, including selling assets and reducing our originations to generate liquidity to support our servicer advance obligations.

In addition, any financing for the MSRs and servicer advances acquired in the MSR Transactions may be subject to regulatory approval and the agreement of the relevant Servicing Partner to be party to such financing agreements. If we cannot get regulatory approval or these parties do not agree to be a party to such financing agreements, we may not be able to obtain financing on favorable terms or at all.

Mortgage servicing is heavily regulated at the U.S. federal, state and local levels, and each transfer of MSRs to our subservicer of such MSRs may not be approved by the requisite regulators.

Mortgage servicers must comply with U.S. federal, state and local laws and regulations. These laws and regulations cover topics such as licensing; allowable fees and loan terms; permissible servicing and debt collection practices; limitations on forced-placed insurance; special consumer protections in connection with default and foreclosure; and protection of confidential, nonpublic consumer information. The volume of new or modified laws and regulations has increased in recent years, and states and individual cities and counties continue to enact laws that either restrict or impose additional obligations in connection with certain loan origination, acquisition and servicing activities in those cities and counties. The laws and regulations are complex and vary greatly among the states and localities, and in some cases, these laws are in conflict with each other or with U.S. federal law. In connection with the MSR Transactions, there is no assurance that each transfer of MSRs to our selected subservicer will be approved by the requisite regulators. If regulatory approval for each such transfer is not obtained, we may incur additional costs and expenses in connection with the approval of another replacement subservicer.

We do not have legal title to the MSRs underlying our Excess MSRs or certain of our Servicer Advance Investments.

We do not have legal title to the MSRs underlying our Excess MSRs or certain of the MSRs related to the transactions contemplated by the purchase agreements pursuant to which we acquire Servicer Advance Investments or MSR financing receivables from Ocwen, SLS and Mr. Cooper, and are subject to increased risks as a result of the related servicer continuing to own the mortgage servicing rights. The validity or priority of our interest in the underlying mortgage servicing could be challenged in a bankruptcy proceeding of the servicer, and the related purchase agreement could be rejected in such proceeding. Any of the foregoing events might have a material adverse effect on our business, financial condition, results of operations and liquidity. As part of the Ocwen Transaction, we and Ocwen have agreed to cooperate to obtain any third party consents required to transfer Ocwen's remaining interest in the Ocwen Subject MSRs to us. As noted above, however, there is no assurance that we will be successful in obtaining those consents.

Many of our investments may be illiquid, and this lack of liquidity could significantly impede our ability to vary our portfolio in response to changes in economic and other conditions or to realize the value at which such investments are carried if we are required to dispose of them.

Many of our investments are illiquid. Illiquidity may result from the absence of an established market for the investments, as well as legal or contractual restrictions on their resale, refinancing or other disposition. Dispositions of investments may be subject to contractual and other limitations on transfer or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms that could be obtained upon any disposition thereof.

Interests in MSRs are highly illiquid and may be subject to numerous restrictions on transfers, including without limitation the receipt of third-party consents. For example, the Servicing Guidelines of a mortgage owner may require that holders of Excess MSRs obtain the mortgage owner's prior approval of any change of direct ownership of such Excess MSRs. Such approval may be withheld for any reason or no reason in the discretion of the mortgage owner. Moreover, we have not received and do not expect to receive any assurances from any GSEs that their conditions for the sale by us of any interests in MSRs will not change. Therefore, the potential costs, issues or restrictions associated with receiving such GSEs' consent for any such dispositions by us cannot be determined with any certainty. Additionally, interests in MSRs may entail complex transaction structures and the risks associated with the transactions and structures are not fully known to buyers or sellers. As a result of the foregoing, we may be unable to locate a buyer at the time we wish to sell interests in MSRs. There is some risk that we will be required to dispose of interests in MSRs either through an in-kind distribution or other liquidation vehicle, which will, in either case, provide little or no economic benefit to us, or a sale to a co-investor in the interests in MSRs, which may be an affiliate. Accordingly, we cannot provide any assurance that we will obtain any return or any benefit of any kind from any disposition of interests in MSRs. We may not benefit from the full term of the assets and for the aforementioned reasons may not receive any benefits from the disposition, if any, of such assets.

In addition, some of our real estate and other securities may not be registered under the relevant securities laws, resulting in a prohibition against their transfer, sale, pledge or other disposition except in a transaction that is exempt from the registration requirements of, or is otherwise in accordance with, those laws. There are also no established trading markets for a majority of our intended investments. Moreover, certain of our investments, including our investments in consumer loans and certain of our interests in MSRs, are made indirectly through a vehicle that owns the underlying assets. Our ability to sell our interest may be contractually limited or prohibited. As a result, our ability to vary our portfolio in response to changes in economic and other conditions may be limited.

Our real estate and other securities have historically been valued based primarily on third-party quotations, which are subject to significant variability based on the liquidity and price transparency created by market trading activity. A disruption in these trading markets, including due to COVID-19, could reduce the trading for many real estate and other securities, resulting in less transparent prices for those securities, which would make selling such assets more difficult. Moreover, a decline in market demand for the types of assets that we hold would make it more difficult to sell our assets. If we are required to liquidate all or a portion of our illiquid investments quickly, we may realize significantly less than the amount at which we have previously valued these investments.

Market conditions could negatively impact our business, results of operations, cash flows and financial condition.

The market in which we operate is affected by a number of factors that are largely beyond our control but can nonetheless have a potentially significant, negative impact on us. These factors include, among other things:

- the uncertainty and economic impact of the COVID-19 pandemic, including liquidity, impact on the value of assets and availability of financing;
- interest rates and credit spreads;
- the availability of credit, including the price, terms and conditions under which it can be obtained;
- the quality, pricing and availability of suitable investments;
- the ability to obtain accurate market-based valuations;
- the ability of securities dealers to make markets in relevant securities and loans;
- loan values relative to the value of the underlying real estate assets;
- default rates on the loans underlying our investments and the amount of the related losses, and credit losses with respect to our investments;
- prepayment and repayment rates, delinquency rates and legislative/regulatory changes with respect to our investments, and the timing and amount of servicer advances;
- the availability and cost of quality Servicing Partners, and advance, recovery and recapture rates;
- competition;
- the actual and perceived state of the real estate markets, bond markets, market for dividend-paying stocks and public capital markets generally;
- unemployment rates; and
- the attractiveness of other types of investments relative to investments in real estate or REITs generally.

Changes in these factors are difficult to predict, and a change in one factor can affect other factors. For example, the full extent of the impact and effects of COVID-19 will depend on future developments, including, among other factors, the duration and spread of the outbreak, along with related travel advisories, quarantines and restrictions, the recovery time of the disrupted supply chains and industries, the impact of labor market interruptions, the impact of government interventions and uncertainty with respect to the duration of the global economic slowdown. Further, at various points in time, increased default rates in the subprime mortgage market played a role in causing credit spreads to widen, reducing availability of credit on favorable terms, reducing liquidity and price transparency of real estate related assets, resulting in difficulty in obtaining accurate mark-to-market valuations, and causing a negative perception of the state of the real estate markets and of REITs generally. Market conditions could be volatile or could deteriorate as a result of a variety of factors beyond our control with adverse effects to our financial condition.

The geographic distribution of the loans underlying, and collateral securing, certain of our investments subjects us to geographic real estate market risks, which could adversely affect the performance of our investments, our results of operations and financial condition.

The geographic distribution of the loans underlying, and collateral securing, our investments, including our interests in MSRs, servicer advances, Non-Agency RMBS and loans, exposes us to risks associated with the real estate and commercial lending industry in general within the states and regions in which we hold significant investments. These risks include, without

limitation: possible declines in the value of real estate; risks related to general and local economic conditions; possible lack of availability of mortgage funds; overbuilding; extended vacancies of properties; increases in competition, property taxes and operating expenses; changes in zoning laws; increased energy costs; unemployment; costs resulting from the clean-up of, and liability to third parties for damages resulting from, environmental problems; casualty or condemnation losses; uninsured damages from floods, hurricanes, earthquakes or other natural disasters; and changes in interest rates.

As of September 30, 2020, 25.0% and 21.9% of the total UPB of the residential mortgage loans underlying our Excess MSRs and MSRs, respectively, was secured by properties located in California, which are particularly susceptible to natural disasters such as fires, earthquakes and mudslides. 7.4% and 7.3% of the total UPB of the residential mortgage loans underlying our Excess MSRs and MSRs, respectively, was secured by properties located in Florida, which are particularly susceptible to natural disasters such as hurricanes and floods. In addition, certain states, including California, Florida and states in the Midwest, have recently reported increasing rates of COVID-19 infections. As of September 30, 2020, 34.6% of the collateral securing our Non-Agency RMBS was located in the Western U.S., 26.1% was located in the Southeastern U.S., 22.9% was located in the Northeastern U.S., 11.1% was located in the Midwestern U.S. and 5.3% was located in the Southwestern U.S. We were unable to obtain geographical information for 0.0% of the collateral. As a result of this concentration, we may be more susceptible to adverse developments in those markets than if we owned a more geographically diverse portfolio. To the extent any of the foregoing risks arise in states and regions where we hold significant investments, the performance of our investments, our results of operations, cash flows and financial condition could suffer a material adverse effect.

The value of our interests in MSRs, servicer advances, residential mortgage loans and RMBS may be adversely affected by deficiencies in servicing and foreclosure practices, as well as related delays in the foreclosure process.

Allegations of deficiencies in servicing and foreclosure practices among several large sellers and servicers of residential mortgage loans that surfaced in 2010 raised various concerns relating to such practices, including the improper execution of the documents used in foreclosure proceedings (so-called “robo signing”), inadequate documentation of transfers and registrations of mortgages and assignments of loans, improper modifications of loans, violations of representations and warranties at the date of securitization and failure to enforce put-backs.

As a result of alleged deficiencies in foreclosure practices, a number of servicers temporarily suspended foreclosure proceedings beginning in the second half of 2010 while they evaluated their foreclosure practices. In late 2010, a group of state attorneys general and state bank and mortgage regulators representing nearly all 50 states and the District of Columbia, along with the U.S. Justice Department and “HUD”, began an investigation into foreclosure practices of banks and servicers. The investigations and lawsuits by several state attorneys general led to a settlement agreement in early February 2012 with five of the nation’s largest banks, pursuant to which the banks agreed to pay more than $25.0 billion to settle claims relating to improper foreclosure practices. The settlement does not prohibit the states, the federal government, individuals or investors from pursuing additional actions against the banks and servicers in the future.

Under the terms of the agreements governing our Servicer Advance Investments and MSRs, we (in certain cases, together with third-party co-investors) are required to make or purchase from certain of our Servicing Partners, servicer advances on certain loan pools. While a residential mortgage loan is in foreclosure, servicers are generally required to continue to advance delinquent principal and interest and to also make advances for delinquent taxes and insurance and foreclosure costs and the upkeep of vacant property in foreclosure to the extent it determines that such amounts are recoverable. Servicer advances are generally recovered when the delinquency is resolved.

Foreclosure moratoria or other actions that lengthen the foreclosure process increase the amount of servicer advances we or our Servicing Partners are required to make and we are required to purchase, lengthen the time it takes for us to be repaid for such advances and increase the costs incurred during the foreclosure process. In addition, servicer advance financing facilities contain provisions that modify the advance rates for, and limit the eligibility of, servicer advances to be financed based on the length of time that servicer advances are outstanding, and, as a result, an increase in foreclosure timelines could further increase the amount of servicer advances that we need to fund with our own capital. Such increases in foreclosure timelines could increase our need for capital to fund servicer advances (which do not bear interest), which would increase our interest expense, reduce the value of our investment and potentially reduce the cash that we have available to pay our operating expenses or to pay dividends.

Even in states where servicers have not suspended foreclosure proceedings or have lifted (or will soon lift) any such delayed foreclosures, servicers, including our Servicing Partners, have faced, and may continue to face, increased delays and costs in the foreclosure process. For example, the current legislative and regulatory climate could lead borrowers to contest foreclosures that they would not otherwise have contested under ordinary circumstances, and servicers may incur increased litigation costs if the validity of a foreclosure action is challenged by a borrower. In general, regulatory developments with respect to foreclosure

practices could result in increases in the amount of servicer advances and the length of time to recover servicer advances, fines or increases in operating expenses, and decreases in the advance rate and availability of financing for servicer advances. This would lead to increased borrowings, reduced cash and higher interest expense which could negatively impact our liquidity and profitability. Although the terms of our Servicer Advance Investments contain adjustment mechanisms that would reduce the amount of performance fees payable to the related Servicing Partner if servicer advances exceed pre-determined amounts, those fee reductions may not be sufficient to cover the expenses resulting from longer foreclosure timelines.

The integrity of the servicing and foreclosure processes is critical to the value of the residential mortgage loans in which we invest and of the portfolios of loans underlying our interests in MSRs and RMBS, and our financial results could be adversely affected by deficiencies in the conduct of those processes. For example, delays in the foreclosure process that have resulted from investigations into improper servicing practices may adversely affect the values of, and result in losses on, these investments. Foreclosure delays may also increase the administrative expenses of the securitization trusts for the RMBS, thereby reducing the amount of funds available for distribution to investors.

In addition, the subordinate classes of securities issued by the securitization trusts may continue to receive interest payments while the defaulted loans remain in the trusts, rather than absorbing the default losses. This may reduce the amount of credit support available for senior classes of RMBS that we may own, thus possibly adversely affecting these securities. Additionally, a substantial portion of the $25.0 billion settlement is a “credit” to the banks and servicers for principal write-downs or reductions they may make to certain mortgages underlying RMBS. There remains uncertainty as to how these principal reductions will work and what effect they will have on the value of related RMBS. As a result, there can be no assurance that any such principal reductions will not adversely affect the value of our interests in MSRs and RMBS.

While we believe that the sellers and servicers would be in violation of the applicable Servicing Guidelines to the extent that they have improperly serviced mortgage loans or improperly executed documents in foreclosure or bankruptcy proceedings, or do not comply with the terms of servicing contracts when deciding whether to apply principal reductions, it may be difficult, expensive, time consuming and, ultimately, uneconomic for us to enforce our contractual rights. While we cannot predict exactly how the servicing and foreclosure matters or the resulting litigation or settlement agreements will affect our business, there can be no assurance that these matters will not have an adverse impact on our results of operations, cash flows and financial condition.

A failure by any or all of the members of Buyer to make capital contributions for amounts required to fund servicer advances could result in an event of default under our advance facilities and a complete loss of our investment.

New Residential and third-party co-investors, through a joint venture entity (Advance Purchaser LLC, the “Buyer”) have agreed to purchase all future arising servicer advances from Mr. Cooper under certain residential mortgage servicing agreements. Buyer relies, in part, on its members to make committed capital contributions in order to pay the purchase price for future servicer advances. A failure by any or all of the members to make such capital contributions for amounts required to fund servicer advances could result in an event of default under our advance facilities and a complete loss of our investment.

The residential mortgage loans underlying the securities we invest in and the loans we directly invest in are subject to delinquency, foreclosure and loss, which could result in losses to us.

The ability of a borrower to repay a loan secured by a residential property is dependent upon the income or assets of the borrower. A number of factors may impair borrowers’ abilities to repay their loans, including, among other things, changes in the borrower’s employment status, changes in national, regional or local economic conditions, changes in interest rates or the availability of credit on favorable terms, changes in regional or local real estate values, changes in regional or local rental rates and changes in real estate taxes. The impact of the COVID-19 crisis may impair borrowers’ ability to repay their loans, particularly if the impact were to be sustained.

Our mortgage backed securities are securities backed by mortgage loans. Many of the RMBS in which we invest are backed by collateral pools of subprime residential mortgage loans. “Subprime” mortgage loans refer to mortgage loans that have been originated using underwriting standards that are less restrictive than the underwriting requirements used as standards for other first and junior lien mortgage loan purchase programs, such as the programs of Fannie Mae and Freddie Mac. These lower standards include mortgage loans made to borrowers having imperfect or impaired credit histories (including outstanding judgments or prior bankruptcies), mortgage loans where the amount of the loan at origination is 80% or more of the value of the mortgage property, mortgage loans made to borrowers with low credit scores, mortgage loans made to borrowers who have other debt that represents a large portion of their income and mortgage loans made to borrowers whose income is not required to be disclosed or verified. Subprime mortgage loans may experience delinquency, foreclosure, bankruptcy and loss rates that are higher, and that may be substantially higher, than those experienced by mortgage loans underwritten in a more traditional

manner. To the extent losses are realized on the loans underlying the securities in which we invest, we may not recover the amount invested in, or, in extreme cases, any of our investment in such securities.

Residential mortgage loans, including manufactured housing loans and subprime mortgage loans are secured by single-family residential property and are also subject to risks of delinquency and foreclosure, and risks of loss. A significant portion of the residential mortgage loans that we acquire are, or may become, sub-performing loans, non-performing loans or REO assets where the borrower has failed to make timely payments of principal and/or interest. As part of the residential mortgage loan portfolios we purchase, we also may acquire performing loans that are or subsequently become sub-performing or non-performing, meaning the borrowers fail to timely pay some or all of the required payments of principal and/or interest. Under current market conditions, it is likely that some of these loans will have current loan-to-value ratios in excess of 100%, meaning the amount owed on the loan exceeds the value of the underlying real estate.

In the event of default under a residential mortgage loan held directly by us, we will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the outstanding principal and accrued but unpaid interest of the loan. Even though we typically pay less than the amount owed on these loans to acquire them, if actual results differ from our assumptions in determining the price we paid to acquire such loans, we may incur significant losses. In addition, we may acquire REO assets directly, which involves the same risks. Any loss we incur may be significant and could materially and adversely affect us.

Our investments in real estate and other securities are subject to changes in credit spreads as well as available market liquidity, which could adversely affect our ability to realize gains on the sale of such investments.

Real estate and other securities are subject to changes in credit spreads. Credit spreads measure the yield demanded on securities by the market based on their credit relative to a specific benchmark. The significant dislocation in the financial markets due to COVID-19 has caused, among other things, credit spread widening.

Fixed rate securities are valued based on a market credit spread over the rate payable on fixed rate U.S. Treasuries of like maturity. Floating rate securities are valued based on a market credit spread over LIBOR and are affected similarly by changes in LIBOR spreads. As of September 30, 2020, 36.6% of our Non-Agency RMBS Portfolio consisted of floating rate securities and 63.4% consisted of fixed rate securities, and 100.0% of our Agency RMBS portfolio consisted of fixed rate securities, based on the amortized cost basis of all securities (including the amortized cost basis of interest-only and residual classes). Excessive supply of these securities combined with reduced demand will generally cause the market to require a higher yield on these securities, resulting in the use of a higher, or "wider," spread over the benchmark rate to value such securities. Under such conditions, the value of our real estate and other securities portfolios would tend to decline. Conversely, if the spread used to value such securities were to decrease, or "tighten," the value of our real estate and other securities portfolio would tend to increase. Such changes in the market value of our real estate securities portfolios may affect our net equity, net income or cash flow directly through their impact on unrealized gains or losses on available-for-sale securities, and therefore our ability to realize gains on such securities, or indirectly through their impact on our ability to borrow and access capital. Widening credit spreads could cause the net unrealized gains on our securities and derivatives, recorded in accumulated other comprehensive income or retained earnings, and therefore our book value per share, to decrease and result in net losses.

Prepayment rates on our residential mortgage loans and those underlying our real estate and other securities may adversely affect our profitability.

In general, residential mortgage loans may be prepaid at any time without penalty. Prepayments result when homeowners/mortgagors satisfy (i.e., pay off) the mortgage upon selling or refinancing their mortgaged property. When we acquire a particular loan or security, we anticipate that the loan or underlying residential mortgage loans will prepay at a projected rate which, together with expected coupon income, provides us with an expected yield on such investments. If we purchase assets at a premium to par value, and borrowers prepay their mortgage loans faster than expected, the corresponding prepayments on our assets may reduce the expected yield on such assets because we will have to amortize the related premium on an accelerated basis. Conversely, if we purchase assets at a discount to par value, when borrowers prepay their mortgage loans slower than expected, the decrease in corresponding prepayments on our assets may reduce the expected yield on such assets because we will not be able to accrete the related discount as quickly as originally anticipated.

Prepayment rates on loans are influenced by changes in mortgage and market interest rates and a variety of economic, geographic, political and other factors, all of which are beyond our control. Consequently, such prepayment rates cannot be predicted with certainty and no strategy can completely insulate us from prepayment or other such risks. In periods of declining interest rates, such as during the COVID-19 pandemic, prepayment rates on mortgage loans generally increase. If general interest rates decline at the same time, the proceeds of such prepayments received during such periods are likely to be

reinvested by us in assets yielding less than the yields on the assets that were prepaid. In addition, the market value of our loans and real estate and other securities may, because of the risk of prepayment, benefit less than other fixed-income securities from declining interest rates.

We may purchase assets that have a higher or lower coupon rate than the prevailing market interest rates. In exchange for a higher coupon rate, we would then pay a premium over par value to acquire these securities. In accordance with GAAP, we would amortize the premiums over the life of the related assets. If the mortgage loans securing these assets prepay at a more rapid rate than anticipated, we would have to amortize our premiums on an accelerated basis which may adversely affect our profitability. As compensation for a lower coupon rate, we would then pay a discount to par value to acquire these assets. In accordance with GAAP, we would accrete any discounts over the life of the related assets. If the mortgage loans securing these assets prepay at a slower rate than anticipated, we would have to accrete our discounts on an extended basis which may adversely affect our profitability. Defaults on the mortgage loans underlying Agency RMBS typically have the same effect as prepayments because of the underlying Agency guarantee.

Prepayments, which are the primary feature of mortgage backed securities that distinguish them from other types of bonds, are difficult to predict and can vary significantly over time. As the holder of the security, on a monthly basis, we receive a payment equal to a portion of our investment principal in a particular security as the underlying mortgages are prepaid. In general, on the date each month that principal prepayments are announced (i.e., factor day), the value of our real estate related security pledged as collateral under our repurchase agreements is reduced by the amount of the prepaid principal and, as a result, our lenders will typically initiate a margin call requiring the pledge of additional collateral or cash, in an amount equal to such prepaid principal, in order to re-establish the required ratio of borrowing to collateral value under such repurchase agreements. Accordingly, with respect to our Agency RMBS, the announcement on factor day of principal prepayments is in advance of our receipt of the related scheduled payment, thereby creating a short-term receivable for us in the amount of any such principal prepayments. However, under our repurchase agreements, we may receive a margin call relating to the related reduction in value of our Agency RMBS and, prior to receipt of this short-term receivable, be required to post additional collateral or cash in the amount of the principal prepayment on or about factor day, which would reduce our liquidity during the period in which the short-term receivable is outstanding. As a result, in order to meet any such margin calls, we could be forced to sell assets in order to maintain liquidity. Forced sales under adverse market conditions may result in lower sales prices than ordinary market sales made in the normal course of business. If our real estate and other securities were liquidated at prices below our amortized cost (i.e., the cost basis) of such assets, we would incur losses, which could adversely affect our earnings. In addition, in order to continue to earn a return on this prepaid principal, we must reinvest it in additional real estate and other securities or other assets; however, if interest rates decline, we may earn a lower return on our new investments as compared to the real estate and other securities that prepay.

Prepayments may have a negative impact on our financial results, the effects of which depend on, among other things, the timing and amount of the prepayment delay on our Agency RMBS, the amount of unamortized premium or discount on our loans and real estate and other securities, the rate at which prepayments are made on our Non-Agency RMBS, the reinvestment lag and the availability of suitable reinvestment opportunities.

Our investments in residential mortgage loans, REO and RMBS may be subject to significant impairment charges, which would adversely affect our results of operations.

We are required to periodically evaluate our investments for impairment indicators. The judgment regarding the existence of impairment indicators is based on a variety of factors depending upon the nature of the investment and the manner in which the income related to such investment was calculated for purposes of our financial statements. If we determine that an impairment has occurred, we are required to make an adjustment to the net carrying value of the investment, which would adversely affect our results of operations in the applicable period and thereby adversely affect our ability to pay dividends to our stockholders.

The agreements governing our indebtedness place restrictions on us and our subsidiaries, reducing operational flexibility and creating default risks.

The agreements governing our indebtedness, including, but not limited to, the indenture governing our 2025 Senior Notes, contain covenants that place restrictions on us and our subsidiaries. The indenture governing our 2025 Senior Notes restricts among other things, our and certain of our subsidiaries' ability to:

- incur certain additional debt;
- make certain investments or acquisitions;
- create certain liens on our or our subsidiaries' assets; and
- sell assets; and

- merge, consolidate or transfer all or substantially all of our assets.

These covenants could impair our ability to grow our business, take advantage of attractive business opportunities or successfully compete. A breach of any of these covenants could result in an event of default. Cross-default provisions in our debt agreements could cause an event of default under one debt agreement to trigger an event of default under our other debt agreements. Upon the occurrence of an event of default under any of our debt agreements, the lenders or holders thereof could elect to declare all outstanding debt under such agreements to be immediately due and payable.

The lenders under our financing agreements may elect not to extend financing to us, which could quickly and seriously impair our liquidity.

We finance a meaningful portion of our investments with repurchase agreements and other short-term financing arrangements. Under the terms of repurchase agreements, we will sell an asset to the lending counterparty for a specified price and concurrently agree to repurchase the same asset from our counterparty at a later date for a higher specified price. During the term of the repurchase agreement—which can be as short as 30 days—the counterparty will make funds available to us and hold the asset as collateral. Our counterparties can also require us to post additional margin as collateral at any time during the term of the agreement. When the term of a repurchase agreement ends, we will be required to repurchase the asset for the specified repurchase price, with the difference between the sale and repurchase prices serving as the equivalent of paying interest to the counterparty in return for extending financing to us. If we want to continue to finance the asset with a repurchase agreement, we ask the counterparty to extend—or "roll"—the repurchase agreement for another term.

Our counterparties are not required to roll our repurchase agreements or other financing agreements upon the expiration of their stated terms, which subjects us to a number of risks. Counterparties electing to roll our financing agreements may charge higher spread and impose more onerous terms upon us, including the requirement that we post additional margin as collateral. More significantly, if a financing agreement counterparty elects not to extend our financing, we would be required to pay the counterparty in full on the maturity date and find an alternate source of financing. Alternate sources of financing may be more expensive, contain more onerous terms or simply may not be available. If we were unable to pay the repurchase price for any asset financed with a repurchase agreement, the counterparty has the right to sell the asset being held as collateral and require us to compensate it for any shortfall between the value of our obligation to the counterparty and the amount for which the collateral was sold (which may be a significantly discounted price). Moreover, our financing agreement obligations are currently with a limited number of counterparties. If any of our counterparties elected not to roll our financing agreements, we may not be able to find a replacement counterparty in a timely manner. Finally, some of our financing agreements contain covenants and our failure to comply with such covenants could result in a loss of our investment.

The financing sources under our servicer advance financing facilities may elect not to extend financing to us or may have or take positions adverse to us, which could quickly and seriously impair our liquidity.

We finance a meaningful portion of our Servicer Advance Investments and servicer advance receivables with structured financing arrangements. These arrangements are commonly of a short-term nature. These arrangements are generally accomplished by having the named servicer, if the named servicer is a subsidiary of the Company, or the purchaser of such Servicer Advance Investments (which is a subsidiary of the Company) transfer our right to repayment for certain servicer advances that we have as servicer under the relevant Servicing Guidelines or that we have acquired from one of our Servicing Partners, as applicable, to one of our wholly owned bankruptcy remote subsidiaries (a "Depositor"). We are generally required to continue to transfer to the related Depositor all of our rights to repayment for any particular pool of servicer advances as they arise (and, if applicable, are transferred from one of our Servicing Partners) until the related financing arrangement is paid in full and is terminated. The related Depositor then transfers such rights to an "Issuer." The Issuer then issues limited recourse notes to the financing sources backed by such rights to repayment.

The outstanding balance of servicer advance receivables securing these arrangements is not likely to be repaid on or before the maturity date of such financing arrangements. Accordingly, we rely heavily on our financing sources to extend or refinance the terms of such financing arrangements. Our financing sources are not required to extend the arrangements upon the expiration of their stated terms, which subjects us to a number of risks. Financing sources electing to extend may charge higher interest rates and impose more onerous terms upon us, including without limitation, lowering the amount of financing that can be extended against any particular pool of servicer advances.

We are in negotiations with one of our existing lenders to upsize one of our advance facilities. If we are not successful in upsizing our facilities, we will need to explore other sources of liquidity. If we are unable to obtain additional liquidity, we may have to take additional actions, including selling assets and reducing our originations to generate liquidity to support our servicer advance obligations.

If a financing source is unable or unwilling to extend financing, including, but not limited to, due to legal or regulatory matters applicable to us or our Servicing Partners, the related Issuer will be required to repay the outstanding balance of the financing on the related maturity date. Additionally, there may be substantial increases in the interest rates under a financing arrangement if the related notes are not repaid, extended or refinanced prior to the expected repayment dated, which may be before the related maturity date. If an Issuer is unable to pay the outstanding balance of the notes, the financing sources generally have the right to foreclose on the servicer advances pledged as collateral.

Currently, certain of the notes issued under our structured servicer advance financing arrangements accrue interest at a floating rate of interest. Servicer advance receivables are non-interest bearing assets. Accordingly, if there is an increase in prevailing interest rates and/or our financing sources increase the interest rate "margins" or "spreads," the amount of financing that we could obtain against any particular pool of servicer advances may decrease substantially and/or we may be required to obtain interest rate hedging arrangements. There is no assurance that we will be able to obtain any such interest rate hedging arrangements.

Alternate sources of financing may be more expensive, contain more onerous terms or simply may not be available. Moreover, our structured servicer advance financing arrangements are currently with a limited number of counterparties. If any of our sources are unable to or elected not to extend or refinance such arrangements, we may not be able to find a replacement counterparty in a timely manner.

Many of our servicer advance financing arrangements are provided by financial institutions with whom we have substantial relationships. Some of our servicer advance financing arrangements entail the issuance of term notes to capital markets investors with whom we have little or no relationships or the identities of which we may not be aware and, therefore, we have no ability to control or monitor the identity of the holders of such term notes. Holders of such term notes may have or may take positions - for example, "short" positions in our stock or the stock of our servicers - that could be benefited by adverse events with respect to us or our Servicing Partners. If any holders of term notes allege or assert noncompliance by us or the related Servicing Partner under our servicer advance financing arrangements in order to realize such benefits, we or our Servicing Partners, or our ability to maintain servicer advance financing on favorable terms, could be materially and adversely affected.

We may not be able to finance our investments on attractive terms or at all, and financing for interests in MSRs or servicer advance receivables may be particularly difficult to obtain.

The ability to finance investments with securitizations or other long-term non-recourse financing not subject to margin requirements has been challenging as a result of market conditions. These conditions may result in having to use less efficient forms of financing for any new investments, or the refinancing of current investments, which will likely require a larger portion of our cash flows to be put toward making the investment and thereby reduce the amount of cash available for distribution to our stockholders and funds available for operations and investments, and which will also likely require us to assume higher levels of risk when financing our investments. In addition, there is a limited market for financing of interests in MSRs, and it is possible that one will not develop for a variety of reasons, such as the challenges with perfecting security interests in the underlying collateral.

Certain of our advance facilities may mature in the short term, and there can be no assurance that we will be able to renew these facilities on favorable terms or at all. Moreover, an increase in delinquencies with respect to the loans underlying our servicer advance receivables could result in the need for additional financing, which may not be available to us on favorable terms or at all. If we are not able to obtain adequate financing to purchase servicer advance receivables from our Servicing Partners or fund servicer advances under our MSRs in accordance with the applicable Servicing Guidelines, we or any such Servicing Partner, as applicable, could default on its obligation to fund such advances, which could result in its termination of us or any applicable Servicing Partner, as applicable, as servicer under the applicable Servicing Guidelines, and a partial or total loss of our interests in MSRs and servicer advances, as applicable.

The non-recourse long-term financing structures we use expose us to risks, which could result in losses to us.

We use structured finance and other non-recourse long-term financing for our investments to the extent available and appropriate. In such structures, our financing sources typically have only a claim against the assets included in the securitizations rather than a general claim against us as an entity. Prior to any such financing, we would seek to finance our investments with relatively short-term facilities until a sufficient portfolio is accumulated. As a result, we would be subject to the risk that we would not be able to acquire, during the period that any short-term facilities are available, sufficient eligible assets or securities to maximize the efficiency of a securitization. We also bear the risk that we would not be able to obtain new short-term facilities or would not be able to renew any short-term facilities after they expire should we need more time to seek

and acquire sufficient eligible assets or securities for a securitization. In addition, conditions in the capital markets may make the issuance of any such securitization less attractive to us even when we do have sufficient eligible assets or securities. While we would generally intend to retain a portion of the interests issued under such securitizations and, therefore, still have exposure to any investments included in such securitizations, our inability to enter into such securitizations may increase our overall exposure to risks associated with direct ownership of such investments, including the risk of default. Our inability to refinance any short-term facilities would also increase our risk because borrowings thereunder would likely be recourse to us as an entity. If we are unable to obtain and renew short-term facilities or to consummate securitizations to finance our investments on a long-term basis, we may be required to seek other forms of potentially less attractive financing or to liquidate assets at an inopportune time or price.

The final Basel FRTB Ruling, which raised capital charges for bank holders of ABS, CMBS and Non-Agency RMBS beginning in 2019, could adversely impact available trading liquidity and access to financing.

In January 2006, the Basel Committee on Banking Supervision released a finalized framework for calculating minimum capital requirements for market risk, which became effective in January 2019. In the final proposal, capital requirements would overall be meaningfully higher than current requirements, but are less punitive than the previous December 2014 proposal. However, each country's specific regulator may codify the rules differently. Under the framework, capital charges on a bond are calculated based on three components: default, market and residual risk. Implementation of the final proposal could impose meaningfully higher capital charges on dealers compared with current requirements, and could reduce liquidity in the securitized products market.

Risks associated with our investment in the consumer loan sector could have a material adverse effect on our business and financial results.

Our portfolio includes an investment in the consumer loan sector. Although many of the risks applicable to consumer loans are also applicable to residential mortgage loans, and thus the type of risks that we have experience managing, there are nevertheless substantial risks and uncertainties associated with engaging in a different category of investment.

The ability of borrowers to repay the consumer loans we invest in may be adversely affected by numerous personal factors, including unemployment, divorce, major medical expenses or personal bankruptcy. General factors, including an economic downturn, high energy costs or acts of God or terrorism, may also affect the financial stability of borrowers and impair their ability or willingness to repay the consumer loans in our investment portfolio. Furthermore, our returns on our consumer loan investments are dependent on the interest we receive exceeding any losses we may incur from defaults or delinquencies. The relatively higher interest rates paid by consumer loan borrowers could lead to increased delinquencies and defaults, or could lead to financially stronger borrowers prepaying their loans, thereby reducing the interest we receive from them, while financially weaker borrowers become delinquent or default, either of which would reduce the return on our investment or could cause losses.

In the event of any default under a loan in the consumer loan portfolio in which we have invested, we will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral securing the loan, if any, and the principal and accrued interest of the loan. In addition, our investments in consumer loans may entail greater risk than our investments in residential mortgage loans, particularly in the case of consumer loans that are unsecured or secured by assets that depreciate rapidly. In such cases, repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan and the remaining deficiency often does not warrant further substantial collection efforts against the borrower. Further, repossessing personal property securing a consumer loan can present additional challenges, including locating the collateral and taking possession of it. In addition, borrowers under consumer loans may have lower credit scores. There can be no guarantee that we will not suffer unexpected losses on our investments as a result of the factors set out above, which could have a negative impact on our financial results.

In addition, a portion of our investment in consumer loans is secured by second and third liens on real estate. When we hold the second or third lien, another creditor or creditors, as applicable, holds the first and/or second, as applicable, lien on the real estate that is the subject of the security. In these situations, our second or third lien is subordinate in right of payment to the first and/or second, as applicable, holder's right to receive payment. Moreover, as the servicer of the loans underlying our consumer loan portfolio is not able to track the default status of a senior lien loan in instances where we do not hold the related first mortgage, the value of the second or third lien loans in our portfolio may be lower than our estimates indicate.

Finally, one of our consumer loan investments is held through LoanCo, in which we hold a minority, non-controlling interest. We do not control LoanCo and, as a result, LoanCo may make decisions, or take risks, that we would otherwise not make, and

LoanCo may not have access to the same management and financing expertise that we have. Failure to successfully manage these risks could have a material adverse effect on our business and financial results.

The consumer loan investment sector is subject to various initiatives on the part of advocacy groups and extensive regulation and supervision under federal, state and local laws, ordinances and regulations, which could have a negative impact on our financial results.

In recent years consumer advocacy groups and some media reports have advocated governmental action to prohibit or place severe restrictions on the types of short-term consumer loans in which we have invested. Such consumer advocacy groups and media reports generally focus on the annual percentage rate to a consumer for this type of loan, which is compared unfavorably to the interest typically charged by banks to consumers with top-tier credit histories.

The fees charged on the consumer loans in the portfolio in which we have invested may be perceived as controversial by those who do not focus on the credit risk and high transaction costs typically associated with this type of investment. If the negative characterization of these types of loans becomes increasingly accepted by consumers, demand for the consumer loan products in which we have invested could significantly decrease. Additionally, if the negative characterization of these types of loans is accepted by legislators and regulators, we could become subject to more restrictive laws and regulations in the area.

In addition, we are, or may become, subject to federal, state and local laws, regulations, or regulatory policies and practices, including the Dodd-Frank Act (which, among other things, established the CFPB with broad authority to regulate and examine financial institutions), which may, amongst other things, limit the amount of interest or fees allowed to be charged on the consumer loans we invest in, or the number of consumer loans that customers may receive or have outstanding. The operation of existing or future laws, ordinances and regulations could interfere with the focus of our investments which could have a negative impact on our financial results.

Certain jurisdictions require licenses to purchase, hold, enforce or sell residential mortgage loans and/or MSRs, and we may not be able to obtain and/or maintain such licenses.

Certain jurisdictions require a license to purchase, hold, enforce or sell residential mortgage loans and/or MSRs. In the event that any licensing requirement is applicable to us, and we do not hold such licenses, there can be no assurance that we will obtain such licenses or, if obtained, that we will be able to maintain them. Our failure to obtain or maintain such licenses could restrict our ability to invest in loans in these jurisdictions if such licensing requirements are applicable. With respect to mortgage loans, in lieu of obtaining such licenses, we may contribute our acquired residential mortgage loans to one or more wholly owned trusts whose trustee is a national bank, which may be exempt from state licensing requirements. We have formed one or more subsidiaries to apply for certain state licenses. If these subsidiaries obtain the required licenses, any trust holding loans in the applicable jurisdictions may transfer such loans to such subsidiaries, resulting in these loans being held by a state-licensed entity. There can be no assurance that we will be able to obtain the requisite licenses in a timely manner or at all or in all necessary jurisdictions, or that the use of the trusts will reduce the requirement for licensing. In addition, even if we obtain necessary licenses, we may not be able to maintain them. Any of these circumstances could limit our ability to invest in residential mortgage loans or MSRs in the future and have a material adverse effect on us.

Our determination of how much leverage to apply to our investments may adversely affect our return on our investments and may reduce cash available for distribution.

We leverage certain of our assets through a variety of borrowings. Our investment guidelines do not limit the amount of leverage we may incur with respect to any specific asset or pool of assets. The return we are able to earn on our investments and cash available for distribution to our stockholders may be significantly reduced due to changes in market conditions, which may cause the cost of our financing to increase relative to the income that can be derived from our assets.

A significant portion of our investments are not match funded, which may increase the risks associated with these investments.

When available, a match funding strategy mitigates the risk of not being able to refinance an investment on favorable terms or at all. However, our Manager may elect for us to bear a level of refinancing risk on a short-term or longer-term basis, as in the case of investments financed with repurchase agreements, when, based on its analysis, our Manager determines that bearing such risk is advisable or unavoidable. In addition, we may be unable, as a result of conditions in the credit markets, to match fund our investments. For example, non-recourse term financing not subject to margin requirements has been more difficult to obtain, which impairs our ability to match fund our investments. Moreover, we may not be able to enter into interest rate swaps. A decision not to, or the inability to, match fund certain investments exposes us to additional risks.

Furthermore, we anticipate that, in most cases, for any period during which our floating rate assets are not match funded with respect to maturity, the income from such assets may respond more slowly to interest rate fluctuations than the cost of our borrowings. Because of this dynamic, interest income from such investments may rise more slowly than the related interest expense, with a consequent decrease in our net income. Interest rate fluctuations resulting in our interest expense exceeding interest income would result in operating losses for us from these investments.

Accordingly, to the extent our investments are not match funded with respect to maturities and interest rates, we are exposed to the risk that we may not be able to finance or refinance our investments on economically favorable terms, or at all, or may have to liquidate assets at a loss.

Interest rate fluctuations and shifts in the yield curve may cause losses.

Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control. Our primary interest rate exposures relate to our interests in MSRs, RMBS, loans, derivatives and any floating rate debt obligations that we may incur. Changes in interest rates, including changes in expected interest rates or "yield curves," affect our business in a number of ways. Changes in the general level of interest rates can affect our net interest income, which is the difference between the interest income earned on our interest-earning assets and the interest expense incurred in connection with our interest-bearing liabilities and hedges. Changes in the level of interest rates also can affect, among other things, our ability to acquire real estate and other securities and loans at attractive prices, the value of our real estate and other securities, loans and derivatives and our ability to realize gains from the sale of such assets. We may wish to use hedging transactions to protect certain positions from interest rate fluctuations, but we may not be able to do so as a result of market conditions, REIT rules or other reasons. In such event, interest rate fluctuations could adversely affect our financial condition, cash flows and results of operations.

Recently, the Federal Reserve has increased the benchmark interest rate and indicated that there may be further increases in the future. In the event of a significant rising interest rate environment and/or economic downturn, loan and collateral defaults may increase and result in credit losses that would adversely affect our liquidity and operating results.

Our ability to execute our business strategy, particularly the growth of our investment portfolio, depends to a significant degree on our ability to obtain additional capital. Our financing strategy is dependent on our ability to place the debt we use to finance our investments at rates that provide a positive net spread. If spreads for such liabilities widen or if demand for such liabilities ceases to exist, then our ability to execute future financings will be severely restricted.

Interest rate changes may also impact our net book value as most of our investments are marked to market each quarter. Debt obligations are not marked to market. Generally, as interest rates increase, the value of our fixed rate securities decreases, which will decrease the book value of our equity.

Furthermore, shifts in the U.S. Treasury yield curve reflecting an increase in interest rates would also affect the yield required on our investments and therefore their value. For example, increasing interest rates would reduce the value of the fixed rate assets we hold at the time because the higher yields required by increased interest rates result in lower market prices on existing fixed rate assets in order to adjust the yield upward to meet the market, and vice versa. This would have similar effects on our real estate and other securities and loan portfolio and our financial position and operations to a change in interest rates generally.

Changes in banks' inter-bank lending rate reporting practices or the method pursuant to which LIBOR is determined may adversely affect the value of the financial obligations to be held or issued by us that are linked to LIBOR.

LIBOR and other indices which are deemed "benchmarks" are the subject of recent national, international, and other regulatory guidance and proposals for reform. Some of these reforms are already effective while others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, or have other consequences which cannot be predicted. In particular, regulators and law enforcement agencies in the U.K. and elsewhere conducted criminal and civil investigations into whether the banks that contributed information to the British Bankers' Association ("BBA") in connection with the daily calculation of LIBOR may have been under-reporting or otherwise manipulating or attempting to manipulate LIBOR. A number of BBA member banks have entered into settlements with their regulators and law enforcement agencies with respect to this alleged manipulation of LIBOR. LIBOR is calculated by reference to a market for interbank lending that continues to shrink, as it is based on increasingly fewer actual transactions. This increases the subjectivity of the LIBOR calculation process and increases the risk of manipulation. Actions by the regulators or law enforcement agencies, as well as ICE Benchmark Administration (the current administrator of LIBOR), may result in changes to the manner in which LIBOR is

determined or the establishment of alternative reference rates. For example, on July 27, 2017, the U.K. Financial Conduct Authority announced that it intends to stop persuading or compelling banks to submit LIBOR rates after 2021.

It is likely that, over time, U.S. Dollar LIBOR will be replaced by the Secured Overnight Financing Rate ("SOFR") published by the Federal Reserve Bank of New York. However, the manner and timing of this shift is currently unknown. SOFR is an overnight rate instead of a term rate, making SOFR an inexact replacement for LIBOR. There is currently no established process to create robust, forward-looking, SOFR term rates. Market participants are still considering how various types of financial instruments and securitization vehicles should react to a discontinuation of LIBOR. It is possible that not all of our assets and liabilities will transition away from LIBOR at the same time, and it is possible that not all of our assets and liabilities will transition to the same alternative reference rate, in each case increasing the difficulty of hedging. Switching existing financial instruments and hedging transactions from LIBOR to SOFR requires calculations of a spread. Industry organizations are attempting to structure the spread calculation in a manner that minimizes the possibility of value transfer between counterparties, borrowers, and lenders by virtue of the transition, but there is no assurance that the calculated spread will be fair and accurate or that all asset types and all types of securitization vehicles will use the same spread. We and other market participants have less experience understanding and modeling SOFR-based assets and liabilities than LIBOR-based assets and liabilities, increasing the difficulty of investing, hedging, and risk management. The process of transition involves operational risks. It is also possible that no transition will occur for many financial instruments, meaning that those instruments would continue to be subject to the weaknesses of the LIBOR calculation process. At this time, it is not possible to predict the effect of any such changes, any establishment of alternative reference rates or any other reforms to LIBOR that may be implemented. Uncertainty as to the nature of such potential changes, alternative reference rates or other reforms may adversely affect the market for or value of any securities on which the interest or dividend is determined by reference to LIBOR, loans, derivatives and other financial obligations or on our overall financial condition or results of operations. More generally, any of the above changes or any other consequential changes to LIBOR or any other "benchmark" as a result of international, national or other proposals for reform or other initiatives or investigations, or any further uncertainty in relation to the timing and manner of implementation of such changes, could have a material adverse effect on the value of and return on any securities based on or linked to a "benchmark."

Any hedging transactions that we enter into may limit our gains or result in losses.

We may use, when feasible and appropriate, derivatives to hedge a portion of our interest rate exposure, and this approach has certain risks, including the risk that losses on a hedge position will reduce the cash available for distribution to stockholders and that such losses may exceed the amount invested in such instruments. We have adopted a general policy with respect to the use of derivatives, which generally allows us to use derivatives where appropriate, but does not set forth specific policies and procedures or require that we hedge any specific amount of risk. From time to time, we may use derivative instruments, including forwards, futures, swaps and options, in our risk management strategy to limit the effects of changes in interest rates on our operations. A hedge may not be effective in eliminating all of the risks inherent in any particular position. Our profitability may be adversely affected during any period as a result of the use of derivatives.

There are limits to the ability of any hedging strategy to protect us completely against interest rate risks. When rates change, we expect the gain or loss on derivatives to be offset by a related but inverse change in the value of any items that we hedge. We cannot assure you, however, that our use of derivatives will offset the risks related to changes in interest rates. We cannot assure you that our hedging strategy and the derivatives that we use will adequately offset the risk of interest rate volatility or that our hedging transactions will not result in losses. In addition, our hedging strategy may limit our flexibility by causing us to refrain from taking certain actions that would be potentially profitable but would cause adverse consequences under the terms of our hedging arrangements. The REIT provisions of the Internal Revenue Code limit our ability to hedge. In managing our hedge instruments, we consider the effect of the expected hedging income on the REIT qualification tests that limit the amount of gross income that a REIT may receive from hedging. We need to carefully monitor, and may have to limit, our hedging strategy to assure that we do not realize hedging income, or hold hedges having a value, in excess of the amounts that would cause us to fail the REIT gross income and asset tests. See "—Risks Related to Our Taxation as a REIT—Complying with the REIT requirements may limit our ability to hedge effectively."

Accounting for derivatives under GAAP is extremely complicated. Any failure by us to account for our derivatives properly in accordance with GAAP in our financial statements could adversely affect us. In addition, under applicable accounting standards, we may be required to treat some of our investments as derivatives, which could adversely affect our results of operations.

Cybersecurity incidents and technology disruptions or failures could damage our business operations and reputation, increase our costs and subject us to potential liability.

As our reliance on rapidly changing technology has increased, so have the risks that threaten the confidentiality, integrity or availability of our information systems, both internal and those provided to us by third-party service providers (including, but not limited to, our Servicing Partners). Cybersecurity incidents may involve gaining authorized or unauthorized access to our information systems for purposes of theft of certain personally identifiable information of consumers, misappropriating assets, stealing confidential information, corrupting data or causing operational disruption. Disruptions and failures of our systems or those of our third-party vendors could result from these incidents or be caused by fire, power outages, natural disasters and other similar events and may interrupt or delay our ability to provide services to our customers, expose us to remedial costs and reputational damage, and otherwise adversely affect our operations. During the COVID-19 pandemic, a portion of our staff have worked remotely, which has caused us to rely heavily on virtual communication and may increase our exposure to cybersecurity risks.

Despite our efforts to ensure the integrity of our systems, there can be no assurance that any such cyber incidents will not occur or, if they do occur, that they will be adequately addressed. We also may not be able to anticipate or implement effective preventive measures against all security breaches, especially because the methods and sources of breaches change frequently or may not be immediately detected.

In addition, we are subject to various privacy and data protection laws and regulations, and any changes to laws or regulations, including new restrictions or requirements applicable to our business, could impose additional costs and liability on us and could limit our use and disclosure of such information. For example, the New York State Department of Financial Services requires certain financial services companies, such as NRM and NewRez, to establish a detailed cybersecurity program and comply with other requirements, and the CCPA creates new compliance regulations on businesses that collect information from California residents.

Any of the foregoing events could result in violations of applicable privacy and other laws, financial loss to us or to our customers, loss of confidence in our security measures, customer dissatisfaction, additional regulatory scrutiny, significant litigation exposure and harm to our reputation, any of which could have a material adverse effect on our business, financial condition, liquidity and results of operations.

We depend on counterparties and vendors to provide certain services, which subjects us to various risks.
We have a number of counterparties and vendors, who provide us with financial, technology and other services that support our businesses. If our current counterparties and vendors were to stop providing services to us on acceptable terms, we may be unable to procure alternative services from other counterparties or vendors in a timely and efficient manner and on similarly acceptable terms, or at all. With respect to vendors engaged to perform certain servicing activities, we are required to assess their compliance with various regulations and establish procedures to provide reasonable assurance that the vendor's activities comply in all material respects with such regulations. In the event that a vendor's activities are not in compliance, it could negatively impact our relationships with our regulators, as well as our business and operations. Accordingly, we may incur significant costs to resolve any such disruptions in service which could have a material adverse effect on our business, financial condition, liquidity and results of operations.

We are subject to risks related to securitization of any loans originated and/or serviced by our subsidiaries.

The securitization of any loans that we originate and/or service subject us to various risks that may increase our compliance costs and adversely impact our financial results, including:

- compliance with the terms of the agreements governing the securitized pools of loans, including any indemnification and repurchase provisions;
- reliance on programs administered by, the GSEs, and Ginnie Mae that facilitate the issuance of mortgage-backed securities in the secondary market and the effect of any changes or modifications thereto (see-"GSE initiatives and other actions, including changes to the minimum servicing amount for GSE loans, could occur at any time and could impact us in significantly negative ways that we are unable to predict or protect against" and -"The federal conservatorship of Fannie Mae and Freddie Mac and related efforts, along with any changes in laws and regulations affecting the relationship between these agencies and the U.S. government, may adversely affect our business"); and
- federal and state legislation in securitizations, such as the risk retention requirements under the Dodd-Frank Act, could result in higher costs of certain lending operations and impose on us additional compliance requirements to meet servicing and origination criteria for securitized mortgage loans.

Maintenance of our 1940 Act exclusion imposes limits on our operations.

We intend to continue to conduct our operations so that neither we nor any of our subsidiaries are required to register as an investment company under the 1940 Act. We believe we will not be considered an investment company under Section 3(a)(1)(A) of the 1940 Act because we will not engage primarily, or hold ourselves out as being engaged primarily, in the business of investing, reinvesting or trading in securities. However, under Section 3(a)(1)(C) of the 1940 Act, because we are a holding company that will conduct its businesses primarily through wholly owned and majority owned subsidiaries, the securities issued by our subsidiaries that are excluded from the definition of "investment company" under Section 3(c)(1) or Section 3(c)(7) of the 1940 Act, together with any other investment securities we may own, may not have a combined value in excess of 40% of the value of our total assets (exclusive of U.S. Government securities and cash items) on an unconsolidated basis, unless another exclusion from the definition of "investment company" is available to us. For purposes of the foregoing, we currently treat our interest in our SLS Servicer Advance Investment and our subsidiaries that hold consumer loans as investment securities because these subsidiaries presently rely on the exclusion provided by Section 3(c)(7) of the 1940 Act. The 40% test under Section 3(a)(1)(C) of the 1940 Act limits the types of businesses in which we may engage through our subsidiaries. In addition, the assets we and our subsidiaries may originate or acquire are limited by the provisions of the 1940 Act and the rules and regulations promulgated under the 1940 Act, which may adversely affect our business.

If the value of securities issued by our subsidiaries that are excluded from the definition of "investment company" by Section 3(c)(1) or 3(c)(7) of the 1940 Act, together with any other investment securities we own, exceeds the 40% test under Section 3(a)(1)(C) of the 1940 Act (e.g., the value of our interests in the taxable REIT subsidiaries that hold Servicer Advance Investments and are not excluded from the definition of "investment company" by Section 3(c)(5)(A), (B) or (C) of the 1940 Act increases significantly in proportion to the value of our other assets), or if one or more of such subsidiaries fail to maintain an exclusion or exception from the 1940 Act, we could, among other things, be required either (a) to substantially change the manner in which we conduct our operations to avoid being required to register as an investment company or (b) to register as an investment company under the 1940 Act, either of which could have an adverse effect on us and the market price of our securities. As discussed above, for purposes of the foregoing, we generally treat our interests in our SLS Servicer Advance Investment and our subsidiaries that hold consumer loans as investment securities because these subsidiaries presently rely on the exclusion provided by Section 3(c)(7) of the 1940 Act. If we or any of our subsidiaries were required to register as an investment company under the 1940 Act, the registered entity would become subject to substantial regulation with respect to capital structure (including the ability to use leverage), management, operations, transactions with affiliated persons (as defined in the 1940 Act), portfolio composition, including restrictions with respect to diversification and industry concentration, compliance with reporting, record keeping, voting, proxy disclosure and other rules and regulations that would significantly change our operations.

Failure to maintain an exclusion would require us to significantly restructure our investment strategy. For example, because affiliate transactions are generally prohibited under the 1940 Act, we would not be able to enter into transactions with any of our affiliates if we are required to register as an investment company, and we might be required to terminate our Management Agreement and any other agreements with affiliates, which could have a material adverse effect on our ability to operate our business and pay distributions. If we were required to register us as an investment company but failed to do so, we would be prohibited from engaging in our business, and criminal and civil actions could be brought against us. In addition, our contracts would be unenforceable unless a court required enforcement, and a court could appoint a receiver to take control of us and liquidate our business.

For purposes of the foregoing, we treat our interests in certain of our wholly owned and majority owned subsidiaries, which constitute more than 60% of the value of our adjusted total assets on an unconsolidated basis, as non-investment securities because such subsidiaries qualify for exclusion from the definition of an investment company under the 1940 Act pursuant to Section 3(c)(5)(C) of the 1940 Act. The Section 3(c)(5)(C) exclusion is available for entities "primarily engaged" in the business of "purchasing or otherwise acquiring mortgages and other liens on and interests in real estate." The Section 3(c)(5)(C) exclusion generally requires that at least 55% of these subsidiaries' assets must comprise qualifying real estate assets and at least 80% of each of their portfolios must comprise qualifying real estate assets and real estate-related assets under the 1940 Act. We expect each of our subsidiaries relying on Section 3(c)(5)(C) to rely on guidance published by the SEC staff or on our analyses of such guidance to determine which assets are qualifying real estate assets and real estate-related assets. However, the SEC's guidance was issued in accordance with factual situations that may be substantially different from the factual situations each of our subsidiaries may face, and much of the guidance was issued more than 20 years ago. No assurance can be given that the SEC staff will concur with the classification of each of our subsidiaries' assets. In addition, the SEC staff may, in the future, issue further guidance that may require us to re-classify some of our subsidiaries' assets for purposes of qualifying for an exclusion from regulation under the 1940 Act. For example, the SEC and its staff have not published guidance with respect to the treatment of whole pool Non-Agency RMBS for purposes of the Section 3(c)(5)(C) exclusion. Accordingly, based on our own judgment and analysis of the guidance from the SEC and its staff identifying Agency whole pool certificates as qualifying

real estate assets under Section 3(c)(5)(C), we treat whole pool Non-Agency RMBS issued with respect to an underlying pool of mortgage loans in which our subsidiary relying on Section 3(c)(5)(C) holds all of the certificates issued by the pool as qualifying real estate assets. Based on our own judgment and analysis of the guidance from the SEC and its staff with respect to analogous assets, we treat Excess MSRs for which we do not own the related servicing rights as real estate-related assets for purposes of satisfying the 80% test under the Section 3(c)(5)(C) exclusion. If we are required to re-classify any of our subsidiaries' assets, including those subsidiaries holding whole pool Non-Agency RMBS and/or Excess MSRs, such subsidiaries may no longer be in compliance with the exclusion from the definition of an "investment company" provided by Section 3(c)(5)(C) of the 1940 Act, and in turn, we may not satisfy the requirements to avoid falling within the definition of an "investment company" provided by Section 3(a)(1)(C). To the extent that the SEC staff publishes new or different guidance or disagrees with our analysis with respect to any assets of our subsidiaries we have determined to be qualifying real estate assets or real estate-related assets, we may be required to adjust our strategy accordingly. In addition, we may be limited in our ability to make certain investments and these limitations could result in a subsidiary holding assets we might wish to sell or selling assets we might wish to hold.

In August 2011, the SEC issued a concept release soliciting public comments on a wide range of issues relating to companies engaged in the business of acquiring mortgages and mortgage-related instruments and that rely on Section 3(c)(5)(C) of the 1940 Act. Therefore, there can be no assurance that the laws and regulations governing the 1940 Act status of REITs, or guidance from the SEC or its staff regarding the Section 3(c)(5)(C) exclusion, will not change in a manner that adversely affects our operations. If we or our subsidiaries fail to maintain an exclusion or exception from the 1940 Act, we could, among other things, be required either to (a) change the manner in which we conduct our operations to avoid being required to register as an investment company, (b) effect sales of our assets in a manner that, or at a time when, we would not otherwise choose to do so, or (c) register as an investment company, any of which could negatively affect the value of our common stock, the sustainability of our business model, and our ability to make distributions. In addition, if we or any of our subsidiaries were required to register as an investment company under the 1940 Act, the registered entity would become subject to substantial regulation with respect to capital structure (including the ability to use leverage), management, operations, transactions with affiliated persons (as defined in the 1940 Act), portfolio composition, including restrictions with respect to diversification and industry concentration, compliance with reporting, record keeping, voting, proxy disclosure and other rules and regulations that would significantly change our operations.

Rapid changes in the values of our assets may make it more difficult for us to maintain our qualification as a REIT or our exclusion from the 1940 Act.

If the market value or income potential of qualifying assets for purposes of our qualification as a REIT or our exclusion from registration as an investment company under the 1940 Act declines as a result of increased interest rates, changes in prepayment rates or other factors, or the market value or income from non-qualifying assets increases, we may need to increase our investments in qualifying assets and/or liquidate our non-qualifying assets to maintain our REIT qualification or our exclusion from registration under the 1940 Act. If the change in market values or income occurs quickly, this may be especially difficult to accomplish. This difficulty may be exacerbated by the illiquid nature of any non-qualifying assets we may own. We may have to make investment decisions that we otherwise would not make absent the intent to maintain our qualification as a REIT and exclusion from registration under the 1940 Act.

We are subject to significant competition, and we may not compete successfully.

We are subject to significant competition in seeking investments. We compete with other companies, including other REITs, insurance companies and other investors, including funds and companies affiliated with our Manager. Some of our competitors have greater resources than we possess or have greater access to capital or various types of financing structures than are available to us, and we may not be able to compete successfully for investments or provide attractive investment returns relative to our competitors. These competitors may be willing to accept lower returns on their investments and, as a result, our profit margins could be adversely affected. Furthermore, competition for investments that are suitable for us, including, but not limited to, interests in MSRs, may lead to decreased availability, higher market prices and decreased returns available from such investments, which may further limit our ability to generate our desired returns. We cannot assure you that other companies will not be formed that compete with us for investments or otherwise pursue investment strategies similar to ours or that we will be able to compete successfully against any such companies.

Our business could suffer if we fail to attract and retain highly skilled personnel.

Our future success will depend on our ability to identify, hire, develop, motivate and retain highly qualified personnel for all areas of the Company, in particular skilled managers, loan officers, underwriters, loan servicers, debt default specialists and other personnel specialized in finance, risk and compliance. Trained and experienced personnel are in high demand and may be

in short supply in some areas. We may not be able to attract, develop and maintain an adequate skilled workforce necessary to operate our businesses and labor expenses may increase as a result of a shortage in the supply of qualified personnel. If we are unable to attract and retain such personnel, we may not be able to take advantage of acquisitions and other growth opportunities that may be presented to us and this could have a material adverse effect on our business, financial condition, liquidity and results of operations.

The valuations of our assets are subject to uncertainty because most of our assets are not traded in an active market.

There is not anticipated to be an active market for most of the assets in which we will invest. In the absence of market comparisons, we will use other pricing methodologies, including, for example, models based on assumptions regarding expected trends, historical trends following market conditions believed to be comparable to the then current market conditions and other factors believed at the time to be likely to influence the potential resale price of, or the potential cash flows derived from, an investment. Such methodologies may not prove to be accurate and any inability to accurately price assets may result in adverse consequences for us. A valuation is only an estimate of value and is not a precise measure of realizable value. Ultimate realization of the market value of a private asset depends to a great extent on economic and other conditions beyond our control. Further, valuations do not necessarily represent the price at which a private investment would sell since market prices of private investments can only be determined by negotiation between a willing buyer and seller. If we were to liquidate a particular private investment, the realized value may be more than or less than the valuation of such asset as carried on our books.

Changes in accounting rules could occur at any time and could impact us in significantly negative ways that we are unable to predict or protect against.

As has been widely publicized, the SEC, the Financial Accounting Standards Board (the "FASB") and other regulatory bodies that establish the accounting rules applicable to us have recently proposed or enacted a wide array of changes to accounting rules. Moreover, in the future these regulators may propose additional changes that we do not currently anticipate. Changes to accounting rules that apply to us could significantly impact our business or our reported financial performance in negative ways that we cannot predict or protect against. We cannot predict whether any changes to current accounting rules will occur or what impact any codified changes will have on our business, results of operations, liquidity or financial condition, directly or through their impact on our Servicing Partners or counterparties.

A prolonged economic slowdown, a lengthy or severe recession, or declining real estate values could harm our operations.

We believe the risks associated with our business are more severe during periods in which an economic slowdown or recession is accompanied by declining real estate values, as was the case in 2008. The outbreak of COVID-19 has and could continue to have a continued adverse impact on economic and market conditions and trigger a prolonged period of economic slowdown. Declining real estate values generally reduce the level of new mortgage loan originations, since borrowers often use increases in the value of their existing properties to support the purchase of, or investment in, additional properties. Borrowers may also be less able to pay principal and interest on our loans or the loans underlying our securities, interests in MSRs and servicer advances, if the real estate economy weakens. Further, declining real estate values significantly increase the likelihood that we will incur losses on our investments in the event of default because the value of our collateral may be insufficient to cover our basis. Any sustained period of increased payment delinquencies, foreclosures or losses could adversely affect our net interest income from the assets in our portfolio, which would significantly harm our revenues, results of operations, financial condition, liquidity, business prospects and our ability to make distributions to our stockholders.

Compliance with changing regulation of corporate governance and public disclosure has and will continue to result in increased compliance costs and pose challenges for our management team.

Certain aspects of the Dodd-Frank Act remain subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on us and, more generally, the financial services and mortgage industries. Additionally, we cannot predict whether there will be additional proposed laws or reforms that would affect us, whether or when such changes may be adopted, how such changes may be interpreted and enforced or how such changes may affect us. However, the costs of complying with any additional laws or regulations could have a material effect on our financial condition and results of operations.

We have engaged and may in the future engage in a number of acquisitions and we may be unable to successfully integrate the acquired assets and assumed liabilities in connection with such acquisitions.

As part of our business strategy, we regularly evaluate acquisitions of what we believe are complementary assets. Identifying and achieving the anticipated benefits of such acquisitions is subject to a number of uncertainties, including, without limitation, whether we are able to acquire the assets, within our parameters, integrate the acquired assets and manage the assumed liabilities efficiently. It is possible that the integration process could take longer than anticipated and could result in additional and unforeseen expenses, the disruption of our ongoing business, processes and systems, or inconsistencies in standards, controls, procedures, practices and policies, any of which could adversely affect our ability to achieve the anticipated benefits of such acquisitions. There may be increased risk due to integrating the assets into our financial reporting and internal control systems. Difficulties in adding the assets into our business could also result in the loss of contract counterparties or other persons with whom we conduct business and potential disputes or litigation with contract counterparties or other persons with whom we or such counterparties conduct business. We could also be adversely affected by any issues attributable to the related seller's operations that arise or are based on events or actions that occurred prior to the closing of such acquisitions. Completion of the integration process is subject to a number of uncertainties, and no assurance can be given that the anticipated benefits will be realized in their entirety or at all or, if realized, the timing of their realization. Failure to achieve these anticipated benefits could result in increased costs or decreases in the amount of expected revenues and could adversely affect our future business, financial condition, operating results and cash flows. Due to the costs of engaging in a number of acquisitions, we may also have difficulty completing more acquisitions in the future.

There may be difficulties with integrating the loans underlying MSR acquisitions involving servicing transfers into the successor servicer's servicing platform, which could have a material adverse effect on our results of operations, financial condition and liquidity.

In connection with certain MSR acquisitions, servicing is transferred from the seller to a subservicer appointed by us. The ability to integrate and service the assets acquired will depend in large part on the success of our subservicer's integration of expanded servicing capabilities with its current operations. We may fail to realize some or all of the anticipated benefits of these transactions if the integration process takes longer, or is more costly, than expected. Potential difficulties we may encounter during the integration process with the assets acquired in MSR acquisitions involving servicing transfers include, but are not limited to, the following:

- the integration of the portfolio into our applicable subservicer's information technology platforms and servicing systems;
- the quality of servicing during any interim servicing period after we purchase the portfolio but before our applicable subservicer assumes servicing obligations from the seller or its agents;
- the disruption to our ongoing businesses and distraction of our management teams from ongoing business concerns;
- incomplete or inaccurate files and records;
- the retention of existing customers;
- the creation of uniform standards, controls, procedures, policies and information systems;
- the occurrence of unanticipated expenses; and
- potential unknown liabilities associated with the transactions, including legal liability related to origination and servicing prior to the acquisition.

Our failure to meet the challenges involved in successfully integrating the assets acquired in MSR acquisitions involving servicing transfers with our current business could impair our operations. For example, it is possible that the data our applicable subservicer acquires upon assuming the direct servicing obligations for the loans may not transfer from the seller's platform to its systems properly. This may result in data being lost, key information not being locatable on our applicable subservicer's systems, or the complete failure of the transfer. If our employees are unable to access customer information easily, or is unable to produce originals or copies of documents or accurate information about the loans, collections could be affected significantly, and our subservicer may not be able to enforce its right to collect in some cases. Similarly, collections could be affected by any changes to our applicable subservicer's collections practices, the restructuring of any key servicing functions, transfer of files and other changes that occur as a result of the transfer of servicing obligations from the seller to our subservicer.

We could be materially and adversely affected by past events, conditions or actions with respect to HLSS or Ocwen.

HLSS acquired assets and assumed liabilities could be adversely affected as a result of events or conditions that occurred or existed before the closing of the HLSS Acquisition. Adverse changes in the assets or liabilities we have acquired or assumed, respectively, as part of the HLSS Acquisition, could occur or arise as a result of actions by HLSS or Ocwen, legal or regulatory developments, including the emergence or unfavorable resolution of pre-acquisition loss contingencies, deteriorating general business, market, industry or economic conditions, and other factors both within and beyond the control of HLSS or Ocwen.

We are subject to a variety of risks as a result of our dependence on Servicing Partners, including, without limitation, the potential loss of all of the value of our Excess MSRs in the event that the servicer of the underlying loans is terminated by the mortgage loan owner or RMBS bondholders. A significant decline in the value of HLSS assets or a significant increase in HLSS liabilities we have acquired could adversely affect our future business, financial condition, cash flows and results of operations. HLSS is subject to a number of other risks and uncertainties, including regulatory investigations and legal proceedings against HLSS, and others with whom HLSS conducted business. Moreover, any insurance proceeds received with respect to such matters may be inadequate to cover the associated losses. Adverse developments at Ocwen, including liquidity issues, ratings downgrades, defaults under debt agreements, servicer rating downgrades, failure to comply with the terms of PSAs, termination under PSAs, Ocwen bankruptcy proceedings and additional regulatory issues and settlements, including those described above, could have a material adverse effect on us. See "—We rely heavily on our Servicing Partners to achieve our investment objective and have no direct ability to influence their performance."

Our ability to borrow may be adversely affected by the suspension or delay of the rating of the notes issued under certain of our financing facilities by the credit agency providing the ratings.

Certain of our financing facilities are rated by one rating agency and we may sponsor financing facilities in the future that are rated by credit agencies. The related agency or rating agencies may suspend rating notes backed by servicer advances, MSRs, Excess MSRs and our other investments at any time. Rating agency delays may result in our inability to obtain timely ratings on new notes, or amend or modify other financing facilities which could adversely impact the availability of borrowings or the interest rates, advance rates or other financing terms and adversely affect our results of operations and liquidity. Further, if we are unable to secure ratings from other agencies, limited investor demand for unrated notes could result in further adverse changes to our liquidity and profitability.

A downgrade of certain of the notes issued under our financing facilities could cause such notes to become due and payable prior to their expected repayment date/maturity date, which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Regulatory scrutiny regarding foreclosure processes could lengthen foreclosure timelines, which could increase advances and materially and adversely affect our business, financial condition, results of operations and liquidity.

When a residential mortgage loan is in foreclosure, the servicer is generally required to continue to advance delinquent principal and interest to the securitization trust and to also make advances for delinquent taxes and insurance and foreclosure costs and the upkeep of vacant property in foreclosure to the extent it determines that such amounts are recoverable. These servicer advances are generally recovered when the delinquency is resolved. Foreclosure moratoria or other actions that lengthen the foreclosure process increase the amount of servicer advances, lengthen the time it takes for reimbursement of such advances and increase the costs incurred during the foreclosure process. In addition, servicer advance financing facilities generally contain provisions that limit the eligibility of servicer advances to be financed based on the length of time that servicer advances are outstanding, and, as a result, an increase in foreclosure timelines could further increase the amount of servicer advances that need to be funded from the related servicer's own capital. Such increases in foreclosure timelines could increase the need for capital to fund servicer advances, which would increase our interest expense, delay the collection of interest income or servicing revenue until the foreclosure has been resolved and, therefore, reduce the cash that we have available to pay our operating expenses or to pay dividends. For more information, see "—We could be materially and adversely affected by past events, conditions or actions with respect to HLSS or Ocwen" above.

Certain of our Servicing Partners have triggered termination events or events of default under some PSAs underlying the MSRs with respect to which we are entitled to the basic fee component or Excess MSRs.

In certain of these circumstances, the related Servicing Partner may be terminated without any right to compensation for its loss, other than the right to be reimbursed for any outstanding servicer advances as the related loans are brought current, modified, liquidated or charged off. So long as we are in compliance with our obligations under our servicing agreements and purchase agreements, if we or one of our Servicing Partners is terminated as servicer, we may have the right to receive an indemnification payment from the applicable Servicing Partner, even if such termination related to servicer termination events or events of default existing at the time of any transaction with such Servicing Partner. If one of our Servicing Partners is terminated as servicer under a PSA, we will lose any investment related to such Servicing Partner's MSRs. If we or such Servicing Partner is terminated as servicer with respect to a PSA and we are unable to enforce our contractual rights against such Servicing Partner, or if such Servicing Partner is unable to make any resulting indemnification payments to us, if any such payment is due and payable, it may have a material adverse effect on our financial condition, results of operations, ability to make distributions, liquidity and financing arrangements, including our servicer advance financing facilities, and may make it more difficult for us to acquire additional interests in MSRs in the future.

Representations and warranties made by us in our collateralized borrowings and loan sale agreements may subject us to liability.

Our financing facilities require us to make certain representations and warranties regarding the assets that collateralize the borrowings. Although we perform due diligence on the assets that we acquire, certain representations and warranties that we make in respect of such assets may ultimately be determined to be inaccurate. In addition, our loan sale agreements require us to make representations and warranties to the purchaser regarding the loans that were sold. Such representations and warranties may include, but are not limited to, issues such as the validity of the lien; the absence of delinquent taxes or other liens; the loans' compliance with all local, state and federal laws and the delivery of all documents required to perfect title to the lien.

In the event of a breach of a representation or warranty, we may be required to repurchase affected loans, make indemnification payments to certain indemnified parties or address any claims associated with such breach. Further, we may have limited or no recourse against the seller from whom we purchased the loans. Such recourse may be limited due to a variety of factors, including the absence of a representation or warranty from the seller corresponding to the representation provided by us or the contractual expiration thereof. A breach of a representation or warranty could adversely affect our results of operations and liquidity.

Our ability to exercise our cleanup call rights may be limited or delayed if a third party contests our ability to exercise our cleanup call rights, if the related securitization trustee refuses to permit the exercise of such rights, or if a related party is subject to bankruptcy proceedings.

Certain servicing contracts permit more than one party to exercise a cleanup call—meaning the right of a party to collapse a securitization trust by purchasing all of the remaining loans held by the securitization trust pursuant to the terms set forth in the applicable servicing agreement. While the servicers from which we acquired our cleanup call rights (or other servicers from which these servicers acquired MSRs) may be named as the party entitled to exercise such rights, certain third parties may also be permitted to exercise such rights. If any such third party exercises a cleanup call, we could lose our ability to exercise our cleanup call right and, as a result, lose the ability to generate positive returns with respect to the related securitization transaction. In addition, another party could impair our ability to exercise our cleanup call rights by contesting our rights (for example, by claiming that they hold the exclusive cleanup call right with respect to the applicable securitization trust). Moreover, because the ability to exercise a cleanup call right is governed by the terms of the applicable servicing agreement, any ambiguous or conflicting language regarding the exercise of such rights in the agreement may make it more difficult and costly to exercise a cleanup call right. Finally, many of our call rights are not currently exercisable and may not become exercisable for a period of years. As a result, our ability to realize the benefits from these rights will depend on a number of factors at the time they become exercisable many of which are outside our control, including interest rates, conditions in the capital markets and conditions in the residential mortgage market.

The exercise of cleanup calls could negatively impact our interests in MSRs.

The exercise of cleanup call rights results in the termination of the MSRs on the loans held within the related securitization trusts. To the extent we own interests in MSRs with respect to loans held within securitization trusts where cleanup call rights are exercised, whether they are exercised by us or a third party, the value of our interests in those MSRs will likely be reduced to zero and we could incur losses and reduced cash flows from any such interests.

New Residential's subsidiaries, NRM and NewRez, are or may become subject to significant state and federal regulations.

Subsidiaries of New Residential, NRM and NewRez, have obtained applicable qualifications, licenses and approvals to own Non-Agency and certain Agency MSRs in the United States and certain other jurisdictions. As a result of NRM and NewRez's current and expected approvals, NRM and NewRez are subject to extensive and comprehensive regulation under federal, state and local laws in the United States. These laws and regulations do, and may in the future, significantly affect the way that NRM and NewRez do business, and subject NRM, NewRez and New Residential to additional costs and regulatory obligations, which could impact our financial results.

NRM and NewRez's business may become subject to increasing regulatory oversight and scrutiny in the future, which may lead to regulatory investigations or enforcement actions, including both formal and informal inquiries, from various state and federal agencies as part of those agencies' supervision of mortgage servicing and origination business activities. An adverse result in governmental investigations or examinations or private lawsuits, including purported class action lawsuits, may adversely affect NRM, NewRez and our financial results or result in serious reputational harm. In addition, a number of participants in the

mortgage servicing industry have been the subject of purported class action lawsuits and regulatory actions by state or federal regulators, and other industry participants have been the subject of actions by state Attorneys General.

Failure of New Residential's subsidiaries, NRM and NewRez, to obtain or maintain certain licenses and approvals required for NRM or NewRez to purchase and own MSRs could prevent us from purchasing or owning MSRs, which could limit our potential business activities.

State and federal laws require a business to hold certain state licenses prior to acquiring MSRs. NRM and NewRez are currently licensed or otherwise eligible to hold MSRs in each applicable state. As a licensees in such states, NRM and NewRez may become subject to administrative actions in those states for failing to satisfy ongoing license requirements or for other state law violations, the consequences of which could include fines or suspensions or revocations of NRM or NewRez licenses by applicable state regulatory authorities, which could in turn result in NRM or NewRez becoming ineligible to hold MSRs in the related jurisdictions. We could be delayed or prohibited from conducting certain business activities if we do not maintain necessary licenses in certain jurisdictions. We cannot assure you that we will be able to maintain all of the required state licenses.

Additionally, NRM and NewRez have received approval from FHA to hold MSRs associated with FHA-insured mortgage loans, from Fannie Mae to hold MSRs associated with loans owned by Fannie Mae, and from Freddie Mac to hold MSRs associated with loans owned by Freddie Mac. As approved Fannie Mae Servicers, Freddie Mac Servicers and FHA Lenders, NRM and NewRez are required to conduct aspects of their respective operations in accordance with applicable policies and guidelines published by FHA, Fannie Mae and Freddie Mac in order to maintain those approvals. Should NRM or NewRez fail to maintain FHA, Fannie Mae or Freddie Mac approval, NRM or NewRez may be unable to purchase or hold MSRs associated with FHA-insured, Fannie Mae and/or Freddie Mac loans, which could limit our potential business activities.

In addition, NewRez is an approved issuer of mortgage-backed securities guaranteed by Ginnie Mae and services the mortgage loans related to such securities ("Ginnie Mae Issuer"). As an approved Ginnie Mae Issuer, NewRez is required to conduct aspects of its operations in accordance with applicable policies and guidelines published by Ginnie Mae in order to maintain its approvals. Should NewRez fail to maintain Ginnie Mae approval, we may be unable to purchase or hold MSRs associated with Ginnie Mae loans, which could limit our potential business activities.

NRM and NewRez are currently subject to various, and may become subject to additional, information reporting and other regulatory requirements, and there is no assurance that we will be able to satisfy those requirements or other ongoing requirements applicable to mortgage loan servicers under applicable federal and state laws and regulations. Any failure by NRM or NewRez to comply with such state or federal regulatory requirements may expose us to administrative or enforcement actions, license or approval suspensions or revocations or other penalties that may restrict our business and investment options, any of which could adversely impact our business and financial results and damage our reputation.

We may become subject to fines or other penalties based on the conduct of mortgage loan originators and brokers that originate residential mortgage loans related to MSRs that we acquire, and the third-party servicers we may engage to subservice the loans underlying MSRs we acquire.

We have acquired MSRs and may in the future acquire additional MSRs from third-party mortgage loan originators, brokers or other sellers, and we therefore are or will become dependent on such third parties for the related mortgage loans' compliance with applicable law, and on third-party mortgage servicers, including our Servicing Partners, to perform the day-to-day servicing on the mortgage loans underlying any such MSRs. Mortgage loan originators and brokers are subject to strict and evolving consumer protection laws and other legal obligations with respect to the origination of residential mortgage loans. These laws and regulations include the residential mortgage servicing standards, "ability-to-repay" and "qualified mortgage" regulations promulgated by the CFPB, which became effective in 2014. In addition, there are various other federal, state, and local laws and regulations that are intended to discourage predatory lending practices by residential mortgage loan originators. These laws may be highly subjective and open to interpretation and, as a result, a regulator or court may determine that that there has been a violation where an originator or servicer of mortgage loans reasonably believed that the law or requirement had been satisfied. Failure or alleged failure by originators or servicers to comply with these laws and regulations could subject us to state or CFPB administrative proceedings, which could result in monetary penalties, license suspensions or revocations, or restrictions to our business, all of which could adversely impact our business and financial results and damage our reputation.

The final servicing rules promulgated by the CFPB to implement certain sections of the Dodd-Frank Act include provisions relating to, among other things, periodic billing statements and disclosures, responding to borrower inquiries and complaints, force-placed insurance, and adjustable rate mortgage interest rate adjustment notices. Further, the mortgage servicing rules require servicers to, among other things, make good faith early intervention efforts to notify delinquent borrowers of loss

mitigation options, to implement specified loss mitigation procedures, and if feasible, exhaust all loss mitigation options before proceeding to foreclosure. Proposed updates to further refine these rules have been published and will likely lead to further changes in requirements applicable to servicing mortgage loans.

In addition to NewRez d/b/a Shellpoint Mortgage Servicing, we engage third-party servicers to subservice mortgage loans relating to any MSRs we acquire. It is therefore possible that a third-party servicer's failure to comply with the new and evolving servicing protocols could adversely affect the value of the MSRs we acquire. Additionally, we may become subject to fines, penalties or civil liability based upon the conduct of any third-party servicer who services mortgage loans related to MSRs that we have acquired or will acquire in the future.

Investments in MSRs may expose us to additional risks.

We hold investments in MSRs. Our investments in MSRs may subject us to certain additional risks, including the following:

- We have limited experience acquiring MSRs and operating a servicer. Although ownership of MSRs and the operation of a servicer includes many of the same risks as our other target assets and business activities, including risks related to prepayments, borrower credit, defaults, interest rates, hedging, and regulatory changes, there can be no assurance that we will be able to successfully operate a servicer subsidiary and integrate MSR investments into our business operations.
- As of today, we rely on subservicers to subservice the mortgage loans underlying our MSRs on our behalf. We are generally responsible under the applicable Servicing Guidelines for any subservicer's non-compliance with any such applicable Servicing Guideline. In addition, there is a risk that our current subservicers will be unwilling or unable to continue subservicing on our behalf on terms favorable to us in the future. In such a situation, we may be unable to locate a replacement subservicer on favorable terms.
- NRM and NewRez's existing approvals from government-related entities or federal agencies are subject to compliance with their respective servicing guidelines, minimum capital requirements, reporting requirements and other conditions that they may impose from time to time at their discretion. Failure to satisfy such guidelines or conditions could result in the unilateral termination of NRM's or NewRez's existing approvals or pending applications by one or more entities or agencies.
- NRM and NewRez are presently licensed, approved, or otherwise eligible to hold MSRs in all states within the United States and the District of Columbia. Such state licenses may be suspended or revoked by a state regulatory authority, and we may as a result lose the ability to own MSRs under the regulatory jurisdiction of such state regulatory authority.
- Changes in minimum servicing compensation for Agency loans could occur at any time and could negatively impact the value of the income derived from any MSRs that we hold or may acquire in the future.
- Investments in MSRs are highly illiquid and subject to numerous restrictions on transfer and, as a result, there is risk that we would be unable to locate a willing buyer or get approval to sell any MSRs in the future should we desire to do so.

Our business, results of operations, financial condition and reputation could be adversely impacted if we are not able to successfully manage these or other risks related to investing and managing MSR investments.

Risks Related to Our Manager

We are dependent on our Manager and may not find a suitable replacement if our Manager terminates the Management Agreement.

None of our officers or other senior individuals who perform services for us (other than three part-time employees of NRM), is an employee of New Residential. Instead, these individuals are employees of our Manager. Accordingly, we are completely reliant on our Manager, which has significant discretion as to the implementation of our operating policies and strategies, to conduct our business. We are subject to the risk that our Manager will terminate the Management Agreement and that we will not be able to find a suitable replacement for our Manager in a timely manner, at a reasonable cost or at all. Furthermore, we are dependent on the services of certain key employees of our Manager whose compensation is partially or entirely dependent upon the amount of incentive or management compensation earned by our Manager and whose continued service is not guaranteed, and the loss of such services could adversely affect our operations.

On December 27, 2017, Softbank announced that it completed the Softbank Merger. In connection with the SoftBank Merger, Fortress operates within Softbank as an independent business headquartered in New York. There can be no assurance that the SoftBank Merger will not have an impact on us or our relationship with the Manager.

There are conflicts of interest in our relationship with our Manager.

Our Management Agreement with our Manager was not negotiated between unaffiliated parties, and its terms, including fees payable, although approved by the independent directors of New Residential as fair, may not be as favorable to us as if they had been negotiated with an unaffiliated third party.

There are conflicts of interest inherent in our relationship with our Manager insofar as our Manager and its affiliates—including investment funds, private investment funds, or businesses managed by our Manager invest in real estate and other securities and loans, consumer loans and interests in MSRs and whose investment objectives overlap with our investment objectives. Certain investments appropriate for us may also be appropriate for one or more of these other investment vehicles. Certain members of our board of directors and employees of our Manager who are our officers also serve as officers and/or directors of these other entities. Although we have the same Manager, we may compete with entities affiliated with our Manager or Fortress for certain target assets. From time to time, affiliates of Fortress focus on investments in assets with a similar profile as our target assets that we may seek to acquire. These affiliates may have meaningful purchasing capacity, which may change over time depending upon a variety of factors, including, but not limited to, available equity capital and debt financing, market conditions and cash on hand. Fortress has two funds primarily focused on investing in Excess MSRs with approximately $0.7 billion in investments in aggregate. We have broad investment guidelines, and we have co-invested and may co-invest with Fortress funds or portfolio companies of private equity funds managed by our Manager (or an affiliate thereof) in a variety of investments. We also may invest in securities that are senior or junior to securities owned by funds managed by our Manager. Fortress funds generally have a fee structure similar to ours, but the fees actually paid will vary depending on the size, terms and performance of each fund.

Our Management Agreement with our Manager generally does not limit or restrict our Manager or its affiliates from engaging in any business or managing other pooled investment vehicles that invest in investments that meet our investment objectives. Our Manager intends to engage in additional real estate related management and real estate and other investment opportunities in the future, which may compete with us for investments or result in a change in our current investment strategy. In addition, our certificate of incorporation provides that if Fortress or an affiliate or any of their officers, directors or employees acquire knowledge of a potential transaction that could be a corporate opportunity, they have no duty, to the fullest extent permitted by law, to offer such corporate opportunity to us, our stockholders or our affiliates. In the event that any of our directors and officers who is also a director, officer or employee of Fortress or its affiliates acquires knowledge of a corporate opportunity or is offered a corporate opportunity, provided that this knowledge was not acquired solely in such person's capacity as a director or officer of New Residential and such person acts in good faith, then to the fullest extent permitted by law such person is deemed to have fully satisfied such person's fiduciary duties owed to us and is not liable to us if Fortress or its affiliates pursues or acquires the corporate opportunity or if such person did not present the corporate opportunity to us.

The ability of our Manager and its officers and employees to engage in other business activities, subject to the terms of our Management Agreement with our Manager, may reduce the amount of time our Manager, its officers or other employees spend managing us. In addition, we have engaged and may in the future engage (subject to our investment guidelines) in material transactions with our Manager or another entity managed by our Manager or one of its affiliates, which may include, but are not limited to, certain financing arrangements, purchases of debt, co-investments in interests in MSRs, consumer loans, and other assets that present an actual, potential or perceived conflict of interest. It is possible that actual, potential or perceived conflicts could give rise to investor dissatisfaction, litigation or regulatory enforcement actions. Appropriately dealing with conflicts of interest is complex and difficult, and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential, actual or perceived conflicts of interest. Regulatory scrutiny of, or litigation in connection with, conflicts of interest could have a material adverse effect on our reputation, which could materially adversely affect our business in a number of ways, including causing an inability to raise additional funds, a reluctance of counterparties to do business with us, a decrease in the prices of our equity securities and a resulting increased risk of litigation and regulatory enforcement actions.

The management compensation structure that we have agreed to with our Manager, as well as compensation arrangements that we may enter into with our Manager in the future (in connection with new lines of business or other activities), may incentivize our Manager to invest in high risk investments. In addition to its management fee, our Manager is currently entitled to receive incentive compensation. In evaluating investments and other management strategies, the opportunity to earn incentive compensation may lead our Manager to place undue emphasis on the maximization of earnings, including through the use of leverage, at the expense of other criteria, such as preservation of capital, in order to achieve higher incentive compensation. Investments with higher yield potential are generally riskier or more speculative than lower-yielding investments. Moreover, because our Manager receives compensation in the form of options in connection with the completion of our common equity offerings, our Manager may be incentivized to cause us to issue additional common stock, which could be dilutive to existing stockholders. In addition, our Manager's management fee is not tied to our performance and may not sufficiently incentivize our Manager to generate attractive risk-adjusted returns for us.

It would be difficult and costly to terminate our Management Agreement with our Manager.

It would be difficult and costly for us to terminate our Management Agreement with our Manager. The Management Agreement may only be terminated annually upon (i) the affirmative vote of at least two-thirds of our independent directors, or by a vote of the holders of a simple majority of the outstanding shares of our common stock, that there has been unsatisfactory performance by our Manager that is materially detrimental to us or (ii) a determination by a simple majority of our independent directors that the management fee payable to our Manager is not fair, subject to our Manager's right to prevent such a termination by accepting a mutually acceptable reduction of fees. Our Manager will be provided 60 days' prior notice of any termination and will be paid a termination fee equal to the amount of the management fee earned by the Manager during the 12-month period preceding such termination. In addition, following any termination of the Management Agreement, our Manager may require us to purchase its right to receive incentive compensation at a price determined as if our assets were sold for their fair market value (as determined by an appraisal, taking into account, among other things, the expected future performance of the underlying investments) or otherwise we may continue to pay the incentive compensation to our Manager. These provisions may increase the effective cost to us of terminating the Management Agreement, thereby adversely affecting our ability to terminate our Manager without cause.

Our directors have approved broad investment guidelines for our Manager and do not approve each investment decision made by our Manager. In addition, we may change our investment strategy without a stockholder vote, which may result in our making investments that are different, riskier or less profitable than our current investments.

Our Manager is authorized to follow broad investment guidelines. Consequently, our Manager has great latitude in determining the types and categories of assets it may decide are proper investments for us, including the latitude to invest in types and categories of assets that may differ from those in which we currently invest. Our directors will periodically review our investment guidelines and our investment portfolio. However, our board does not review or pre-approve each proposed investment or our related financing arrangements. In addition, in conducting periodic reviews, the directors rely primarily on information provided to them by our Manager. Furthermore, transactions entered into by our Manager may be difficult or impossible to unwind by the time they are reviewed by the directors, even if the transactions contravene the terms of the Management Agreement. In addition, we may change our investment strategy, including our target asset classes, without a stockholder vote.

Our investment strategy may evolve in light of existing market conditions and investment opportunities, and this evolution may involve additional risks depending upon the nature of the assets in which we invest and our ability to finance such assets on a short or long-term basis. Investment opportunities that present unattractive risk-return profiles relative to other available investment opportunities under particular market conditions may become relatively attractive under changed market conditions, and changes in market conditions may therefore result in changes in the investments we target. Decisions to make investments in new asset categories present risks that may be difficult for us to adequately assess and could therefore reduce our ability to pay dividends on our common stock or have adverse effects on our liquidity, results of operations or financial condition. A change in our investment strategy may also increase our exposure to interest rate, foreign currency, real estate market or credit market fluctuations and expose us to new legal and regulatory risks. In addition, a change in our investment strategy may increase our use of non-match-funded financing, increase the guarantee obligations we agree to incur or increase the number of transactions we enter into with affiliates. Our failure to accurately assess the risks inherent in new asset categories or the financing risks associated with such assets could adversely affect our results of operations, liquidity and financial condition.

Our Manager will not be liable to us for any acts or omissions performed in accordance with the Management Agreement, including with respect to the performance of our investments.

Pursuant to our Management Agreement, our Manager will not assume any responsibility other than to render the services called for thereunder in good faith and will not be responsible for any action of our board of directors in following or declining to follow its advice or recommendations. Our Manager, its members, managers, officers and employees will not be liable to us or any of our subsidiaries, to our board of directors, or our or any subsidiary's stockholders or partners for any acts or omissions by our Manager, its members, managers, officers or employees, except by reason of acts constituting bad faith, willful misconduct, gross negligence or reckless disregard of our Manager's duties under our Management Agreement. We shall, to the full extent lawful, reimburse, indemnify and hold our Manager, its members, managers, officers and employees and each other person, if any, controlling our Manager harmless of and from any and all expenses, losses, damages, liabilities, demands, charges and claims of any nature whatsoever (including attorneys' fees) in respect of or arising from any acts or omissions of an indemnified party made in good faith in the performance of our Manager's duties under our Management Agreement and not constituting such indemnified party's bad faith, willful misconduct, gross negligence or reckless disregard of our Manager's duties under our Management Agreement.

Our Manager's due diligence of investment opportunities or other transactions may not identify all pertinent risks, which could materially affect our business, financial condition, liquidity and results of operations.

Our Manager intends to conduct due diligence with respect to each investment opportunity or other transaction it pursues. It is possible, however, that our Manager's due diligence processes will not uncover all relevant facts, particularly with respect to any assets we acquire from third parties. In these cases, our Manager may be given limited access to information about the investment and will rely on information provided by the target of the investment. In addition, if investment opportunities are scarce, the process for selecting bidders is competitive, or the timeframe in which we are required to complete diligence is short, our ability to conduct a due diligence investigation may be limited, and we would be required to make investment decisions based upon a less thorough diligence process than would otherwise be the case. Accordingly, investments and other transactions that initially appear to be viable may prove not to be over time, due to the limitations of the due diligence process or other factors.

The ownership by our executive officers and directors of shares of common stock, options, or other equity awards of entities either owned by Fortress funds managed by affiliates of our Manager or managed by our Manager may create, or may create the appearance of, conflicts of interest.

Some of our directors, officers and other employees of our Manager hold positions with entities either owned by Fortress funds managed by affiliates of our Manager or managed by our Manager and own such entities' common stock, options to purchase such entities' common stock or other equity awards. Such ownership may create, or may create the appearance of, conflicts of interest when these directors, officers and other employees are faced with decisions that could have different implications for such entities than they do for us.

Risks Related to the Financial Markets

The impact of legislative and regulatory changes on our business, as well as the market and industry in which we operate, are uncertain and may adversely affect our business.

The Dodd-Frank Act was enacted in July 2010, which affects almost every aspect of the U.S. financial services industry, including certain aspects of the markets in which we operate, and imposes new regulations on us and how we conduct our business. As we describe in more detail below, it affects our business in many ways but it is difficult at this time to know exactly how or what the cumulative impact will be.

Generally, the Dodd-Frank Act strengthens the regulatory oversight of securities and capital markets activities by the SEC and established the CFPB to enforce laws and regulations for consumer financial products and services. It requires market participants to undertake additional record-keeping activities and imposes many additional disclosure requirements for public companies.

Moreover, the Dodd-Frank Act contains a risk retention requirement for all asset-backed securities, which we issue. In October 2014, final rules were promulgated by a consortium of regulators implementing the final credit risk retention requirements of Section 941(b) of the Dodd-Frank Act. Under these "Risk Retention Rules," sponsors of both public and private securitization transactions or one of their majority owned affiliates are required to retain at least 5% of the credit risk of the assets collateralizing such securitization transactions. These regulations generally prohibit the sponsor or its affiliate from directly or indirectly hedging or otherwise selling or transferring the retained interest for a specified period of time, depending on the type of asset that is securitized. Certain limited exemptions from these rules are available for certain types of assets, which may be of limited use under our current market practices. In any event, compliance with these new Risk Retention Rules has increased and will likely continue to increase the administrative and operational costs of asset securitization.

Further, the Dodd-Frank Act imposes mandatory clearing and exchange-trading requirements on many derivatives transactions (including formerly unregulated over-the-counter derivatives) in which we may engage. In addition, the Dodd-Frank Act is expected to increase the margin requirements for derivatives transactions that are not subject to mandatory clearing requirements, which may impact our activities. The Dodd-Frank Act also creates new categories of regulated market participants, such as "swap-dealers," "security-based swap dealers," "major swap participants" and "major security-based swap participants," and subjects or may subject these regulated entities to significant new capital, registration, recordkeeping, reporting, disclosure, business conduct and other regulatory requirements that will give rise to new administrative costs.

Also, under the Dodd-Frank Act, financial regulators belonging to the Financial Stability Oversight Council are authorized to designate nonbank financial institutions and financial activities as systemically important to the economy and therefore subject

to closer regulatory supervision. Such systemically important financial institutions, or "SIFIs," may be required to operate with greater safety margins, such as higher levels of capital, and may face further limitations on their activities. The determination of what constitutes a SIFI is evolving, and in time SIFIs may include large investment funds and even asset managers. There can be no assurance that we will not be deemed to be a SIFI or engage in activities later determined to be systemically important and thus subject to further regulation.

Even new requirements that are not directly applicable to us may still increase our costs of entering into transactions with the parties to whom the requirements are directly applicable. For instance, if the exchange-trading and trade reporting requirements lead to reductions in the liquidity of derivative transactions we may experience higher pricing or reduced availability of derivatives, or the reduction of arbitrage opportunities for us, which could adversely affect the performance of certain of our trading strategies. Importantly, many key aspects of the changes imposed by the Dodd-Frank Act will continue to be established by various regulatory bodies and other groups over the next several years.

In addition, there is significant uncertainty regarding the legislative and regulatory outlook for the Dodd-Frank Act and related statutes governing financial services, which may include Dodd-Frank Act amendments, mortgage finance and housing policy in the U.S., and the future structure and responsibilities of regulatory agencies such as the CFPB and the FHFA. For example, in March 2018, the U.S. Senate approved banking reform legislation intended to ease some of the restrictions imposed by the Dodd-Frank Act. Due to this uncertainty, it is not possible for us to predict how future legislative or regulatory proposals by Congress and the Administration will affect us or the market and industry in which we operate, and there can be no assurance that the resulting changes will not have an adverse impact on our business, results of operations, or financial condition. It is possible that such regulatory changes could, among other things, increase our costs of operating as a public company, impose restrictions on our ability to securitize assets and reduce our investment returns on securitized assets.

The federal conservatorship of Fannie Mae and Freddie Mac and related efforts, along with any changes in laws and regulations affecting the relationship between these agencies and the U.S. government, may adversely affect our business.

The payments we receive on the Agency RMBS in which we invest depend upon a steady stream of payments by borrowers on the underlying mortgages and the fulfillment of guarantees by GSEs. Ginnie Mae is part of a U.S. Government agency and its guarantees are backed by the full faith and credit of the U.S. Fannie Mae and Freddie Mac are GSEs, but their guarantees are not backed by the full faith and credit of the U.S. Government.

In response to the deteriorating financial condition of Fannie Mae and Freddie Mac and the credit market disruption beginning in 2007, Congress and the U.S. Treasury undertook a series of actions to stabilize these GSEs and the financial markets, generally. The Housing and Economic Recovery Act of 2008 was signed into law on July 30, 2008, and established the FHFA, with enhanced regulatory authority over, among other things, the business activities of Fannie Mae and Freddie Mac and the size of their portfolio holdings. On September 7, 2008, FHFA placed Fannie Mae and Freddie Mac into federal conservatorship and, together with the U.S. Treasury, established a program designed to boost investor confidence in Fannie Mae's and Freddie Mac's debt and Agency RMBS.

As the conservator of Fannie Mae and Freddie Mac, the FHFA controls and directs the operations of Fannie Mae and Freddie Mac and may (1) take over the assets of and operate Fannie Mae and Freddie Mac with all the powers of the stockholders, the directors and the officers of Fannie Mae and Freddie Mac and conduct all business of Fannie Mae and Freddie Mac; (2) collect all obligations and money due to Fannie Mae and Freddie Mac; (3) perform all functions of Fannie Mae and Freddie Mac which are consistent with the conservator's appointment; (4) preserve and conserve the assets and property of Fannie Mae and Freddie Mac; and (5) contract for assistance in fulfilling any function, activity, action or duty of the conservator.

Those efforts resulted in significant U.S. Government financial support and increased control of the GSEs.

The U.S. Federal Reserve (the "Fed") announced in November 2008 a program of large-scale purchases of Agency RMBS in an attempt to lower longer-term interest rates and contribute to an overall easing of adverse financial conditions. Subject to specified investment guidelines, the portfolios of Agency RMBS purchased through the programs established by the U.S. Treasury and the Fed may be held to maturity and, based on mortgage market conditions, adjustments may be made to these portfolios. This flexibility may adversely affect the pricing and availability of Agency RMBS that we seek to acquire during the remaining term of these portfolios.

There can be no assurance that the U.S. Government's intervention in Fannie Mae and Freddie Mac will be adequate for the longer-term viability of these GSEs. These uncertainties lead to questions about the availability of and trading market for, Agency RMBS. Accordingly, if these government actions are inadequate and the GSEs defaulted on their guaranteed

obligations, suffered losses or ceased to exist, the value of our Agency RMBS and our business, operations and financial condition could be materially and adversely affected.

Additionally, because of the financial problems faced by Fannie Mae and Freddie Mac that led to their federal conservatorships, the Administration and Congress have been examining reform of the GSEs, including the value of a federal mortgage guarantee and the appropriate role for the U.S. government in providing liquidity for residential mortgage loans. The respective chairmen of the Congressional committees of jurisdiction, as well as the Secretary of the Treasury, has each stated that GSE reform, including a possible wind down of the GSEs, is a priority. However, the final details of any plans, policies or proposals with respect to the housing GSEs are unknown at this time. Other bills have been introduced that change the GSEs' business charters and eliminate the entities or make other changes to the existing framework. We cannot predict whether or when such legislation may be enacted. If enacted, such legislation could materially and adversely affect the availability of, and trading market for, Agency RMBS and could, therefore, materially and adversely affect the value of our Agency RMBS and our business, operations and financial condition.

Legislation that permits modifications to the terms of outstanding loans may negatively affect our business, financial condition, liquidity and results of operations.

The U.S. government has enacted legislation that enables government agencies to modify the terms of a significant number of residential and other loans to provide relief to borrowers without the applicable investor's consent. These modifications allow for outstanding principal to be deferred, interest rates to be reduced, the term of the loan to be extended or other terms to be changed in ways that can permanently eliminate the cash flow (principal and interest) associated with a portion of the loan. These modifications are currently reducing, or in the future may reduce, the value of a number of our current or future investments, including investments in mortgage backed securities and interests in MSRs. As a result, such loan modifications are negatively affecting our business, results of operations, liquidity and financial condition. In addition, certain market participants propose reducing the amount of paperwork required by a borrower to modify a loan, which could increase the likelihood of fraudulent modifications and materially harm the U.S. mortgage market and investors that have exposure to this market. Additional legislation intended to provide relief to borrowers may be enacted and could further harm our business, results of operations and financial condition.

In March 2020, the GSEs and HUD announced forbearance policies for GSE loans and government-insured loans for homeowners experiencing financial hardship associated with COVID-19. These announcements were followed by the signing of the CARES Act in March 2020. We may be obligated to make servicing advances to fund scheduled principal, interest, tax and insurance payments during forbearances when the borrower has failed to make such payments, and potentially various other amounts that may be required to preserve the assets being serviced, which could further harm our business, results of operations and financial condition.

Risks Related to Our Taxation as a REIT

Qualifying as a REIT involves highly technical and complex provisions of the Internal Revenue Code.

Qualification as a REIT involves the application of highly technical and complex Internal Revenue Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize our REIT qualification. Our qualification as a REIT will depend on our satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis. Compliance with these requirements must be carefully monitored on a continuing basis. Monitoring and managing our REIT compliance has become challenging due to the increased size and complexity of the assets in our portfolio, a meaningful portion of which are not qualifying REIT assets. There can be no assurance that our Manager's personnel responsible for doing so will be able to successfully monitor our compliance or maintain our REIT status.

Our failure to qualify as a REIT would result in higher taxes and reduced cash available for distribution to our stockholders.

We intend to operate in a manner intended to qualify us as a REIT for U.S. federal income tax purposes. Our ability to satisfy the asset tests depends upon our analysis of the fair market values of our assets, some of which are not susceptible to a precise determination, and for which we do not obtain independent appraisals. See "—Risks Related to our Business—The valuations of our assets are subject to uncertainty because most of our assets are not traded in an active market," and "—Risks Related to Our Business—Rapid changes in the values of our assets may make it more difficult for us to maintain our qualification as a REIT or our exclusion from the 1940 Act." Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. Moreover, the

proper classification of one or more of our investments (such as TBAs) may be uncertain in some circumstances, which could affect the application of the REIT qualification requirements. Accordingly, there can be no assurance that the U.S. Internal Revenue Service ("IRS") will not contend that our investments violate the REIT requirements.

If we were to fail to qualify as a REIT in any taxable year, we would be subject to U.S. federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and distributions to stockholders would not be deductible by us in computing our taxable income. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our stockholders, which in turn could have an adverse impact on the value of, and market price for, our stock. See also "—Our failure to qualify as a REIT would cause our stock to be delisted from the NYSE."

Unless entitled to relief under certain provisions of the Internal Revenue Code, we also would be disqualified from taxation as a REIT for the four taxable years following the year during which we initially ceased to qualify as a REIT. The rule against re-electing REIT status following a loss of such status would also apply to us if Drive Shack failed to qualify as a REIT for any taxable year ended on or before December 31, 2014, and we were treated as a successor to Drive Shack for U.S. federal income tax purposes. Although Drive Shack (i) represented in the separation and distribution agreement that it entered into with us on April 26, 2013 (the "Separation and Distribution Agreement") that it has no knowledge of any fact or circumstance that would cause us to fail to qualify as a REIT and (ii) covenanted in the Separation and Distribution Agreement to use its reasonable best efforts to maintain its REIT status for each of Drive Shack's taxable years ended on or before December 31, 2014 (unless Drive Shack obtains an opinion from a nationally recognized tax counsel or a private letter ruling from the IRS to the effect that Drive Shack's failure to maintain its REIT status will not cause us to fail to qualify as a REIT under the successor REIT rule referred to above), no assurance can be given that such representation and covenant would prevent us from failing to qualify as a REIT. Although, in the event of a breach, we may be able to seek damages from Drive Shack, there can be no assurance that such damages, if any, would appropriately compensate us. In addition, if Drive Shack were to fail to qualify as a REIT despite its reasonable best efforts, we would have no claim against Drive Shack.

Our failure to qualify as a REIT would cause our stock to be delisted from the NYSE.

The NYSE requires, as a condition to the listing of our shares, that we maintain our REIT status. Consequently, if we fail to maintain our REIT status, our shares would promptly be delisted from the NYSE, which would decrease the trading activity of such shares. This could make it difficult to sell shares and would likely cause the market volume of the shares trading to decline.

If we were delisted as a result of losing our REIT status and desired to relist our shares on the NYSE, we would have to reapply to the NYSE to be listed as a domestic corporation. As the NYSE's listing standards for REITs are less onerous than its standards for domestic corporations, it would be more difficult for us to become a listed company under these heightened standards. We might not be able to satisfy the NYSE's listing standards for a domestic corporation. As a result, if we were delisted from the NYSE, we might not be able to relist as a domestic corporation, in which case our shares could not trade on the NYSE.

The failure of assets subject to repurchase agreements to qualify as real estate assets could adversely affect our ability to qualify as a REIT.

We enter into financing arrangements that are structured as sale and repurchase agreements pursuant to which we nominally sell certain of our assets to a counterparty and simultaneously enter into an agreement to repurchase these assets at a later date in exchange for a purchase price. Economically, these agreements are financings that are secured by the assets sold pursuant thereto. We believe that, for purposes of the REIT asset and income tests, we should be treated as the owner of the assets that are the subject of any such sale and repurchase agreement, notwithstanding that those agreements generally transfer record ownership of the assets to the counterparty during the term of the agreement. It is possible, however, that the IRS could assert that we did not own the assets during the term of the sale and repurchase agreement, in which case we might fail to qualify as a REIT.

The failure of our Excess MSRs to qualify as real estate assets or the income from our Excess MSRs to qualify as mortgage interest could adversely affect our ability to qualify as a REIT.

We have received from the IRS a private letter ruling substantially to the effect that our Excess MSRs represent interests in mortgages on real property and thus are qualifying "real estate assets" for purposes of the REIT asset test, which generate income that qualifies as interest on obligations secured by mortgages on real property for purposes of the REIT income test. The ruling is based on, among other things, certain assumptions as well as on the accuracy of certain factual representations and

statements that we and Drive Shack have made to the IRS. If any of the representations or statements that we have made in connection with the private letter ruling, are, or become, inaccurate or incomplete in any material respect with respect to one or more Excess MSR investments, or if we acquire an Excess MSR investment with terms that are not consistent with the terms of the Excess MSR investments described in the private letter ruling, then we will not be able to rely on the private letter ruling. If we are unable to rely on the private letter ruling with respect to an Excess MSR investment, the IRS could assert that such Excess MSR investments do not qualify under the REIT asset and income tests, and if successful, we might fail to qualify as a REIT.

Dividends payable by REITs do not qualify for the reduced tax rates available for some "qualified dividends."

Dividends payable to domestic stockholders that are individuals, trusts, and estates are generally taxed at reduced tax rates applicable to "qualified dividends." Dividends payable by REITs, however, generally are not eligible for those reduced rates. The more favorable rates applicable to regular corporate dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our common stock. In addition, the relative attractiveness of real estate in general may be adversely affected by the favorable tax treatment given to non-REIT corporate dividends, which could affect the value of our real estate assets negatively.

REIT distribution requirements could adversely affect our liquidity and our ability to execute our business plan.

We generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain, in order for corporate income tax not to apply to earnings that we distribute. We intend to make distributions to our stockholders to comply with the REIT requirements of the Internal Revenue Code. However, differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the 90% distribution requirement of the Internal Revenue Code. Certain of our assets, such as our investment in consumer loans, generate substantial mismatches between taxable income and available cash. As a result, the requirement to distribute a substantial portion of our net taxable income could cause us to: (i) sell assets in adverse market conditions; (ii) borrow on unfavorable terms; (iii) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt; or (iv) make taxable distributions of our capital stock or debt securities in order to comply with REIT requirements. Further, amounts distributed will not be available to fund investment activities. If we fail to obtain debt or equity capital in the future, it could limit our ability to satisfy our liquidity needs, which could adversely affect the value of our common stock.

We may be required to report taxable income for certain investments in excess of the economic income we ultimately realize from them.

Based on IRS guidance concerning the classification of Excess MSRs, we intend to treat our Excess MSRs as ownership interests in the interest payments made on the underlying residential mortgage loans, akin to an "interest only" strip. Under this treatment, for purposes of determining the amount and timing of taxable income, each Excess MSR is treated as a bond that was issued with original issue discount on the date we acquired such Excess MSR. In general, we will be required to accrue original issue discount based on the constant yield to maturity of each Excess MSR, and to treat such original issue discount as taxable income in accordance with the applicable U.S. federal income tax rules. The constant yield of an Excess MSR will be determined, and we will be taxed, based on a prepayment assumption regarding future payments due on the residential mortgage loans underlying the Excess MSR. If the residential mortgage loans underlying an Excess MSR prepay at a rate different than that under the prepayment assumption, our recognition of original issue discount will be either increased or decreased depending on the circumstances. Thus, in a particular taxable year, we may be required to accrue an amount of income in respect of an Excess MSR that exceeds the amount of cash collected in respect of that Excess MSR. Furthermore, it is possible that, over the life of the investment in an Excess MSR, the total amount we pay for, and accrue with respect to, the Excess MSR may exceed the total amount we collect on such Excess MSR. No assurance can be given that we will be entitled to a deduction for such excess, meaning that we may be required to recognize "phantom income" over the life of an Excess MSR.

Other debt instruments that we may acquire, including consumer loans, may be issued with, or treated as issued with, original issue discount. Those instruments would be subject to the original issue discount accrual and income computations that are described above with regard to Excess MSRs.

Under the Tax Cuts and Jobs Act ("TCJA") enacted in late 2017, we generally will be required to take certain amounts into income no later than the time such amounts are reflected on certain financial statements. The application of this rule may require the accrual of, among other categories of income, income with respect to certain debt instruments or mortgage-backed

securities, such as original issue discount, earlier than would be the case under the general tax rules, although the precise application of this rule is unclear at this time.

We may acquire debt instruments in the secondary market for less than their face amount. The discount at which such debt instruments are acquired may reflect doubts about their ultimate collectability rather than current market interest rates. The amount of such discount will nevertheless generally be treated as "market discount" for U.S. federal income tax purposes. Accrued market discount is reported as income when, and to the extent that, any payment of principal of the debt instrument is made. If we collect less on the debt instrument than our purchase price plus the market discount we had previously reported as income, we may not be able to benefit from any offsetting loss deductions.

In addition, we may acquire debt instruments that are subsequently modified by agreement with the borrower. If the amendments to the outstanding instrument are "significant modifications" under the applicable U.S. Treasury regulations, the modified instrument will be considered to have been reissued to us in a debt-for-debt exchange with the borrower. In that event, we may be required to recognize taxable gain to the extent the principal amount of the modified instrument exceeds our adjusted tax basis in the unmodified instrument, even if the value of the instrument or the payment expectations have not changed. Following such a taxable modification, we would hold the modified loan with a cost basis equal to its principal amount for U.S. federal tax purposes.

Finally, in the event that any debt instruments acquired by us are delinquent as to mandatory principal and interest payments, or in the event payments with respect to a particular instrument are not made when due, we may nonetheless be required to continue to recognize the unpaid interest as taxable income as it accrues, despite doubt as to its ultimate collectability. Similarly, we may be required to accrue interest income with respect to debt instruments at the stated rate regardless of whether corresponding cash payments are received or are ultimately collectible. In each case, while we would in general ultimately have an offsetting loss deduction available to us when such interest was determined to be uncollectible, the utility of that deduction could depend on our having taxable income of an appropriate character in that later year or thereafter.

In any event, if our investments generate more taxable income than cash in any given year, we may have difficulty satisfying our annual REIT distribution requirement.

We may be unable to generate sufficient cash from operations to pay our operating expenses and to pay distributions to our stockholders.

As a REIT, we are generally required to distribute at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction and not including net capital gains) each year to our stockholders. To qualify for the tax benefits accorded to REITs, we intend to make distributions to our stockholders in amounts such that we distribute all or substantially all of our net taxable income, subject to certain adjustments, although there can be no assurance that our operations will generate sufficient cash to make such distributions. Moreover, our ability to make distributions may be adversely affected by the risk factors described herein. See also "—Risks Related to our Stock—We have not established a minimum distribution payment level, and we cannot assure you of our ability to pay distributions in the future."

The stock ownership limit imposed by the Internal Revenue Code for REITs and our certificate of incorporation may inhibit market activity in our stock and restrict our business combination opportunities.

In order for us to maintain our qualification as a REIT under the Internal Revenue Code, not more than 50% in value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) at any time during the last half of each taxable year after our first taxable year. Our certificate of incorporation, with certain exceptions, authorizes our board of directors to take the actions that are necessary and desirable to preserve our qualification as a REIT. Stockholders are generally restricted from owning more than 9.8% by value or number of shares, whichever is more restrictive, of our outstanding shares of common stock, or 9.8% by value or number of shares, whichever is more restrictive, of our outstanding shares of capital stock. Our board may grant an exemption in its sole discretion, subject to such conditions, representations and undertakings as it may determine in its sole discretion. These ownership limits could delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

Even if we remain qualified as a REIT, we may face other tax liabilities that reduce our cash flow.

Even if we remain qualified for taxation as a REIT, we may be subject to certain federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes. Moreover, if a REIT distributes less than 85% of its ordinary

income and 95% of its capital gain net income plus any undistributed shortfall from the prior year (the "Required Distribution") to its stockholders during any calendar year (including any distributions declared by the last day of the calendar year but paid in the subsequent year), then it is required to pay an excise tax on 4% of any shortfall between the Required Distribution and the amount that was actually distributed. Any of these taxes would decrease cash available for distribution to our stockholders. In addition, in order to meet the REIT qualification requirements, or to avert the imposition of a 100% tax that applies to certain gains derived by a REIT from dealer property or inventory, we may hold some of our assets through TRSs. Such subsidiaries generally will be subject to corporate level income tax at regular rates and the payment of such taxes would reduce our return on the applicable investment. Currently, we hold some of our investments in TRSs, including Servicer Advance Investments and MSRs, and we may contribute other non-qualifying investments, such as our investment in consumer loans, to a TRS in the future.

Complying with the REIT requirements may negatively impact our investment returns or cause us to forgo otherwise attractive opportunities, liquidate assets or contribute assets to a TRS.

To qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. As a result of these tests, we may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution, forgo otherwise attractive investment opportunities, liquidate assets in adverse market conditions or contribute assets to a TRS that is subject to regular corporate federal income tax. Our ability to acquire and hold MSRs, interests in consumer loans, Servicer Advance Investments and other investments is subject to the applicable REIT qualification tests, and we may have to hold these interests through TRSs, which would negatively impact our returns from these assets. In general, compliance with the REIT requirements may hinder our ability to make and retain certain attractive investments.

Complying with the REIT requirements may limit our ability to hedge effectively.

The existing REIT provisions of the Internal Revenue Code may substantially limit our ability to hedge our operations because a significant amount of the income from those hedging transactions is likely to be treated as non-qualifying income for purposes of both REIT gross income tests. In addition, we must limit our aggregate income from non-qualified hedging transactions, from our provision of services and from other non-qualifying sources, to less than 5% of our annual gross income (determined without regard to gross income from qualified hedging transactions).

As a result, we may have to limit our use of certain hedging techniques or implement those hedges through TRSs. This could result in greater risks associated with changes in interest rates than we would otherwise want to incur or could increase the cost of our hedging activities. If we fail to comply with these limitations, we could lose our REIT qualification for U.S. federal income tax purposes, unless our failure was due to reasonable cause, and not due to willful neglect, and we meet certain other technical requirements. Even if our failure were due to reasonable cause, we might incur a penalty tax. See also "—Risks Related to Our Business—Any hedging transactions that we enter into may limit our gains or result in losses."

Distributions to tax-exempt investors may be classified as unrelated business taxable income.

Neither ordinary nor capital gain distributions with respect to our stock nor gain from the sale of stock should generally constitute unrelated business taxable income to a tax-exempt investor. However, there are certain exceptions to this rule. In particular:

- part of the income and gain recognized by certain qualified employee pension trusts with respect to our stock may be treated as unrelated business taxable income if shares of our stock are predominantly held by qualified employee pension trusts, and we are required to rely on a special look-through rule for purposes of meeting one of the REIT ownership tests, and we are not operated in a manner to avoid treatment of such income or gain as unrelated business taxable income;
- part of the income and gain recognized by a tax-exempt investor with respect to our stock would constitute unrelated business taxable income if the investor incurs debt in order to acquire the stock; and
- to the extent that we are (or a part of us, or a disregarded subsidiary of ours, is) a "taxable mortgage pool," or if we hold residual interests in a real estate mortgage investment conduit ("REMIC"), a portion of the distributions paid to a tax exempt stockholder that is allocable to excess inclusion income may be treated as unrelated business taxable income.

The "taxable mortgage pool" rules may increase the taxes that we or our stockholders may incur, and may limit the manner in which we effect future securitizations.

We may enter into securitization or other financing transactions that result in the creation of taxable mortgage pools for U.S. federal income tax purposes. As a REIT, so long as we own 100% of the equity interests in a taxable mortgage pool, we would generally not be adversely affected by the characterization of a securitization as a taxable mortgage pool. Certain categories of stockholders, however, such as foreign stockholders eligible for treaty or other benefits, stockholders with net operating losses, and certain tax exempt stockholders that are subject to unrelated business income tax, could be subject to increased taxes on a portion of their dividend income from us that is attributable to the taxable mortgage pool. In addition, to the extent that our stock is owned by tax exempt "disqualified organizations," such as certain government-related entities and charitable remainder trusts that are not subject to tax on unrelated business income, we could incur a corporate level tax on a portion of our income from the taxable mortgage pool. In that case, we might reduce the amount of our distributions to any disqualified organization whose stock ownership gave rise to the tax. Moreover, we may be precluded from selling equity interests in these securitizations to outside investors, or selling any debt securities issued in connection with these securitizations that might be considered to be equity interests for tax purposes. These limitations may prevent us from using certain techniques to maximize our returns from securitization transactions.

Uncertainty exists with respect to the treatment of TBAs for purposes of the REIT asset and income tests, and the failure of TBAs to be qualifying assets or of income/gains from TBAs to be qualifying income could adversely affect our ability to qualify as a REIT.

We purchase and sell Agency RMBS through TBAs and recognize income or gains from the disposition of those TBAs, through dollar roll transactions or otherwise. In a dollar roll transaction, we exchange an existing TBA for another TBA with a different settlement date. There is no direct authority with respect to the qualification of TBAs as real estate assets or U.S. Government securities for purposes of the 75% asset test or the qualification of income or gains from dispositions of TBAs as gains from the sale of real property (including interests in real property and interests in mortgages on real property) or other qualifying income for purposes of the 75% gross income test. For a particular taxable year, we would treat such TBAs as qualifying assets for purposes of the REIT asset tests, and income and gains from such TBAs as qualifying income for purposes of the 75% gross income test, to the extent set forth in an opinion from Skadden, Arps, Slate, Meagher & Flom LLP substantially to the effect that (i) for purposes of the REIT asset tests, our ownership of a TBA should be treated as ownership of the underlying Agency RMBS, and (ii) for purposes of the 75% REIT gross income test, any gain recognized by us in connection with the settlement of such TBAs should be treated as gain from the sale or disposition of the underlying Agency RMBS. Opinions of counsel are not binding on the IRS, and no assurance can be given that the IRS would not successfully challenge the conclusions set forth in such opinions. In addition, it must be emphasized that any opinion of Skadden, Arps, Slate, Meagher & Flom LLP would be based on various assumptions relating to any TBAs that we enter into and would be conditioned upon fact-based representations and covenants made by our management regarding such TBAs. No assurance can be given that the IRS would not assert that such assets or income are not qualifying assets or income. If the IRS were to successfully challenge any conclusions of Skadden, Arps, Slate, Meagher & Flom LLP, we could be subject to a penalty tax or we could fail to qualify as a REIT if a sufficient portion of our assets consists of TBAs or a sufficient portion of our income consists of income or gains from the disposition of TBAs.

The tax on prohibited transactions will limit our ability to engage in transactions that would be treated as prohibited transactions for U.S. federal income tax purposes.

Net income that we derive from a "prohibited transaction" is subject to a 100% tax. The term "prohibited transaction" generally includes a sale or other disposition of property (including mortgage loans, but other than foreclosure property, as discussed below) that is held primarily for sale to customers in the ordinary course of our trade or business. We might be subject to this tax if we were to dispose of or securitize loans or Excess MSRs in a manner that was treated as a prohibited transaction for U.S. federal income tax purposes.

We intend to conduct our operations so that no asset that we own (or are treated as owning) will be treated as, or as having been, held-for-sale to customers, and that a sale of any such asset will not be treated as having been in the ordinary course of our business. As a result, we may choose not to engage in certain sales of loans or Excess MSRs at the REIT level, and may limit the structures we utilize for our securitization transactions, even though the sales or structures might otherwise be beneficial to us. In addition, whether property is held "primarily for sale to customers in the ordinary course of a trade or business" depends on the particular facts and circumstances. No assurance can be given that any property that we sell will not be treated as property held-for-sale to customers, or that we can comply with certain safe-harbor provisions of the Internal Revenue Code that would prevent such treatment. The 100% prohibited transaction tax does not apply to gains from the sale of

property that is held through a TRS or other taxable corporation, although such income will be subject to tax in the hands of the corporation at regular corporate rates. We intend to structure our activities to prevent prohibited transaction characterization.

Liquidation of assets may jeopardize our REIT qualification or create additional tax liability for us.

To qualify as a REIT, we must comply with requirements regarding the composition of our assets and our sources of income. If we are compelled to liquidate our investments to repay obligations to our lenders, we may be unable to comply with these requirements, ultimately jeopardizing our qualification as a REIT, or we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as dealer property or inventory.

Changes to U.S. federal income tax laws could materially and adversely affect us and our stockholders.

The present U.S. federal income tax treatment of REITs and their shareholders may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect the U.S. federal income tax treatment of an investment in our shares. The U.S. federal income tax rules, including those dealing with REITs, are constantly under review by persons involved in the legislative process, the IRS and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to regulations and interpretations. In particular, the outcome of the 2020 U.S. presidential and congressional elections may result in changes to U.S. tax policies and laws that could materially and adversely affect us and our stickholders.

Risks Related to our Stock

There can be no assurance that the market for our stock will provide you with adequate liquidity.

Our common stock began trading on the NYSE in May 2013, and our preferred stock began trading on the NYSE in July 2019. There can be no assurance that an active trading market for our common and preferred stock will be sustained in the future, and the market price of our common and preferred stock may fluctuate widely, depending upon many factors, some of which may be beyond our control. These factors include, without limitation:

- a shift in our investor base;
- our quarterly or annual earnings and cash flows, or those of other comparable companies;
- actual or anticipated fluctuations in our operating results;
- changes in accounting standards, policies, guidance, interpretations or principles;
- announcements by us or our competitors of significant investments, acquisitions or dispositions;
- the failure of securities analysts to cover our common stock;
- changes in earnings estimates by securities analysts or our ability to meet those estimates;
- market performance of affiliates and other counterparties with whom we conduct business;
- the operating and stock price performance of other comparable companies;
- our failure to qualify as a REIT, maintain our exemption under the 1940 Act or satisfy the NYSE listing requirements;
- negative public perception of us, our competitors or industry;
- overall market fluctuations; and
- general economic conditions.

Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of our common and preferred stock.

Sales or issuances of shares of our common stock could adversely affect the market price of our common stock.

Sales or issuances of substantial amounts of shares of our common stock, or the perception that such sales or issuances might occur, could adversely affect the market price of our common stock. The issuance of our common stock in connection with property, portfolio or business acquisitions or the exercise of outstanding options or otherwise could also have an adverse effect on the market price of our common stock. We have an effective registration statement on file to sell common stock or convertible securities in public offerings.

Failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 could have a material adverse effect on our business and stock price.

As a public company, we are required to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. Internal control over financial reporting is complex and may be revised over

time to adapt to changes in our business, or changes in applicable accounting rules. We have made investments through joint ventures, such as our investment in consumer loans, and accounting for such investments can increase the complexity of maintaining effective internal control over financial reporting. We cannot assure you that our internal control over financial reporting will be effective in the future or that a material weakness will not be discovered with respect to a prior period for which we had previously believed that our internal control over financial reporting was effective. If we are not able to maintain or document effective internal control over financial reporting, our independent registered public accounting firm will not be able to certify as to the effectiveness of our internal control over financial reporting. Matters impacting our internal control over financial reporting may cause us to be unable to report our financial information on a timely basis, or may cause us to restate previously issued financial information, and thereby subject us to adverse regulatory consequences, including sanctions or investigations by the SEC, or violations of applicable stock exchange listing rules. There could also be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. Confidence in the reliability of our financial statements is also likely to suffer if we or our independent registered public accounting firm reports a material weakness in the effectiveness of our internal control over financial reporting. This could materially adversely affect us by, for example, leading to a decline in our stock price and impairing our ability to raise capital.

Your percentage ownership in us may be diluted in the future.

Your percentage ownership in us may be diluted in the future because of equity awards that we expect will be granted to our Manager, to the directors, officers and employees of our Manager who perform services for us, and to our directors, officers and employees, as well as other equity instruments such as debt and equity financing. We have adopted a Nonqualified Stock Option and Incentive Award Plan, as amended (the "Plan"), which provides for the grant of equity-based awards, including restricted stock, options, stock appreciation rights, performance awards, tandem awards and other equity-based and non-equity based awards, in each case to our Manager, to the directors, officers, employees, service providers, consultants and advisor of our Manager who perform services for us, and to our directors, officers, employees, service providers, consultants and advisors. We reserved 15 million shares of our common stock for issuance under the Plan. The term of the Plan expires in 2023. On the first day of each fiscal year beginning during the term of the Plan, that number will be increased by a number of shares of our common stock equal to 10% of the number of shares of our common stock newly issued by us during the immediately preceding fiscal year. In connection with any offering of our common or preferred stock, we will issue to our Manager options relating to shares of our common stock, representing 10% of the number of shares being offered. Our board of directors may also determine to issue options to the Manager that are not subject to the Plan, provided that the number of shares relating to any options granted to the Manager in connection with an offering of our common stock would not exceed 10% of the shares sold in such offering and would be subject to NYSE rules.

We may incur or issue debt or issue equity, which may negatively affect the market price of our common stock.

We may in the future incur or issue debt or issue equity or equity-related securities. In the event of our liquidation, lenders and holders of our debt and holders of our preferred stock (if any) would receive a distribution of our available assets before common stockholders. Any future incurrence or issuance of debt would increase our interest cost and could adversely affect our results of operations and cash flows. We are not required to offer any additional equity securities to existing common stockholders on a preemptive basis. Therefore, additional issuances of common stock, directly or through convertible or exchangeable securities, warrants or options, will dilute the holdings of our existing common stockholders and such issuances, or the perception of such issuances, may reduce the market price of our common stock. Our preferred stock has, and any additional preferred stock issued by us would likely have, a preference on distribution payments, periodically or upon liquidation, which could eliminate or otherwise limit our ability to make distributions to common stockholders. Because our decision to incur or issue debt or issue equity or equity-related securities in the future will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing, nature or success of our future capital raising efforts. Thus, common stockholders bear the risk that our future incurrence or issuance of debt or issuance of equity or equity-related securities will adversely affect the market price of our common stock.

We have not established a minimum distribution payment level for our common stock, and we cannot assure you of our ability to pay distributions in the future.

We intend to make quarterly distributions of our REIT taxable income to holders of our common stock out of assets legally available therefor. We have not established a minimum distribution payment level and our ability to pay distributions may be adversely affected by a number of factors, including the risk factors described in this report. Any distributions will be authorized by our board of directors and declared by us based upon a number of factors, including our actual and anticipated results of operations, liquidity and financial condition, restrictions under Delaware law or applicable financing covenants, our REIT taxable income, the annual distribution requirements under the REIT provisions of the Internal Revenue Code, our operating expenses and other factors our directors deem relevant.

Our board of directors approved two increases in our quarterly dividends during 2017, which has resulted in reduced cash flows and we will begin making distributions on our preferred stock issued in July 2019, beginning in November 2019, which will further reduce our cash flows. Although we have other sources of liquidity, such as sales of and repayments from our investments, potential debt financing sources and the issuance of equity securities, there can be no assurance that we will generate sufficient cash or achieve investment results that will allow us to make a specified level of cash distributions or year-to-year increases in cash distributions in the future.

Furthermore, while we are required to make distributions in order to maintain our REIT status (as described above under "—Risks Related to our Taxation as a REIT—We may be unable to generate sufficient cash from operations to pay our operating expenses and to pay distributions to our stockholders"), we may elect not to maintain our REIT status, in which case we would no longer be required to make such distributions. Moreover, even if we do elect to maintain our REIT status, we may elect to comply with the applicable requirements by, after completing various procedural steps, distributing, under certain circumstances, a portion of the required amount in the form of shares of our common stock in lieu of cash. If we elect not to maintain our REIT status or to satisfy any required distributions in shares of common stock in lieu of cash, such action could negatively and materially affect our business, results of operations, liquidity and financial condition as well as the market price of our common stock. No assurance can be given that we will make any distributions on shares of our common stock in the future.

We may in the future choose to make distributions in our own stock, in which case you could be required to pay income taxes in excess of any cash distributions you receive.

We may in the future make taxable distributions that are payable in cash and shares of our common stock at the election of each stockholder. Taxable stockholders receiving such distributions will be required to include the full amount of the distribution as ordinary income to the extent of our current and accumulated earnings and profits for federal income tax purposes. As a result, stockholders may be required to pay income taxes with respect to such distributions in excess of the cash distributions received. If a U.S. stockholder sells the stock that it receives as a distribution in order to pay this tax, the sale proceeds may be less than the amount included in income with respect to the distribution, depending on the market price of our stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such distributions, including in respect of all or a portion of such distribution that is payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our common stock in order to pay taxes owed on distributions, it may put downward pressure on the market price of our common stock.

The IRS has issued guidance authorizing elective cash/stock dividends to be made by public REITs where a cap of at least 20% (or, for dividends declared between April 1, 2020, and December 31, 2020, 10%) is placed on the amount of cash that may be paid as part of the dividend, provided that certain requirements are met. It is unclear whether and to what extent we would be able to or choose to pay taxable distributions in cash and stock. In addition, no assurance can be given that the IRS will not impose additional requirements in the future with respect to taxable cash/stock distributions, including on a retroactive basis, or assert that the requirements for such taxable cash/stock distributions have not been met.

An increase in market interest rates may have an adverse effect on the market price of our common stock.

One of the factors that investors may consider in deciding whether to buy or sell shares of our common stock is our distribution rate as a percentage of our stock price relative to market interest rates. If the market price of our common stock is based primarily on the earnings and return that we derive from our investments and income with respect to our investments and our related distributions to stockholders, and not from the market value of the investments themselves, then interest rate fluctuations and capital market conditions will likely affect the market price of our common stock. For instance, if market interest rates rise without an increase in our distribution rate, the market price of our common stock could decrease, as potential investors may require a higher distribution yield on our common stock or seek other securities paying higher distributions or interest. In addition, rising interest rates would result in increased interest expense on our outstanding and future (variable and fixed) rate debt, thereby adversely affecting cash flow and our ability to service our indebtedness and pay distributions.

Provisions in our certificate of incorporation and bylaws and of Delaware law may prevent or delay an acquisition of our company, which could decrease the market price of our common stock.

Our certificate of incorporation, bylaws and Delaware law contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the raider and to encourage

prospective acquirers to negotiate with our board of directors rather than to attempt a hostile takeover. These provisions include, among others:

- a classified board of directors with staggered three-year terms;
- provisions regarding the election of directors, classes of directors, the term of office of directors, the filling of director vacancies and the resignation and removal of directors for cause only upon the affirmative vote of at least 80% of the then issued and outstanding shares of our capital stock entitled to vote thereon;
- provisions regarding corporate opportunity only upon the affirmative vote of at least 80% of the then issued and outstanding shares of our capital stock entitled to vote thereon;
- removal of directors only for cause and only with the affirmative vote of at least 80% of the then issued and outstanding shares of our capital stock entitled to vote in the election of directors;
- our board of directors to determine the powers, preferences and rights of our preferred stock and to issue such preferred stock without stockholder approval;
- advance notice requirements applicable to stockholders for director nominations and actions to be taken at annual meetings;
- a prohibition, in our certificate of incorporation, stating that no holder of shares of our common stock will have cumulative voting rights in the election of directors, which means that the holders of a majority of the issued and outstanding shares of common stock can elect all the directors standing for election; and
- a requirement in our bylaws specifically denying the ability of our stockholders to consent in writing to take any action in lieu of taking such action at a duly called annual or special meeting of our stockholders.

Public stockholders who might desire to participate in these types of transactions may not have an opportunity to do so, even if the transaction is considered favorable to stockholders. These anti-takeover provisions could substantially impede the ability of public stockholders to benefit from a change in control or a change in our management and board of directors and, as a result, may adversely affect the market price of our common stock and your ability to realize any potential change of control premium.

ERISA may restrict investments by plans in our common stock.

A plan fiduciary considering an investment in our common stock should consider, among other things, whether such an investment is consistent with the fiduciary obligations under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), including whether such investment might constitute or give rise to a prohibited transaction under ERISA, the Internal Revenue Code or any substantially similar federal, state or local law and, if so, whether an exemption from such prohibited transaction rules is available.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
2.1*	Separation and Distribution Agreement, dated as of April 26, 2013, by and between New Residential Investment Corp. and Newcastle Investment Corp. (incorporated by reference to Exhibit 2.1 to Amendment No. 6 of New Residential Investment Corp.'s Registration Statement on Form 10, filed April 29, 2013)
2.2*	Purchase Agreement, dated as of March 5, 2013, by and among the Sellers listed therein, HSBC Finance Corporation and SpringCastle Acquisition LLC (incorporated by reference to Exhibit 99.1 to Drive Shack Inc.'s Current Report on Form 8-K, filed March 11, 2013)
2.3*	Master Servicing Rights Purchase Agreement, dated as of December 17, 2013, by and between Nationstar Mortgage LLC and Advance Purchaser LLC (incorporated by reference to Exhibit 2.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed December 23, 2013)
2.4*	Sale Supplement (Shuttle 1), dated as of December 17, 2013, by and between Nationstar Mortgage LLC and Advance Purchaser LLC (incorporated by reference to Exhibit 2.2 to New Residential Investment Corp.'s Current Report on Form 8-K, filed December 23, 2013)
2.5*	Sale Supplement (Shuttle 2), dated as of December 17, 2013, by and between Nationstar Mortgage LLC and Advance Purchaser LLC (incorporated by reference to Exhibit 2.3 to New Residential Investment Corp.'s Current Report on Form 8-K, filed December 23, 2013)
2.6*	Sale Supplement (First Tennessee), dated as of December 17, 2013, by and between Nationstar Mortgage LLC and Advance Purchaser LLC (incorporated by reference to Exhibit 2.4 to New Residential Investment Corp.'s Current Report on Form 8-K, filed December 23, 2013)
2.7*	Purchase Agreement, dated as of March 31, 2016, by and among SpringCastle Holdings, LLC, Springleaf Acquisition Corporation, Springleaf Finance, Inc., NRZ Consumer LLC, NRZ SC America LLC, NRZ SC Credit Limited, NRZ SC Finance I LLC, NRZ SC Finance II LLC, NRZ SC Finance III LLC, NRZ SC Finance IV LLC, NRZ SC Finance V LLC, BTO Willow Holdings II, L.P. and Blackstone Family Tactical Opportunities Investment Partnership - NQ - ESC L.P., and solely with respect to Section 11(a) and Section 11(g), NRZ SC America Trust 2015-1, NRZ SC Credit Trust 2015-1, NRZ SC Finance Trust 2015-1, and BTO Willow Holdings, L.P. (incorporated by reference to Exhibit 2.10 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed on May 4, 2016)
2.8*	Securities Purchase Agreement, dated as of November 29, 2017, by and among NRM Acquisition LLC, Shellpoint Partners LLC, the Sellers party thereto and Shellpoint Services LLC, as original representative of the Seller (incorporated by reference to Exhibit 2.8 to New Residential Investment Corp.'s Annual Report on Form 10-K for the year ended December 31, 2017, filed on February 15, 2018)
2.9*	Amendment No. 1 to the Securities Purchase Agreement, dated as of July 3, 2018, by and among NRM Acquisition LLC, Shellpoint Partners LLC, the Sellers party thereto and Shellpoint Representative LLC, as replacement representative of the Sellers (incorporated by reference to Exhibit 2.9 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018)
2.10	Asset Purchase Agreement among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company, dated June 17, 2019 (incorporated by reference to Exhibit 2.10 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019)
2.11	Amendment No. 1 to the Asset Purchase Agreement, dated as of July 9, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.11 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019)
2.12	Amendment No. 2 to the Asset Purchase Agreement, dated as of August 30, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.12 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019)
2.13	Amendment No. 3 to the Asset Purchase Agreement, dated as of September 4, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.13 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019)
2.14	Amendment No. 4 to the Asset Purchase Agreement, dated as of September 5, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.14 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019)

Exhibit Number	Exhibit Description
2.15	Amendment No. 5 to the Asset Purchase Agreement, dated as of September 6, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.15 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019)
2.16	Amendment No. 6 to the Asset Purchase Agreement, dated as of September 9, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.16 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019)
2.17	Amendment No. 7 to the Asset Purchase Agreement, dated as of September 17, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.17 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019)
2.18	Amendment No. 8 to the Asset Purchase Agreement, dated as of September 30, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.18 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019)
2.19	Amendment No. 9 to the Asset Purchase Agreement, dated as of November 27, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.19 to New Residential Investment Corp.'s Annual Report on Form 10-K for the year ended December 31, 2019, filed on February 19, 2020)
2.20	Amendment No. 10 to the Asset Purchase Agreement, dated as of December 12, 2019, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.20 to New Residential Investment Corp.'s Annual Report on Form 10-K for the year ended December 31, 2019, filed on February 19, 2020)
2.21	Amendment No. 11 to the Asset Purchase Agreement, dated as of January 17, 2020, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.21 to New Residential Investment Corp.'s Annual Report on Form 10-K for the year ended December 31, 2019, filed on February 19, 2020)
2.22	Amendment No. 12 to the Asset Purchase Agreement, dated as of January 24, 2020, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.22 to New Residential Investment Corp.'s Annual Report on Form 10-K for the year ended December 31, 2019, filed on February 19, 2020)
2.23	Settlement and Release Agreement, dated as of January 27, 2020, among New Residential Investment Corp., Ditech Holding Corporation, a Maryland corporation, and Ditech Financial LLC, a Delaware limited liability company (incorporated by reference to Exhibit 2.23 to New Residential Investment Corp.'s Annual Report on Form 10-K for the year ended December 31, 2019, filed on February 19, 2020)
3.1	Amended and Restated Certificate of Incorporation of New Residential Investment Corp. (incorporated by reference to Exhibit 3.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed May 3, 2013)
3.2	Amended and Restated Bylaws of New Residential Investment Corp. (incorporated by reference to Exhibit 3.2 to New Residential Investment Corp.'s Current Report on Form 8-K, filed May 3, 2013)
3.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of New Residential Investment Corp. (incorporated by reference to Exhibit 3.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed October 17, 2014)
3.4	Certificate of Designations of New Residential Investment Corp., designating the Company's 7.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, par value $0.01 per share (incorporated by reference to Exhibit 3.4 to New Residential Investment Corp.'s Form 8-A, filed July 2, 2019)
3.5	Certificate of Designations of New Residential Investment Corp., designating the Company's 7.125% Series B Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, par value $0.01 per share (incorporated by reference to Exhibit 3.5 to New Residential Investment Corp.'s Form 8-A, filed August 15, 2019)
4.1	Specimen Series A Preferred Stock Certificate (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Form 8-A filed July 2, 2019)
4.2	Specimen Series B Preferred Stock Certificate of New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Form 8-A, filed August 15, 2019)

Exhibit Number	Exhibit Description
4.3	Second Amended and Restated Indenture, dated as of September 7, 2018, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, New Residential Mortgage LLC, New Penn Financial, LLC, d/b/a Shellpoint Mortgage Servicing and Credit Suisse AG, New York Branch (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed September 7, 2018)
4.4	Omnibus Amendment to Term Note Indenture Supplements, dated as of August 17, 2017, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, New Residential Mortgage LLC, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.2 to New Residential Investment Corp.'s Current Report on Form 8-K, filed August 22, 2017)
4.5	Series 2016-T2 Indenture Supplement, dated as of October 25, 2016, to the Indenture, dated as of August 28, 2015, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed October 31, 2016)
4.6	Series 2016-T3 Indenture Supplement, dated as of October 25, 2016, to the Indenture, dated as of August 28, 2015, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.2 to New Residential Investment Corp.'s Current Report on Form 8-K, filed October 31, 2016)
4.7	Series 2016-T4 Indenture Supplement, dated as of December 15, 2016, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed December 16, 2016)
4.8	Series 2016-T5 Indenture Supplement, dated as of December 15, 2016, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.2 to New Residential Investment Corp.'s Current Report on Form 8-K, filed December 16, 2016)
4.9	Series 2017-T1 Indenture Supplement, dated as of February 7, 2017, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Current Report on Form 8-K filed February 7, 2017)
4.10	Series 2018-VF1 Indenture Supplement, dated as of March 22, 2018, to the Amended and Restated Indenture, dated as of August 17, 2017, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, New Residential Mortgage LLC, JPMorgan Chase Bank, N.A. and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed March 28, 2018)
4.11	Omnibus Amendment to Certain Agreements Relating to the NRZ Advance Receivables Trust 2015-ON1, dated as of September 7, 2018, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, New Residential Mortgage LLC, Credit Suisse AG, New York Branch, New Penn Financial, LLC, d/b/a Shellpoint Mortgage Servicing and New Residential Investment Corp. (incorporated by reference to Exhibit 4.2 to New Residential Investment Corp.'s Current Report on Form 8-K, filed September 7, 2018)
4.12	Amendment No. 1 to Series 2018-VF1 Indenture Supplement, dated as of September 7, 2018, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, New Residential Mortgage LLC, New Penn Financial, LLC, d/b/a Shellpoint Mortgage Servicing, JPMorgan Chase Bank, N.A. and New Residential Investment Corp. (incorporated by reference to Exhibit 4.3 to New Residential Investment Corp.'s Current Report on Form 8-K, filed September 7, 2018)
4.13	Amendment No. 2 to Series 2018-VF1 Indenture Supplement, dated as of September 28, 2018, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, New Residential Mortgage LLC, New Penn Financial, LLC, d/b/a Shellpoint Mortgage Servicing, JPMorgan Chase Bank, N.A. and New Residential Investment Corp. (incorporated by reference to Exhibit 4.11 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q, filed May 2, 2019)
4.14	Amendment No. 3 to Series 2018-VF1 Indenture Supplement, dated as of March 11, 2019, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, New Residential Mortgage LLC, NewRez LLC d/b/a Shellpoint Mortgage Servicing, JPMorgan Chase Bank, N.A. and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed March 15, 2019)

Exhibit Number	Exhibit Description
4.15	Third Amended and Restated Indenture, dated as of July 25, 2019, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, PHH Mortgage Corporation, HLSS Holdings, LLC, New Residential Mortgage LLC, NewRez LLC, d/b/a Shellpoint Mortgage Servicing and Credit Suisse AG, New York Branch (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Form 8-K, filed July 26, 2019)
4.16	Series 2019-T1 Indenture Supplement, dated as of July 25, 2019, to the Third Amended and Restated Indenture, dated as of July 25, 2019, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, PHH Mortgage Corporation, HLSS Holdings, LLC, New Residential Mortgage LLC, NewRez LLC d/b/a Shellpoint Mortgage Servicing, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.2 to New Residential Investment Corp.'s Form 8-K, filed July 26, 2019)
4.17	Series 2019-T2 Indenture Supplement, dated as of August 15, 2019, to the Third Amended and Restated Indenture, dated as of July 25, 2019, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, PHH Mortgage Corporation, HLSS Holdings, LLC, New Residential Mortgage LLC, NewRez LLC d/b/a Shellpoint Mortgage Servicing, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Form 8-K, filed August 16, 2019)
4.18	Series 2019-T3 Indenture Supplement, dated as of September 20, 2019, to the Third Amended and Restated Indenture, dated as of July 25, 2019, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, PHH Mortgage Corporation, HLSS Holdings, LLC, New Residential Mortgage LLC, NewRez LLC d/b/a Shellpoint Mortgage Servicing, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Form 8-K, filed September 20, 2019)
4.19	Series 2019-T4 Indenture Supplement, dated as of October 15, 2019, to the Third Amended and Restated Indenture, dated as of July 25, 2019, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, PHH Mortgage Corporation, HLSS Holdings, LLC, New Residential Mortgage LLC, NewRez LLC d/b/a Shellpoint Mortgage Servicing, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Form 8-K, filed October 18, 2019)
4.20	Series 2019-T5 Indenture Supplement, dated as of October 31, 2019, to the Third Amended and Restated Indenture, dated as of July 25, 2019, by and among NRZ Advance Receivables Trust 2015-ON1, Deutsche Bank National Trust Company, PHH Mortgage Corporation, HLSS Holdings, LLC, New Residential Mortgage LLC, NewRez LLC d/b/a Shellpoint Mortgage Servicing, Credit Suisse AG, New York Branch and New Residential Investment Corp. (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Form 8-K, filed November 6, 2019)
4.21	Form of Debt Securities Indenture (including Form of Debt Security) (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Registration Statement on Form S-3, filed May 16, 2014)
4.22	Indenture, dated as of September 16, 2020, between New Residential Investment Corp. and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed September 16, 2020)
10.1	Third Amended and Restated Management and Advisory Agreement, dated as of May 7, 2015, by and between New Residential Investment Corp. and FIG LLC (incorporated by reference to Exhibit 10.4 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015)
10.2	Form of Indemnification Agreement by and between New Residential Investment Corp. and its directors and officers (incorporated by reference to Exhibit 10.2 to Amendment No. 3 to New Residential Investment Corp.'s Registration Statement on Form 10, filed March 27, 2013)
10.3	New Residential Investment Corp. Nonqualified Stock Option and Incentive Award Plan, adopted as of April 29, 2013 (incorporated by reference to Exhibit 10.1 to New Residential Investment Corp.'s Current Report on Form 8-K, filed May 3, 2013)
10.4	Amended and Restated New Residential Investment Corp. Nonqualified Stock Option and Incentive Plan, adopted as of November 4, 2014 (incorporated by reference to Exhibit 10.6 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014)
10.5	Investment Guidelines (incorporated by reference to Exhibit 10.4 to Amendment No. 4 to New Residential Investment Corp.'s Registration Statement on Form 10, filed April 9, 2013)
10.6	Excess Servicing Spread Sale and Assignment Agreement, dated as of December 8, 2011, by and between Nationstar Mortgage LLC and NIC MSR I LLC (incorporated by reference to Exhibit 10.5 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2011)

Exhibit Number	Exhibit Description
10.7	Excess Spread Refinanced Loan Replacement Agreement, dated as of December 8, 2011, by and between Nationstar Mortgage LLC and NIC MSR I LLC (incorporated by reference to Exhibit 10.6 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2011)
10.8	Future Spread Agreement for FHLMC Mortgage Loans, dated as of May 13, 2012, by and between Nationstar Mortgage LLC and NIC MSR IV LLC (incorporated by reference to Exhibit 10.4 to Drive Shack Inc.'s Current Report on Form 8-K, filed May 15, 2012)
10.9	Future Spread Agreement for FNMA Mortgage Loans, dated as of May 13, 2012, by and between Nationstar Mortgage LLC and NIC MSR V LLC (incorporated by reference to Exhibit 10.2 to Drive Shack Inc.'s Current Report on Form 8-K, filed May 15, 2012)
10.10	Future Spread Agreement for Non-Agency Mortgage Loans, dated as of May 13, 2012, by and between Nationstar Mortgage LLC and NIC MSR VI LLC (incorporated by reference to Exhibit 10.6 to Drive Shack Inc.'s Current Report on Form 8-K, filed May 15, 2012)
10.11	Future Spread Agreement for GNMA Mortgage Loans, dated as of May 13, 2012, by and between Nationstar Mortgage LLC and NIC MSR VII, LLC (incorporated by reference to Exhibit 10.8 to Drive Shack Inc.'s Current Report on Form 8-K, filed May 15, 2012)
10.12	Current Excess Servicing Spread Acquisition Agreement for FHLMC Mortgage Loans, dated as of May 31, 2012, by and between Nationstar Mortgage LLC and NIC MSR III LLC (incorporated by reference to Exhibit 10.1 to Drive Shack Inc.'s Current Report on Form 8-K, filed June 6, 2012)
10.13	Future Spread Agreement for FHLMC Mortgage Loans, dated as of May 31, 2012, by and between Nationstar Mortgage LLC and NIC MSR III LLC (incorporated by reference to Exhibit 10.2 to Drive Shack Inc.'s Current Report on Form 8-K, filed June 6, 2012)
10.14	Amended and Restated Current Excess Servicing Spread Acquisition Agreement for FNMA Mortgage Loans, dated as of June 7, 2012, by and between Nationstar Mortgage LLC and NIC MSR II LLC (incorporated by reference to Exhibit 10.1 to Drive Shack Inc.'s Current Report on Form 8-K, filed June 7, 2012)
10.15	Amended and Restated Future Spread Agreement for FNMA Mortgage Loans, dated as of June 7, 2012, by and between Nationstar Mortgage LLC and NIC MSR II LLC (incorporated by reference to Exhibit 10.2 to Drive Shack Inc.'s Current Report on Form 8-K, filed June 7, 2012)
10.16	Amended and Restated Current Excess Servicing Spread Acquisition Agreement for FHLMC Mortgage Loans, dated as of June 7, 2012, by and between Nationstar Mortgage LLC and NIC MSR II LLC (incorporated by reference to Exhibit 10.3 to Drive Shack Inc.'s Current Report on Form 8-K, filed June 7, 2012)
10.17	Amended and Restated Future Spread Agreement for FHLMC Mortgage Loans, dated as of June 7, 2012, by and between Nationstar Mortgage LLC and NIC MSR II LLC (incorporated by reference to Exhibit 10.4 to Drive Shack Inc.'s Current Report on Form 8-K, filed June 7, 2012)
10.18	Amended and Restated Current Excess Servicing Spread Acquisition Agreement for Non-Agency Mortgage Loans, dated as of June 7, 2012, by and between Nationstar Mortgage LLC and NIC MSR II LLC (incorporated by reference to Exhibit 10.5 to Drive Shack Inc.'s Current Report on Form 8-K, filed June 7, 2012)
10.19	Amended and Restated Future Spread Agreement for Non-Agency Mortgage Loans, dated as of June 7, 2012, by and between Nationstar Mortgage LLC and NIC MSR II LLC (incorporated by reference to Exhibit 10.6 to Drive Shack Inc.'s Current Report on Form 8-K, filed June 7, 2012)
10.20	Amended and Restated Current Excess Servicing Spread Acquisition Agreement for FNMA Mortgage Loans, dated as of June 28, 2012, by and between Nationstar Mortgage LLC and NIC MSR V LLC (incorporated by reference to Exhibit 10.1 to Drive Shack Inc.'s Current Report on Form 8-K, filed July 5, 2012)
10.21	Amended and Restated Current Excess Servicing Spread Acquisition Agreement for FHLMC Mortgage Loans, dated as of June 28, 2012, by and between Nationstar Mortgage LLC and NIC MSR IV LLC (incorporated by reference to Exhibit 10.2 to Drive Shack Inc.'s Current Report on Form 8-K, filed July 5, 2012)
10.22	Amended and Restated Current Excess Servicing Spread Acquisition Agreement for Non-Agency Mortgage Loans, dated as of June 28, 2012, by and between Nationstar Mortgage LLC and NIC MSR VI LLC (incorporated by reference to Exhibit 10.3 to Drive Shack Inc.'s Current Report on Form 8-K, filed July 5, 2012)
10.23	Amended and Restated Current Excess Servicing Spread Acquisition Agreement for GNMA Mortgage Loans, dated as of June 28, 2012, by and between Nationstar Mortgage LLC and NIC MSR VII LLC (incorporated by reference to Exhibit 10.4 to Drive Shack Inc.'s Current Report on Form 8-K, filed July 5, 2012)

Exhibit Number	Exhibit Description
10.24	Current Excess Servicing Spread Acquisition Agreement for GNMA Mortgage Loans, dated as of December 31, 2012, by and between Nationstar Mortgage LLC and MSR VIII LLC (incorporated by reference to Exhibit 10.35 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.25	Future Spread Agreement for GNMA Mortgage Loans, dated as of December 31, 2012, by and between Nationstar Mortgage LLC and MSR VIII LLC (incorporated by reference to Exhibit 10.36 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.26	Current Excess Servicing Spread Acquisition Agreement for FHLMC Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR IX LLC (incorporated by reference to Exhibit 10.37 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.27	Future Spread Agreement for FHLMC Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR IX LLC (incorporated by reference to Exhibit 10.38 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.28	Current Excess Servicing Spread Acquisition Agreement for FNMA Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR X LLC (incorporated by reference to Exhibit 10.39 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.29	Future Spread Agreement for FNMA Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR X LLC (incorporated by reference to Exhibit 10.40 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.30	Current Excess Servicing Spread Acquisition Agreement for GNMA Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR XI LLC (incorporated by reference to Exhibit 10.41 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.31	Future Spread Agreement for GNMA Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR XI LLC (incorporated by reference to Exhibit 10.42 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.32	Current Excess Servicing Spread Acquisition Agreement for Non-Agency Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR XII LLC (incorporated by reference to Exhibit 10.43 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.33	Future Spread Agreement for Non-Agency Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR XII LLC (incorporated by reference to Exhibit 10.44 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.34	Current Excess Servicing Spread Acquisition Agreement for Non-Agency Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR XIII LLC (incorporated by reference to Exhibit 10.45 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.35	Future Spread Agreement for Non-Agency Mortgage Loans, dated as of January 6, 2013, by and between Nationstar Mortgage LLC and MSR XIII LLC (incorporated by reference to Exhibit 10.46 to Drive Shack Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012)
10.36	Interim Servicing Agreement, dated as of April 1, 2013, by and among the Interim Servicers listed therein, HSBC Finance Corporation, as Interim Servicer Representative, HSBC Bank USA, National Association, SpringCastle America, LLC, SpringCastle Credit, LLC, SpringCastle Finance, LLC, Wilmington Trust, National Association, as Loan Trustee, and SpringCastle Finance LLC, as Owner Representative (incorporated by reference to Exhibit 10.35 to Amendment No. 4 to New Residential Investment Corp.'s Registration Statement on Form 10, filed April 9, 2013)
10.37	Second Amended and Restated Limited Liability Company Agreement of SpringCastle Acquisition LLC, dated as of March 31, 2016 (incorporated by reference to Exhibit 10.37 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016)
10.38	Services Agreement, dated as of April 6, 2015, by and between HLSS Advances Acquisition Corp. and Home Loan Servicing Solutions, Ltd. (incorporated by reference to Exhibit 2.4 to New Residential Investment Corp.'s Current Report on Form 8-K, filed April 10, 2015)
10.39	Receivables Sale Agreement, dated as of August 28, 2015, by and among Ocwen Loan Servicing, LLC, HLSS Holdings, LLC and NRZ Advance Facility Transferor 2015-ON1 LLC (incorporated by reference to Exhibit 10.47 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015)

Exhibit Number	Exhibit Description
10.40	Receivables Pooling Agreement, dated as of August 28, 2015, by and between NRZ Advance Facility Transferor 2015-ON1 LLC and NRZ Advance Receivables Trust 2015-ON1 (incorporated by reference to Exhibit 10.48 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015)
10.41#	Master Agreement, dated as July 23, 2017, by and among Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, HLSS MSR - EBO Acquisition LLC and New Residential Mortgage LLC (incorporated by reference to Exhibit 10.41 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017)
10.42	Amendment No. 1 to Master Agreement, dated as of October 12, 2017, by and among Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, HLSS MSR - EBO Acquisition LLC and New Residential Mortgage LLC (incorporated by reference to Exhibit 10.42 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017)
10.43#	Transfer Agreement, dated as of July 23, 2017, by and among Ocwen Loan Servicing, LLC, New Residential Mortgage LLC, Ocwen Financial Corporation and New Residential Investment Corp. (incorporated by reference to Exhibit 10.43 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017)
10.44#	Amendment No. 1 to the Transfer Agreement, dated January 18, 2018, by and among Ocwen Loan Servicing, LLC, New Residential Mortgage LLC, Ocwen Financial Corporation and New Residential Investment Corp. (incorporated by reference to Exhibit 10.44 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018)
10.45#	Subservicing Agreement, dated as of July 23, 2017, by and between New Residential Mortgage LLC and Ocwen Loan Servicing, LLC (incorporated by reference to Exhibit 10.44 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017)
10.46#	Amendment No. 1 to Subservicing Agreement, dated as of August 17, 2018, by and between New Residential Mortgage LLC and Ocwen Loan Servicing, LLC (incorporated by reference to Exhibit 10.46 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018)
10.47*	Amendment No. 2 to Subservicing Agreement, dated as of October 5, 2020, by and between New Residential Mortgage LLC and PHH Mortgage Corporation (as successor by merger to Ocwen Loan Servicing, LLC)
10.48#	Cooperative Brokerage Agreement, dated as of August 28, 2017, by and among REALHome Services and Solutions, Inc., REALHome Services and Solutions - CT, Inc. and New Residential Sales Corp. (incorporated by reference to Exhibit 10.45 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017)
10.49#	First Amendment to Cooperative Brokerage Agreement, dated as of November 16, 2017, by and among REALHome Services and Solutions, Inc., REALHome Services and Solutions - CT, Inc. and New Residential Sales Corp. (incorporated by reference to Exhibit 10.46 to New Residential Investment Corp.'s Annual Report on Form 10-K for the year ended December 31, 2017, filed on February 14, 2018)
10.50#	Second Amendment to Cooperative Brokerage Agreement, dated as of January 18, 2018, by and among REALHome Services and Solutions, Inc., REALHome Services and Solutions - CT, Inc. and New Residential Sales Corp. (incorporated by reference to Exhibit 10.47 to New Residential Investment Corp.'s Annual Report on Form 10-K for the year ended December 31, 2017, filed on February 14, 2018)
10.51	Third Amendment to Cooperative Brokerage Agreement, dated as of March 23, 2018, by and among REALHome Services and Solutions, Inc., REALHome Services and Solutions - CT, Inc. and New Residential Sales Corp. (incorporated by reference to Exhibit 10.49 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018)
10.52	Fourth Amendment to Cooperative Brokerage Agreement, dated as of September 11, 2018, by and among REALHome Services and Solutions, Inc., REALHome Services and Solutions - CT, Inc. and New Residential Sales Corp. (incorporated by reference to Exhibit 10.51 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018)
10.53#	Letter Agreement, dated as of August 28, 2017, by and among New Residential Investment Corp., New Residential Mortgage LLC, REALHome Services and Solutions, Inc., REALHome Services and Solutions - CT, Inc. and Altisource Solutions S.a.r.l. (incorporated by reference to Exhibit 10.46 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017)
10.54#	New RMSR Agreement, dated as of January 18, 2018, by and among Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, HLSS MSR - EBO Acquisition LLC, and New Residential Mortgage LLC (incorporated by reference to Exhibit 10.51 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018)

Exhibit Number	Exhibit Description
10.55#	Amendment No. 1 to New RMSR Agreement, dated as of August 17, 2018, by and among Ocwen Loan Servicing, LLC, HLSS Holdings, LLC, HLSS MSR - EBO Acquisition LLC, and New Residential Mortgage LLC (incorporated by reference to Exhibit 10.54 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018)
10.56*	Amendment No. 2 to New RMSR Agreement, dated as of October 5, 2020, by and among PHH Mortgage Corporation (as successor by merger to Ocwen Loan Servicing, LLC), HLSS Holdings, LLC, HLSS MSR - EBO Acquisition LLC, and New Residential Mortgage LLC
10.57#	Subservicing Agreement, dated as of August 17, 2018, by and between New Penn Financial, LLC, d/b/a Shellpoint Mortgage Servicing and Ocwen Loan Servicing, LLC (incorporated by reference to Exhibit 10.55 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018)
10.58*	Amendment No. 1 to Subservicing Agreement, dated as of October 5, 2020, by and between NewRez, LLC (as successor-in-interest to New Penn Financial, LLC) d/b/a Shellpoint Mortgage Servicing and PHH Mortgage Corporation (as successor by merger to Ocwen Loan Servicing, LLC)
10.59	Call Rights Letter Agreement, dated as of March 31, 2020, between New Residential Investment Corp. and Fortress Credit Opportunities V Advisors LLC (incorporated by reference to Exhibit 10.56 to New Residential Investment Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020)
10.60	Senior Secured Term Loan Facility Agreement, dated as of May 19, 2020, among New Residential Investment Corp., as Parent and the Borrower, and Certain Subsidiaries of New Residential Investment Corp., as Subsidiary Guarantors, the Lenders Party thereto and Cortland Capital Market Services LLC, as Administrative Agent and Collateral Agent
10.61	Pledge and Security Agreement, dated as of May 19, 2020, among each of the Pledgors Party thereto and Cortland Capital Market Services LLC, as Collateral Agent
10.62	Form of Common Stock Purchase Warrant No. S1, dated May 19, 2020, between New Residential Investment Corp. and Canyon Finance (Cayman) Limited or its permitted assigns
10.63	Form of Common Stock Purchase Warrant No. S2, dated May 19, 2020, between New Residential Investment Corp. and Canyon Finance (Cayman) Limited or its permitted assigns
10.64	Form of Common Stock Purchase Warrant No. S1, dated May 27, 2020, between New Residential Investment Corp. and CF NRS-E LLC or its permitted assigns
10.65	Form of Common Stock Purchase Warrant No. S2, dated May 27, 2020, between New Residential Investment Corp. and CF NRS-E LLC or its permitted assigns
10.66	Registration Rights Agreement, dated May 19, 2020, by and among New Residential Investment Corp. and the Investors set forth on Schedule 1 thereto
31.1	Certification of Chief Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial information from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets; (ii) Condensed Consolidated Statements of Comprehensive Income; (iii) Condensed Consolidated Statements of Changes in Stockholders' Equity; (iv) Condensed Consolidated Statements of Cash Flows; and (v) Notes to Condensed Consolidated Financial Statements
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

* Portions of this exhibit have been omitted.

The following second amended and restated limited liability company agreements of the Consumer Loan Companies are substantially identical in all material respects, except as to the parties thereto and the initial capital contributions required under

each agreement, to the Second Amended and Restated Limited Liability Company Agreement of SpringCastle Acquisition LLC that is filed as Exhibit 10.37 hereto and are being omitted in reliance on Instruction 2 to Item 601 of Regulation S-K:

- Second Amended and Restated Limited Liability Company Agreement of SpringCastle America, LLC, dated as of March 31, 2016.
- Second Amended and Restated Limited Liability Company Agreement of SpringCastle Credit, LLC, dated as of March 31, 2016.
- Second Amended and Restated Limited Liability Company Agreement of SpringCastle Finance, LLC, dated as of March 31, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized:

NEW RESIDENTIAL INVESTMENT CORP.

By: /s/ Michael Nierenberg
Michael Nierenberg
Chief Executive Officer and President
(Principal Executive Officer)

October 29, 2020

By: /s/ Nicola Santoro, Jr.
Nicola Santoro, Jr.
Chief Financial Officer and Treasurer
(Principal Financial Officer)

October 29, 2020

Exhibit 10.47
EXECUTION VERSION

AMENDMENT NUMBER TWO
Subservicing Agreement
by and between
NEW RESIDENTIAL MORTGAGE LLC
and
PHH MORTGAGE CORPORATION (as successor by merger to
OCWEN LOAN SERVICING, LLC)

This AMENDMENT NUMBER TWO is made this 5th day of October, 2020, by and between PHH MORTGAGE CORPORATION (as successor by merger to Ocwen Loan Servicing, LLC), as subservicer (the "Subservicer"), and NEW RESIDENTIAL MORTGAGE LLC, as owner/servicer (the "Owner/Servicer"), to that certain Subservicing Agreement, dated as of July 23, 2017 (the "Agreement"), by and between the Subservicer and the Owner/Servicer.

RECITALS

WHEREAS, the Subservicer and the Owner/Servicer desire to amend the Agreement, subject to the terms hereof, to modify the Agreement as specified herein; and

WHEREAS, the Subservicer and the Owner/Servicer each have agreed to execute and deliver this Amendment Number Two on the terms and conditions set forth herein.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and of the mutual covenants herein contained, the parties hereto hereby agree as follows:

SECTION 1. Amendments. Effective as of June 1, 2019 or, with respect to any individual Mortgage Loan that became serviced on the Black Knight Platform prior to June 1, 2019, the first Business Day the Mortgage Loan was serviced on such platform, prior to June 1, 2019, the Agreement is hereby amended as follows:

(a) The Agreement is hereby amended by deleting Exhibit E-1 in its entirety and replacing it with Exhibit E-1 attached hereto.

(b) The Agreement is hereby amended by deleting Exhibit E-2 in its entirety and replacing it with Exhibit E-2 attached hereto.

SECTION 2. Defined Terms. Any terms capitalized but not otherwise defined herein shall have the respective meanings set forth in the Agreement.

SECTION 3. Limited Effect. Except as amended hereby, the Agreement shall continue in full force and effect in accordance with its terms. Reference to this Amendment Number Two need not be made in the Agreement or any other instrument or document executed in connection therewith, or in any certificate, letter or communication issued or made pursuant to, or with respect to, the Agreement, any reference in any of such items to the Agreement being sufficient to refer to the Agreement as amended hereby.

SECTION 4. Governing Law. This Amendment Number Two shall be construed in accordance with the laws of the State of New York and the obligations, rights, and remedies of the parties hereunder shall be determined in accordance with such laws without regard to conflict of laws doctrine applied in such state (other than Section 5-1401 or 5-1402 of the New York General Obligations Law which shall govern).

SECTION 5. Counterparts. This Amendment Number Two may be executed by each of the parties hereto on any number of separate counterparts, each of which shall be an original and all of which taken together shall constitute one and the same instrument. The parties agree that this Amendment Number Two and signature pages may be transmitted between them by facsimile or by electronic mail and that faxed and PDF signatures may constitute original signatures and that a faxed or PDF signature page containing the signature (faxed, PDF or original) is binding upon the parties.

[Signature Page Follows]

IN WITNESS WHEREOF, the Owner/Servicer and the Subservicer have caused this Amendment Number Two to be executed and delivered by their duly authorized officers as of the day and year first above written.

PHH MORTGAGE CORPORATION
(Subservicer)

By: /s/ Curtis J. Schares
Name: Curtis J. Schares
Title: Vice President

Signed: October 5, 2020

NEW RESIDENTIAL MORTGAGE LLC
(Owner/Servicer)

By: /s/ Nicola Santoro, Jr.
Name: Nicola Santoro, Jr.
Title: Chief Financial Officer and Chief Operating Officer

Exhibit E-1

LIST OF SERVICING REPORTS

Exhibit E-1-1

Critical Report	Regulatory Report	Name of Report	Report #	Updates #	Frequency	Implementation
Yes	No	Servicing Delta Daily Data Feed	E-1	*	Daily (by noon ET)	
Yes	No	Service Fee Reports ("Service Fee Daily Report")	E-2(a)	*	Daily (by noon ET)	
Yes	No	Service Fee Reports ("Daily Balalnces File")	E-2(b)	*	Daily (by noon ET)	
Yes	No	Remittance File	E-3	*	Daily (by noon ET)	
Yes	No	Servicing Monthly Data Feed	E-4	*	Monthly by 5th BU day	
Yes	No	Reconciliation Report	E-5	*	As specified Section 4.1	
Yes	No	Advance Reports ("MRA AF Daily File")	E-6(a)	*	Daily (by noon ET)	
Yes	No	Advance Reports ("NRZ NBB Loan Level File")	E-6(b)	*	Monthly (by 7th BU day)	
Yes	No	Portfolio Strat Reports	E-7	*	Monthly (by 7th BU day)	
No	No	Mortgagor Litigation Report	E-8	*	Monthly (by 5th BU day)	
No	No	Corporate Matters Report	E-9	*	Monthly (by 15th)	
No	No	Performance Reports	E-10	*	Monthly (by 20th)	
No	No	Material Changes to Subservicer's, Subservicer's Parents or any of their respective Affiliates' Policies and Procedures	*	E-A1	Monthly (by 20th)	
		[Reserved]	E-11			
No	No	Basic Complaint Report	E-12(a)	*	Monthly (by 5th BU day)	
No	No	Escalated Complaint Case Data Report	E-12(b)	*	Monthly (by 5th BU day)	
No	No	Request for Information Report	E-13	*	Monthly (by 7th BU day)	
No	No	Portfolio Roll Rate Reports	E-14	*	Monthly (by 7th BU day)	
No	No	Monthly Financial Covenant Certification	*	E-A2	As provided in Section 2.22	
No	No	Advance Threshold Report	E-15	*	Monthly (by 20th)	
No	No	Back-up Servicer Files	E-16	*	As agreed to with the Back-up Servicer	
No	No	MI Rescission Report	E-17	*	Monthly (by 15th)	
No	No	Land Title Adjustment Report	E-18	*	Monthly (by 7th BU day)	

No	No	Ancillary Income Report	E-19	*	Monthly (by 15th)	
No	No	Exhibit Q Information	*	E-A3	Quarterly (by 45th calendar day)	
No	No	Provide Fidelity and Errors and Omissions Insurance	*	E-A4	Quarterly (by 45th calendar day)	
		[Reserved]	E-20			
		[Reserved]	E-21			
No	No	Customer Service Statistics	E-22	*	Quarterly (by 45th calendar day	
No	No	Tracking Report regarding Privacy Notices	E-23	*	Quarterly (by 20th)	
No	Yes	NYS VOSR Template	E-24	*	Quarterly (20 days after Quarter-End)	
No	Yes	MBFRF Template	E-25	*	Quarterly (20 days after Quarter-End)	
No	Yes	MCR Template	E-26	*	Quarterly (30 days after Quarter-End)	
No	Yes	Illinois Default and Foreclosure Template	E-27	*	Semi-Annual (by 20th calendar day of July)	
No	Yes	California CRMLA Template	E-28	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Illinois Report of Servicing Activity Template	E-29	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Michigan Mortgage Brokers, Lenders and Servicers Template	E-30	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Missouri Report of Residential Mortgage Loan Broker Activity Template	E-31	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Washington Consumer Loan Assessment Report Template	E-32	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Washington Consumer Loan Assessment Report Template	E-33	*	Annual (by 45th calendar day after fiscal year-end)	
No	No	Regulation AB Compliance Report	*	E-A5	As defined in Agreement	
No	No	Uniform Single Attestation Program Compliance Report	*		As defined in Agreement	
No	No	SOC 1 Type II of Critical Vendors of Subservicer (or such other Type as may be reasonably satisfactory to Owner/Servicer)	*	E-A6	Within 30 days of receipt, but no later than January 31	

No	No	SOC 1 Type II of Subservicer covering a minimum period of nine (9) months	*	E-A7	Within 30 days of receipt, but no later than January 31	
No	No	SOC 1 Type II Bridge Letter of Subservicer covering a maximum period of three (3) months	*	E-A8	No later than January 31	
No	No	MI Report	E-34		Monthly (by 6th BU day)	
No	No	MERS to LPS Data Reconciliation Report	E-35		Monthly (by 6th BU day after MERS cut-off)	
No	No	Servicing Transactions Delta Daily Data Feed	E-36		Daily (by noon ET)	
No	No	Call Center Report	E-37		Weekly (Monday)	
No	No	Lien Release Report	E-38		Monthly (by 6th BU day)	
No	No	FC FHA Pipeline	E-39		Monthly (by 6th BU day)	
No	No	FC VA Pipeline	E-40		Monthly (by 6th BU day)	
No	No	FC Conventional Pipeline	E-41		Monthly (by 6th BU day)	
No	No	MODS Pipeline	E-42		Monthly (by 6th BU day)	
No	No	Claims Report	E-43		Monthly (by 6th BU day)	
No	No	Liquidations Approvals	E-44		Monthly (by 6th BU day)	
No	No	Liquidations Closings	E-45		Monthly (by 6th BU day)	
No	No	Call QA Reporting	E-46		Quarterly (by 10th BU days after Quarter-End)	
		[Reserved]	E-47			
No	No	Metro II	E-48		Monthly (by 6th BU day)	
		[Reserved]	E-49			

Exhibit E-2

FORMATTED SERVICING REPORTS

[OMITTED]

Exhibit E-2-1

CERTAIN CONFIDENTIAL INFORMATION CONTAINED IN THIS DOCUMENT, MARKED BY [***], HAS BEEN OMITTED BECAUSE IT IS BOTH (i) NOT MATERIAL AND (ii) WOULD BE COMPETITIVELY HARMFUL IF PUBLICLY DISCLOSED.

AMENDMENT NUMBER TWO
New RMSR Agreement
by and among
NEW RESIDENTIAL MORTGAGE LLC
HLLS HOLDINGS, LLC
HLSS MSR - EBO ACQUISITION LLC
and
PHH MORTGAGE CORPORATION (as successor by merger to
OCWEN LOAN SERVICING, LLC)

This AMENDMENT NUMBER TWO is made this 5th day of October, 2020, by and between PHH MORTGAGE CORPORATION (as successor by merger to OCWEN LOAN SERVICING, LLC), as seller (the "Seller"), HLSS HOLDINGS, LLC ("Holdings"), HLSS MSR – EBO ACQUISITION LLC, ("MSR – EBO" and together with Holdings, the "Purchasers") and NEW RESIDENTIAL MORTGAGE LLC ("NRM"), to that certain New RMSR Agreement, dated as of January 18, 2018 (the "Agreement"), by and among the Seller, the Purchasers and NRM.

RECITALS

WHEREAS, the Seller, the Purchasers and NRM desire to amend the Agreement, subject to the terms hereof, to modify the Agreement as specified herein; and

WHEREAS, the Seller, the Purchasers and NRM each have agreed to execute and deliver this Amendment Number Two on the terms and conditions set forth herein.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and of the mutual covenants herein contained, the parties hereto hereby agree as follows:

SECTION 1. Amendments. Effective as of June 1, 2019 or, with respect to any individual Mortgage Loan that became serviced on the Black Knight Platform prior to June 1, 2019, the first Business Day the Mortgage Loan was serviced on such platform, prior to June 1, 2019, the Agreement is hereby amended as follows:

(a) The Agreement is hereby amended by deleting Exhibit E-1 of Annex 1 in its entirety and replacing it with Exhibit E-1 attached hereto.

(b) The Agreement is hereby amended by deleting Exhibit E-2 of Annex 1 in its entirety and replacing it with Exhibit E-2 attached hereto.

SECTION 2. Additional Amendment. Effective as of August 17, 2018, the Agreement is hereby amended as follows:

(a) The Agreement is hereby amended by deleting Section 5.4(a) to Annex I in its entirety and replacing it with the following (modified text underlined for review purposes):

(a) If Holdings:

(i) terminates this Addendum "for cause" pursuant to Section 5.3(a) (other than pursuant to Section 5.3(a)(xxiii)), Seller (A) shall reimburse the Purchasers for Purchasers' Servicing Transfer Costs incurred in connection with transferring the servicing to a successor servicer or subservicer, (b) shall reimburse the Purchasers for any boarding fees of the subsequent servicer which shall be capped at [***] per Mortgage Loan/REO Property and (C) shall not be entitled to any Termination Fee, deboarding fees or reimbursement of its Servicing Transfer Costs;

(ii) terminates this Addendum "for convenience" pursuant to Section 5.1(b), Holdings shall remit to the Seller (A) solely if the Effective Date of Termination occurs during the Initial Term, an amount equal to the applicable Termination Fee and (B) irrespective of whether the Effective Date of Termination occurs during the Initial Term, the greater of [***] per Mortgage Loan/REO Property and Seller's Servicing Transfer Costs incurred in connection with transferring the servicing to a successor servicer or subservicer;

(iii) does not extend the term of this Addendum at the end of the Initial Term or any three-month renewal term thereafter, (A) Seller shall not be entitled to any Termination Fee; (B) neither party shall be responsible for paying any deboarding or boarding fees, and (C) (I) each of Seller and Holdings shall pay 50% of the aggregate Servicing Transfer Costs incurred by such parties in connection with transferring the servicing to a successor servicer or subservicer if either (I) the NRM Subservicing Agreement has not been terminated or (ii) such costs are incurred on or prior to 90 days following the Effective Date of Termination of the NRM Subservicing Agreement and (II) thereafter, Holdings shall pay all Servicing Transfer Costs incurred by such parties in connection with transferring the servicing to a successor servicer or subservicer; or

(iv) terminates this Addendum "for cause" pursuant to Section 5.3(a)(xxiii), (A) the Servicing Transfer Costs incurred by such parties in connection with transferring the servicing to a successor servicer or subservicer following such termination shall be paid by Seller to the extent such Servicing Transfer Costs are incurred on or prior to July 22, 2019, and any Servicing Transfer Costs incurred thereafter shall be paid by the Purchasers, (B) neither party shall be responsible for paying any deboarding or boarding fees, and (C) Seller shall not be entitled to any Termination Fee.

To the extent Holdings is obligated to pay the Termination Fee set forth above, (i) if Seller purchases the related Servicing Assets or the related Rights to MSRs and Transferred Receivables Assets under Section 5.4(c)(i)(A) or (B), such Termination Fee shall, to the extent possible, be netted against the applicable Option Price or purchase price, respectively and otherwise be paid to Seller on the applicable Termination Date and (ii) if Seller is not purchasing the related Servicing Assets or the related Rights to MSRs and Transferred Receivables Assets under Section 5.4(c)(i)(A) or (B), Holdings shall remit to the Escrow Agent, to be held by the Escrow Agent in accordance with the Escrow Agreement, one-hundred percent (100%) of the applicable Termination Fee Deposit Amount (as defined and calculated in accordance with Exhibit C-2) in immediately available funds at least one (1) Business Day prior to the Seller sending the related transferor's notice of transfer of servicing or "goodbye letter" in accordance with the requirements of applicable law solely to the extent the Seller has complied and completed all of the servicing transfer requirements set forth in Part I of Exhibit S required to be performed on or before such date thereof; provided that Seller shall have no obligation to send any such notices until the Escrow Agent verifies to Seller that the Termination Fee Deposit Amount has been received. The Escrow Agent shall pay the Seller (i) fifty percent (50%) of the applicable Termination Fee Deposit Amount in immediately available funds within two (2) Business Days after its receipt, with a copy to Holdings, from the Seller of a certification by the Seller and its third party vendor handling the mailing that the Seller has sent the related transferor's notice of transfer of servicing or "goodbye letter" and (ii) the remaining fifty percent (50%) of the applicable Termination Fee Deposit Amount in immediately available funds within two (2) Business Days after its receipt, with a copy to Holdings, from the Seller of a certification by the Seller that the Seller has completed the Servicing Transfer Requirements set forth in Part III of Exhibit S attached hereto and including the federal reference numbers and wire amounts for the funds required to be remitted in accordance with such Servicing Transfer Requirements. The Seller shall send a copy of each of the deliverables under the Servicing Transfer Requirements to Holdings at the same time it delivers such deliverable to the applicable successor servicer or subservicer. Holdings may elect to wait to transfer the servicing with respect to certain Servicing Agreements if the transfer of such Servicing Agreements would result in the unpaid principal balance of the Mortgage Loans that would remain subject to this Addendum following such transfer to be less than ten percent (10%) of the unpaid principal balance of all of the Mortgage Loans subject to this Addendum on the Effective Date of Termination. The Seller and Holdings shall use their best efforts to cooperate to enter into an Escrow Agreement containing the terms as set forth in this paragraph prior to the applicable date a payment is required to be made to the Escrow Agent as described in this paragraph and, to the extent such actions have been taken by any NRZ O/S Entity pursuant to any NRZ Servicing/Subservicing Agreement (other than the NRM Agency Subservicing Agreement), Holdings and Seller may agree to aggregate such actions. Notwithstanding anything to the contrary set forth in this Addendum, the Seller shall not be entitled to receive any Termination Fee to the extent the Effective Date of Termination occurs after the Initial Term or the parties are unable to effectuate the transfer of servicing to a successor servicer or subservicer.

In addition, in connection with any of the terminations described in this Section 5.4(a), (i) to the extent not previously purchased, Holdings shall purchase, in accordance with the terms and requirements of this Addendum, all Servicing Advances and P&I Advances for which Purchaser has not purchased prior to the Effective Date of Termination (other than any amounts being disputed in accordance with Section 4.3) and (ii) Holdings shall pay to the Seller all unpaid Seller Economics which have accrued as of the date the servicing transfers to a successor servicer or subservicer ("Successor Transfer Date") (other than any amounts being disputed in accordance with Section 4.3) or the Termination Date, as applicable. Other than with respect to the Termination Fee, if applicable, all amounts payable or reimbursable under this Section 5.4(a) shall be paid or reimbursed on the Successor Transfer Date or the Termination Date, as applicable based on customary practices of estimation and true-up. To the extent that any such amounts are not known and/or invoiced by the party entitled to payment prior to the Successor Transfer Date, or the Termination Date, as applicable, such amounts shall be paid or reimbursed to the party entitled to payment within ten (10) Business Days of the other party's receipt of an invoice therefore, together with any documentation required pursuant to this Addendum.

In addition, upon termination of this Addendum, subject to the foregoing, Holdings and the Seller shall pay or reimburse the other party any other amounts due under this Addendum.

SECTION 3. Defined Terms. Any terms capitalized but not otherwise defined herein shall have the respective meanings set forth in the Agreement.

SECTION 4. Limited Effect. Except as amended hereby, the Agreement shall continue in full force and effect in accordance with its terms. Reference to this Amendment Number Two need not be made in the Agreement or any other instrument or document executed in connection therewith, or in any certificate, letter or communication issued or made pursuant to, or with respect to, the Agreement, any reference in any of such items to the Agreement being sufficient to refer to the Agreement as amended hereby.

SECTION 5. Governing Law. This Amendment Number Two shall be construed in accordance with the laws of the State of New York and the obligations, rights, and remedies of the parties hereunder shall be determined in accordance with such laws without regard to conflict of laws doctrine applied in such state (other than Section 5-1401 or 5-1402 of the New York General Obligations Law which shall govern).

SECTION 6. Counterparts. This Amendment Number Two may be executed by each of the parties hereto on any number of separate counterparts, each of which shall be an original and all of which taken together shall constitute one and the same instrument. The parties agree that this Amendment Number Two and signature pages may be transmitted between them by facsimile or by electronic mail and that faxed and PDF signatures may constitute original signatures and that a faxed or PDF signature page containing the signature (faxed, PDF or original) is binding upon the parties.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Number Two to be executed and delivered by their duly authorized officers as of the day and year first above written.

PHH MORTGAGE CORPORATION

By: /s/ Curtis J. Schares
Name: Curtis J. Schares
Title: Vice President

Signed: October 5, 2020

HLSS HOLDINGS, LLC

By: HLSS Roswell, LLC, its sole member

By: /s/ Nicola Santoro, Jr.

Name: Nicola Santoro, Jr.
Title: Chief Financial Officer

HLSS MSR – EBO ACQUISITION LLC

By: New Residential Investment Corp., its sole member

By: /s/ Nicola Santoro, Jr.
Name: Nicola Santoro, Jr.
Title: Chief Financial Officer

NEW RESIDENTIAL MORTGAGE LLC

By: New Residential Investment Corp., its sole member

By: /s/ Nicola Santoro, Jr.
Name: Nicola Santoro, Jr.
Title: Chief Financial Officer

Exhibit E-1

LIST OF SERVICING REPORTS

Exhibit E-1-1

Critical Report	Regulatory Report	Name of Report	Report #	Updates #	Frequency	Implementation
Yes	No	Servicing Delta Daily Data Feed	E-1	*	Daily (by noon ET)	
Yes	No	Service Fee Reports ("Service Fee Daily Report")	E-2(a)	*	Daily (by noon ET)	
Yes	No	Service Fee Reports ("Daily Balalnces File")	E-2(b)	*	Daily (by noon ET)	
Yes	No	Remittance File	E-3	*	Daily (by noon ET)	
Yes	No	Servicing Monthly Data Feed	E-4	*	Monthly by 5th BU day	
Yes	No	Reconciliation Report	E-5	*	As specified Section 4.1	
Yes	No	Advance Reports ("MRA AF Daily File")	E-6(a)	*	Daily (by noon ET)	
Yes	No	Advance Reports ("NRZ NBB Loan Level File")	E-6(b)	*	Monthly (by 7th BU day)	
Yes	No	Portfolio Strat Reports	E-7	*	Monthly (by 7th BU day)	
No	No	Mortgagor Litigation Report	E-8	*	Monthly (by 5th BU day)	
No	No	Corporate Matters Report	E-9	*	Monthly (by 15th)	
No	No	Performance Reports	E-10	*	Monthly (by 20th)	
No	No	Material Changes to Subservicer's, Subservicer's Parents or any of their respective Affiliates' Policies and Procedures	*	E-A1	Monthly (by 20th)	
		[Reserved]	E-11			
No	No	Basic Complaint Report	E-12(a)	*	Monthly (by 5th BU day)	
No	No	Escalated Complaint Case Data Report	E-12(b)	*	Monthly (by 5th BU day)	
No	No	Request for Information Report	E-13	*	Monthly (by 7th BU day)	
No	No	Portfolio Roll Rate Reports	E-14	*	Monthly (by 7th BU day)	
No	No	Monthly Financial Covenant Certification	*	E-A2	As provided in Section 2.22	
No	No	Advance Threshold Report	E-15	*	Monthly (by 20th)	
No	No	Back-up Servicer Files	E-16	*	As agreed to with the Back-up Servicer	
No	No	MI Rescission Report	E-17	*	Monthly (by 15th)	
No	No	Land Title Adjustment Report	E-18	*	Monthly (by 7th BU day)	

No	No	Ancillary Income Report	E-19	*	Monthly (by 15th)	
No	No	Exhibit Q Information	*	E-A3	Quarterly (by 45th calendar day)	
No	No	Provide Fidelity and Errors and Omissions Insurance	*	E-A4	Quarterly (by 45th calendar day)	
		[Reserved]	E-20			
		[Reserved]	E-21			
No	No	Customer Service Statistics	E-22	*	Quarterly (by 45th calendar day	
No	No	Tracking Report regarding Privacy Notices	E-23	*	Quarterly (by 20th)	
No	Yes	NYS VOSR Template	E-24	*	Quarterly (20 days after Quarter-End)	
No	Yes	MBFRF Template	E-25	*	Quarterly (20 days after Quarter-End)	
No	Yes	MCR Template	E-26	*	Quarterly (30 days after Quarter-End)	
No	Yes	Illinois Default and Foreclosure Template	E-27	*	Semi-Annual (by 20th calendar day of July)	
No	Yes	California CRMLA Template	E-28	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Illinois Report of Servicing Activity Template	E-29	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Michigan Mortgage Brokers, Lenders and Servicers Template	E-30	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Missouri Report of Residential Mortgage Loan Broker Activity Template	E-31	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Washington Consumer Loan Assessment Report Template	E-32	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Washington Consumer Loan Assessment Report Template	E-33	*	Annual (by 45th calendar day after fiscal year-end)	
No	No	Regulation AB Compliance Report	*	E-A5	As defined in Agreement	
No	No	Uniform Single Attestation Program Compliance Report	*		As defined in Agreement	
No	No	SOC 1 Type II of Critical Vendors of Subservicer (or such other Type as may be reasonably satisfactory to Owner/Servicer)	*	E-A6	Within 30 days of receipt, but no later than January 31	

No	No	SOC 1 Type II of Subservicer covering a minimum period of nine (9) months	*	E-A7	Within 30 days of receipt, but no later than January 31	
No	No	SOC 1 Type II Bridge Letter of Subservicer covering a maximum period of three (3) months	*	E-A8	No later than January 31	
No	No	MI Report	E-34		Monthly (by 6th BU day)	
No	No	MERS to LPS Data Reconciliation Report	E-35		Monthly (by 6th BU day after MERS cut-off)	
No	No	Servicing Transactions Delta Daily Data Feed	E-36		Daily (by noon ET)	
No	No	Call Center Report	E-37		Weekly (Monday)	
No	No	Lien Release Report	E-38		Monthly (by 6th BU day)	
No	No	FC FHA Pipeline	E-39		Monthly (by 6th BU day)	
No	No	FC VA Pipeline	E-40		Monthly (by 6th BU day)	
No	No	FC Conventional Pipeline	E-41		Monthly (by 6th BU day)	
No	No	MODS Pipeline	E-42		Monthly (by 6th BU day)	
No	No	Claims Report	E-43		Monthly (by 6th BU day)	
No	No	Liquidations Approvals	E-44		Monthly (by 6th BU day)	
No	No	Liquidations Closings	E-45		Monthly (by 6th BU day)	
No	No	Call QA Reporting	E-46		Quarterly (by 10th BU days after Quarter-End)	
		[Reserved]	E-47			
No	No	Metro II	E-48		Monthly (by 6th BU day)	
		[Reserved]	E-49			

Exhibit E-2

FORMATTED SERVICING REPORTS

[OMITTED]

Exhibit E-2-1

Exhibit 10.58
EXECUTION VERSION

AMENDMENT NUMBER ONE
Subservicing Agreement
by and between
PHH MORTGAGE CORPORATION (as successor by merger to
OCWEN LOAN SERVICING, LLC)
and
NEW PENN FINANCIAL, LLC, D/B/A SHELLPOINT MORTGAGE SERVICING

This AMENDMENT NUMBER ONE is made this 5th day of October, 2020, by and between PHH MORTGAGE CORPORATION (as successor by merger to OCWEN LOAN SERVICING, LLC), as subservicer (the "Subservicer"), and NEWREZ, LLC (as successor-in-interest to NEW PENN FINANCIAL, LLC) D/B/A SHELLPOINT MORTGAGE SERVICING, as owner/servicer (the "Owner/Servicer"), to that certain Subservicing Agreement, dated as of August 17, 2018 (the "Agreement"), by and between the Subservicer and the Owner/Servicer.

RECITALS

WHEREAS, the Subservicer and the Owner/Servicer desire to amend the Agreement, subject to the terms hereof, to modify the Agreement as specified herein; and

WHEREAS, the Subservicer and the Owner/Servicer each have agreed to execute and deliver this Amendment Number One on the terms and conditions set forth herein.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and of the mutual covenants herein contained, the parties hereto hereby agree as follows:

SECTION 1. Amendments. Effective as of June 1, 2019 or, with respect to any individual Mortgage Loan that became serviced on the Black Knight Platform prior to June 1, 2019, the first Business Day the Mortgage Loan was serviced on such platform, prior to June 1, 2019, the Agreement is hereby amended as follows:

(a) The Agreement is hereby amended by deleting Exhibit E-1 in its entirety and replacing it with Exhibit E-1 attached hereto.

(b) The Agreement is hereby amended by deleting Exhibit E-2 in its entirety and replacing it with Exhibit E-2 attached hereto.

SECTION 2. Defined Terms. Any terms capitalized but not otherwise defined herein shall have the respective meanings set forth in the Agreement.

SECTION 3. Limited Effect. Except as amended hereby, the Agreement shall continue in full force and effect in accordance with its terms. Reference to this Amendment Number One need not be made in the Agreement or any other instrument or document executed in connection therewith, or in any certificate, letter or communication issued or made pursuant to, or with respect to, the Agreement, any reference in any of such items to the Agreement being sufficient to refer to the Agreement as amended hereby.

SECTION 4. Governing Law. This Amendment Number One shall be construed in accordance with the laws of the State of New York and the obligations, rights, and remedies of the parties hereunder shall be determined in accordance with such laws without regard to conflict of laws doctrine applied in such state (other than Section 5-1401 or 5-1402 of the New York General Obligations Law which shall govern).

SECTION 5. Counterparts. This Amendment Number One may be executed by each of the parties hereto on any number of separate counterparts, each of which shall be an original and all of which taken together shall constitute one and the same instrument. The parties agree that this Amendment Number One and signature pages may be transmitted between them by facsimile or by electronic mail and that faxed and PDF signatures may constitute original signatures and that a faxed or PDF signature page containing the signature (faxed, PDF or original) is binding upon the parties.

[Signature Page Follows]

IN WITNESS WHEREOF, the Owner/Servicer and the Subservicer have caused this Amendment Number One to be executed and delivered by their duly authorized officers as of the day and year first above written.

PHH MORTGAGE CORPORATION
(Subservicer)

By: /s/ Curtis J. Schares
Name: Curtis J. Schares
Title: Vice President

Signed: October 5, 2020

NEWREZ LLC, D/B/A SHELLPOINT MORTGAGE SERVICING
(Owner/Servicer)

By: /s/ Nicola Santoro, Jr.
Name: Nicola Santoro, Jr.
Title: Authorized Signatory

Exhibit E-1

LIST OF SERVICING REPORTS

Critical Report	Regulatory Report	Name of Report	Report #	Updates #	Frequency	Implementation
Yes	No	Servicing Delta Daily Data Feed	E-1	*	Daily (by noon ET)	
Yes	No	Service Fee Reports ("Service Fee Daily Report")	E-2(a)	*	Daily (by noon ET)	
Yes	No	Service Fee Reports ("Daily Balalnces File")	E-2(b)	*	Daily (by noon ET)	
Yes	No	Remittance File	E-3	*	Daily (by noon ET)	
Yes	No	Servicing Monthly Data Feed	E-4	*	Monthly by 5th BU day	
Yes	No	Reconciliation Report	E-5	*	As specified Section 4.1	
Yes	No	Advance Reports ("MRA AF Daily File")	E-6(a)	*	Daily (by noon ET)	
Yes	No	Advance Reports ("NRZ NBB Loan Level File")	E-6(b)	*	Monthly (by 7th BU day)	
Yes	No	Portfolio Strat Reports	E-7	*	Monthly (by 7th BU day)	
No	No	Mortgagor Litigation Report	E-8	*	Monthly (by 5th BU day)	
No	No	Corporate Matters Report	E-9	*	Monthly (by 15th)	
No	No	Performance Reports	E-10	*	Monthly (by 20th)	
No	No	Material Changes to Subservicer's, Subservicer's Parents or any of their respective Affiliates' Policies and Procedures	*	E-A1	Monthly (by 20th)	
		[Reserved]	E-11			
No	No	Basic Complaint Report	E-12(a)	*	Monthly (by 5th BU day)	
No	No	Escalated Complaint Case Data Report	E-12(b)	*	Monthly (by 5th BU day)	
No	No	Request for Information Report	E-13	*	Monthly (by 7th BU day)	
No	No	Portfolio Roll Rate Reports	E-14	*	Monthly (by 7th BU day)	
No	No	Monthly Financial Covenant Certification	*	E-A2	As provided in Section 2.22	
No	No	Advance Threshold Report	E-15	*	Monthly (by 20th)	
No	No	Back-up Servicer Files	E-16	*	As agreed to with the Back-up Servicer	
No	No	MI Rescission Report	E-17	*	Monthly (by 15th)	
No	No	Land Title Adjustment Report	E-18	*	Monthly (by 7th BU day)	

No	No	Ancillary Income Report	E-19	*	Monthly (by 15th)	
No	No	Exhibit Q Information	*	E-A3	Quarterly (by 45th calendar day)	
No	No	Provide Fidelity and Errors and Omissions Insurance	*	E-A4	Quarterly (by 45th calendar day)	
		[Reserved]	E-20			
		[Reserved]	E-21			
No	No	Customer Service Statistics	E-22	*	Quarterly (by 45th calendar day	
No	No	Tracking Report regarding Privacy Notices	E-23	*	Quarterly (by 20th)	
No	Yes	NYS VOSR Template	E-24	*	Quarterly (20 days after Quarter-End)	
No	Yes	MBFRF Template	E-25	*	Quarterly (20 days after Quarter-End)	
No	Yes	MCR Template	E-26	*	Quarterly (30 days after Quarter-End)	
No	Yes	Illinois Default and Foreclosure Template	E-27	*	Semi-Annual (by 20th calendar day of July)	
No	Yes	California CRMLA Template	E-28	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Illinois Report of Servicing Activity Template	E-29	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Michigan Mortgage Brokers, Lenders and Servicers Template	E-30	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Missouri Report of Residential Mortgage Loan Broker Activity Template	E-31	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Washington Consumer Loan Assessment Report Template	E-32	*	Annual (by 45th calendar day after fiscal year-end)	
No	Yes	Washington Consumer Loan Assessment Report Template	E-33	*	Annual (by 45th calendar day after fiscal year-end)	
No	No	Regulation AB Compliance Report	*	E-A5	As defined in Agreement	
No	No	Uniform Single Attestation Program Compliance Report	*		As defined in Agreement	
No	No	SOC 1 Type II of Critical Vendors of Subservicer (or such other Type as may be reasonably satisfactory to Owner/Servicer)	*	E-A6	Within 30 days of receipt, but no later than January 31	

No	No	SOC 1 Type II of Subservicer covering a minimum period of nine (9) months	*	E-A7	Within 30 days of receipt, but no later than January 31	
No	No	SOC 1 Type II Bridge Letter of Subservicer covering a maximum period of three (3) months	*	E-A8	No later than January 31	
No	No	MI Report	E-34		Monthly (by 6th BU day)	
No	No	MERS to LPS Data Reconciliation Report	E-35		Monthly (by 6th BU day after MERS cut-off)	
No	No	Servicing Transactions Delta Daily Data Feed	E-36		Daily (by noon ET)	
No	No	Call Center Report	E-37		Weekly (Monday)	
No	No	Lien Release Report	E-38		Monthly (by 6th BU day)	
No	No	FC FHA Pipeline	E-39		Monthly (by 6th BU day)	
No	No	FC VA Pipeline	E-40		Monthly (by 6th BU day)	
No	No	FC Conventional Pipeline	E-41		Monthly (by 6th BU day)	
No	No	MODS Pipeline	E-42		Monthly (by 6th BU day)	
No	No	Claims Report	E-43		Monthly (by 6th BU day)	
No	No	Liquidations Approvals	E-44		Monthly (by 6th BU day)	
No	No	Liquidations Closings	E-45		Monthly (by 6th BU day)	
No	No	Call QA Reporting	E-46		Quarterly (by 10th BU days after Quarter-End)	
		[Reserved]	E-47			
No	No	Metro II	E-48		Monthly (by 6th BU day)	
		[Reserved]	E-49			

Exhibit E-2

FORMATTED SERVICING REPORTS

[OMITTED]

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Michael Nierenberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q of New Residential Investment Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 29, 2020

/s/ Michael Nierenberg

Michael Nierenberg

Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Nicola Santoro, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of New Residential Investment Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 29, 2020

/s/ Nicola Santoro, Jr.

Nicola Santoro, Jr.
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CEO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of New Residential Investment Corp. (the "Company") for the quarterly period ended September 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Michael Nierenberg, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(1) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 29, 2020

/s/ Michael Nierenberg
Michael Nierenberg
Chief Executive Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION OF CFO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of New Residential Investment Corp. (the "Company") for the quarterly period ended September 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Nicola Santoro, Jr., as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 29, 2020

/s/ Nicola Santoro, Jr.
Nicola Santoro, Jr.
Chief Financial Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.