OCWEN

Investor Presentation
May 7, 2019

FORWARD-LOOKING STATEMENTS:

Our presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements may be identified by a reference to a future period or by use of forward-looking terminology. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Our business has been undergoing substantial change which has magnified such uncertainties. Readers should bear these factors in mind when considering such statements and should not place undue reliance on such statements. Forward-looking statements involve a number of assumptions, risks and uncertainties that could cause actual results to differ materially. In the past, actual results have differed from those suggested by forward looking statements and this may happen again. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, the following: uncertainty related to our ability to successfully integrate PHH's business, and to realize the strategic objectives, synergies and other benefits of the acquisition at the time anticipated or at all, including our ability to integrate, maintain and enhance PHH's servicing, subservicing and other business relationships, including its relationship with New Residential Investment Corp. (NRZ); our ability to transition loan servicing to the Black Knight Financial Services, Inc. LoanSphere MSP® servicing system within the time and cost parameters anticipated and without significant disruptions to our customers and operations; uncertainty related to our cost re-engineering efforts and the other actions we believe are necessary for us to improve our financial performance; our ability to invest in MSRs or other assets at adequate risk-adjusted returns, including our ability to negotiate and execute purchase documentation and satisfy closing conditions so as to consummate the acquisition of MSRs that have been awarded to us; uncertainty related to claims, litigation, cease and desist orders and investigations brought by government agencies and private parties regarding our servicing, foreclosure, modification, origination and other practices, including uncertainty related to past, present or future investigations, litigation, cease and desist orders and settlements with state regulators, the Consumer Financial Protection Bureau (CFPB), State Attorneys General, the Securities and Exchange Commission (SEC), the Department of Justice or the Department of Housing and Urban Development (HUD) and actions brought under the False Claims Act by private parties on behalf of the United States of America regarding incentive and other payments made by governmental entities; adverse effects on our business as a result of regulatory investigations, litigation, cease and desist orders or settlements; reactions to the announcement of such investigations, litigation, cease and desist orders or settlements by key counterparties, including lenders, the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac) and the Government National Mortgage Association (Ginnie Mae); our ability to comply with the terms of our settlements with regulatory agencies and the costs of doing so; increased regulatory scrutiny and media attention; any adverse developments in existing legal proceedings or the initiation of new legal proceedings; our ability to effectively manage our regulatory and contractual compliance obligations; our ability to interpret correctly and comply with liquidity, net worth and other financial and other requirements of regulators as well as those set forth in our debt and other agreements; our ability to comply with our servicing agreements, including our ability to comply with our agreements with, and the requirements of, Fannie Mae, Freddie Mac and Ginnie Mae and maintain our seller/servicer and other statuses with them; the adequacy of our financial resources, including our sources of liquidity and ability to sell, fund and recover advances, repay borrowings, meet our MSR or other asset investment objectives and comply with our debt agreements, including the financial and other covenants contained in them; our ability to timely transfer mortgage servicing rights under our agreements with NRZ; our ability to maintain our long-term relationship with NRZ under these arrangements; our ability to realize anticipated future gains from future draws on existing loans in our reverse mortgage portfolio; our servicer and credit ratings as well as other actions from various rating agencies, including the impact of prior or future downgrades of our servicer and credit ratings; as well as other risks detailed in Ocwen's reports and filings with the SEC, including its annual report on Form 10-K for the year ended December 31, 2018 and any current and quarterly reports since such date. Anyone wishing to understand Ocwen's business should review its SEC filings. Ocwen's forward-looking statements speak only as of the date they are made and, we disclaim any obligation to update or revise forward-looking statements whether as a result of new information, future events or otherwise.

NON-GAAP FINANCIAL MEASURES

This presentation contains certain non-GAAP financial measures, such as our references to expenses excluding MSR valuation adjustments, net, notables and timing of expenses and other benefits and pre-tax loss excluding notables, timing of expenses and other benefits and amortization of NRZ lump-sum cash payments. We believe these non-GAAP financial measures provide a useful supplement to discussions and analysis of our financial condition. We believe these non-GAAP financial measures provide an alternative way to view certain aspects of our business that is instructive. There are certain limitations on the analytical usefulness of these Non-GAAP financial measures. For example, annualization of amounts relevant to one quarter may or may not be a good indicator of the relevant full year amount due to facts or circumstances impacting the quarter or the three subsequent quarters, among other factors. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, Ocwen's reported results under accounting principles generally accepted in the United States. Other companies may use non-GAAP financial measures with the same or similar titles that are calculated differently to our non-GAAP financial measures. As a result, comparability may be limited. Further information may be found on Ocwen's website.

Agenda

- Q1 2019 Executive Summary
- Key Strategic Initiatives
- Financial Updates
- Wrap Up
- Appendix

Q1 2019 Executive Summary

We are executing on our key business initiatives and are on track to deliver on the objectives we have established

- We have closed or been awarded MSRs with current UPB of approximately $31 billion since re-entering the bulk MSR acquisition market
- We upsized our senior secured term loan by $120 million and expect to close $300 million of committed MSR financing in the second quarter[(a)]
- We successfully boarded approximately 390,000 additional loans from the RealServicing platform to Black Knight MSP® since the end of February; we remain on track to complete the system conversion in the second quarter
- We have realized annualized run rate expense savings of $139 million for the first quarter[(b)]
- We remain on track to complete merger of our primary operating entities by the end of the second quarter
- We continue to proactively engage with regulators and settled our outstanding litigation with the Massachusetts Attorney General
- Our actions to date have reduced the adjusted annualized pre-tax loss by ~$60 million compared to the second quarter of 2018 baseline[(c)]

(a) Establishment of MSR financing facility is subject to standard closing and documentation conditions for transactions of this type
(b) Reduction is measured versus the combined adjusted annualized second quarter 2018 expenses for Ocwen and PHH of $916 million. Management estimates $36 million savings is due to volume differences. See slide 19 for details. Excludes upfront re-engineering costs. See slide 8
(c) GAAP pre-tax loss of $41 million. Reduction is measured based on pre-tax loss excluding notables, certain one-time expenses, timing of certain expenses and amortization of NRZ lump-sum payments. See slide 20 for details

Replenish portfolio run-off and restore growth focus

We continue to target a servicing portfolio of at least $260 billion in UPB as a component of our roadmap to profitability

- We have closed or been awarded MSRs with current UPB of $31 billion, which is ahead of our MSR acquisition expectations[(a)]
  - Consists of ~$3 billion of GNMA UPB and ~$28 billion of Agency UPB
- Closed on $5 billion of UPB during the first quarter and deployed $49 million of cash
- We expect to close on the remaining $26 billion of UPB by the end of the second quarter[(a)]
- We remain disciplined in our MSR bidding activity and continue to target MSR portfolio returns of at least 9% on an unlevered basis
- We are focused on rebuilding our correspondent lending, portfolio retention and flow MSR purchase capabilities to complement bulk purchases as a source of replenishment
- At current market return levels, we will remain intensely focused on acquiring low complexity MSR portfolios with strong credit characteristics as well as high-quality collateral in the form of complete loan files supported by compliant processes

(a) Closing of $26 billion in UPB of awarded MSRs is subject to negotiation and execution of purchase documentation and satisfaction of customary closing conditions

Funding for growth

We are taking the necessary actions to fund our business plan and repay near-term corporate debt maturities

- We have seen a material improvement in the capital markets, which may provide us with greater opportunities to lower our cost of capital and improve our overall access to financing
- We have successfully upsized our senior secured term loan by $120 million
- We expect to close $300 million of MSR financing on a fully committed basis before the end of the second quarter[a]
- The MSR financing is an initial step in our funding strategy for MSR acquisitions
- Once our MSR financing needs grow to approximately $450 million, we intend to diversify and optimize our funding sources through a combination of term ABS and bank sourced MSR financing
  - Should provide us with certain benefits including longer tenor, improved advance rates, lower overall funding costs and funding diversification

(a) Establishment of MSR financing facility is subject to standard closing and documentation conditions for transactions of this type

Execute the integration to create value

Completion of the legal entity merger process is expected to enable cost re-engineering objectives for the second half of 2019

- Continued our prudent multi-phased approach to boarding loans onto the Black Knight MSP® system
- Transferred an additional 390,000 loans since the end of February; 61% of total Ocwen loans already transferred
- All loan transfers executed after a significant level of preparation and rigorous pre-boarding testing
- Pleased with the outcome of the loan transfer process to date and expect to complete the last phase of the loan boarding process in June[a]
- Completed the merger of Homeward Residential into PHH Mortgage Corporation
- We are on track to complete the merger of Ocwen Loan Servicing into PHH Mortgage Corporation by the end of the second quarter[a]

(a) Conversion timeline could be extended to the extent any unexpected challenges are encountered

Re-engineer our cost structure

We believe executing our cost re-engineering and growth plans could allow us to achieve profitability in 10-13 months[(a)]

($ in millions)

Expense Category	Realized Annualized Savings (as of Q1'19)	Cost re-engineering opportunities
Compensation and benefits[(b)]	$44	$135
Technology & communications	23	70
Legal and other professional	32	65
Facilities, occupancy and other	39	70
Total Expense	**$139** [(c)]	**$340**

Management estimates $36 of the $139 savings relate to volume differences in servicing

	Q1'19 Recognized Re-engineering Costs	Re-engineering cost estimate[(d)]
Severance, retention & other	$18	$35-40
Facilities related	0	6-7
Other	4	14-18
Total Expense	**$22**	**$55-65**

(a) Assuming we fulfill our other objectives, including maintaining a servicing portfolio of at least $260 billion, and there are no adverse changes to current market and industry conditions or legal and regulatory matters
(b) Excludes severance and retention
(c) See slide 19 for reconciliation to reported expenses
(d) Expected to be substantially recognized in 2019

Fulfill our regulatory commitments and resolve legacy matters

We believe executing on our regulatory commitments is a critical aspect of our plan to return to profitability

- We have made significant investments to build out our risk and compliance framework and improve management and Board oversight
- We continue to proactively engage with regulators and track our progress on previous commitments
- We settled our outstanding litigation with the Massachusetts Attorney General, leaving only the CFPB and Florida Attorney General and Florida Office of Financial Regulation matters unresolved from April 2017
- Executing on our regulatory commitments is key to reducing our legal and regulatory expenses

Financial Updates

Q1 2019 Financial Results

($ in millions, except Diluted Loss per Share)

	Q4'18	Q1'19	VPQ$[a]
Revenues	**$311**	**$304**	**$(7)**
• Servicing	277	259	(18)
• Lending	29	41	13
• Corporate	5	4	(2)
Expenses	**(303)**	**(280)**	**(23)**
• Non-MSR Expenses[b]	(241)	(171)	(70)
• MSR valuation adjustments, net	(62)	(109)	47
Other Income / (Expense)	**(16)**	**(65)**	**(49)**
• NRZ Interest Expense	(60)	(44)	16
• Other[c]	45	(21)	(66)
Pre-Tax Loss	**$(8)**	**$(41)**	**$(33)**
Net Loss	**$(2)**	**$(44)**	**$(42)**
Diluted Loss per Share	$(0.02)	$(0.33)	$(0.31)

Key Results

- Servicing revenue decrease driven by portfolio runoff (see slide 12)
- Lending revenue flat to the fourth quarter excluding $12 favorable fair value change from financing assumption update in reverse portfolio
- Lower non-MSR expenses include $31 recovery of amounts previously expensed and expense savings as a result of cost re-engineering actions
- MSR valuation adjustments of $109 driven by fair value changes due to lower interest rates, partly offset by NRZ financing liability valuation changes (see slide 24)
- Q4'18 other[c] includes $64 bargain purchase gain
- Q1'19 income tax expense driven by mix of earnings among different tax jurisdictions

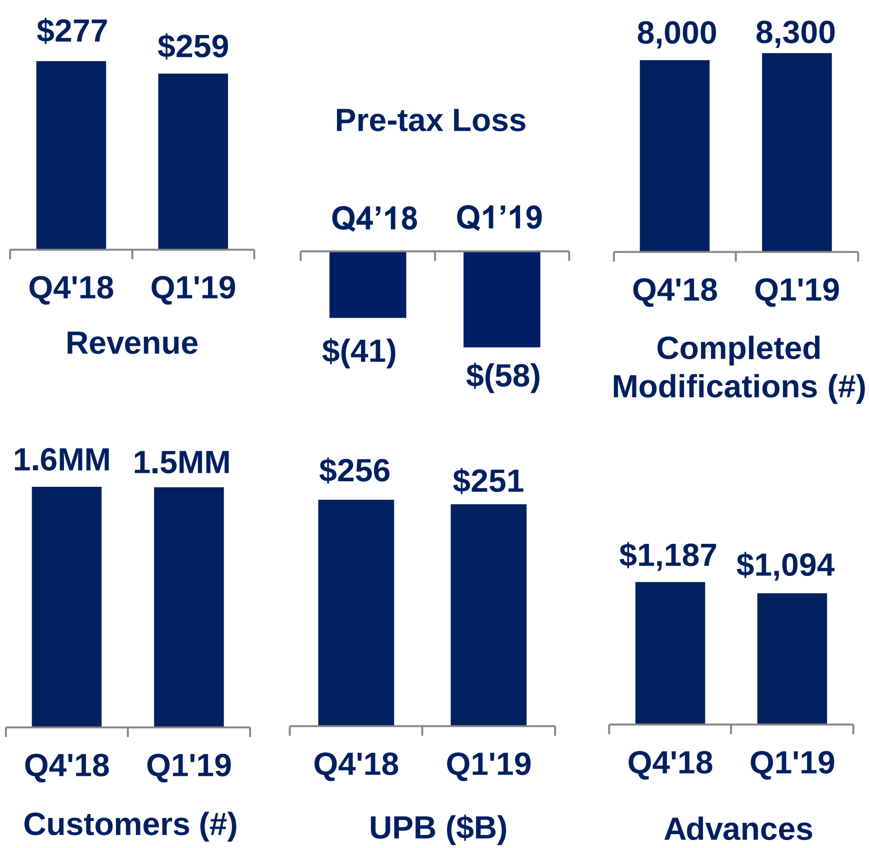
(a) All variances are versus Q4'18
(b) Non-MSR Expenses = Total of all Expense line items other than MSR Valuation Adjustments, net
(c) Other = All Other Income (Expense) except for NRZ Interest Expense (see Slide 21 for additional details)

Q1 2019 Servicing Segment Results

OCWEN

($ in millions, except UPB)

Key Metrics



Highlights

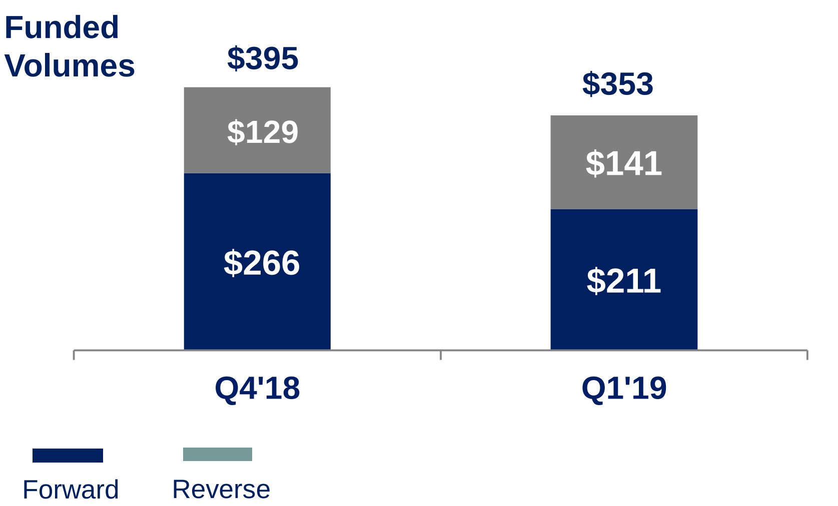
- Recorded $58 pre-tax loss with revenue of $259
- Restarted bulk MSR acquisitions to replenish portfolio runoff, which is expected to improve financial performance
- Focused on providing modification solutions to qualifying borrowers in need
  - Completed ~8,300 modifications with $67 debt forgiveness
  - Serviced non-performing loans[a] = 5%[b]
  - Reduced advances driven by loss mitigation efforts and portfolio runoff

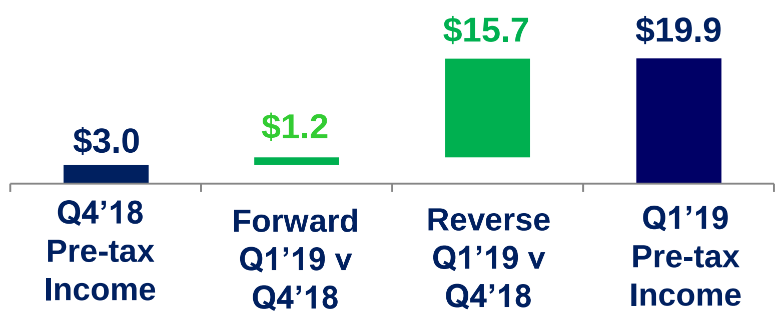
(a) Performing loans include those loans that are less than 90 days past due and those loans for which borrowers are making scheduled payments under loan modification, forbearance or bankruptcy plans. We consider all other loans to be non-performing
(b) As a percentage of total servicing portfolio UPB

Q1 2019 Lending Segment Results

($ in millions)

Financial Performance





Forward

- Q1'19 pre-tax loss of $(4), $1 favorable to prior quarter as lower revenue offset by higher cost reductions
- Focused on improving our portfolio retention and pull-through rates and re-entering correspondent channel in Q2'19
- We will discontinue NRZ recapture marketing during Q2'19[(a)]

Reverse

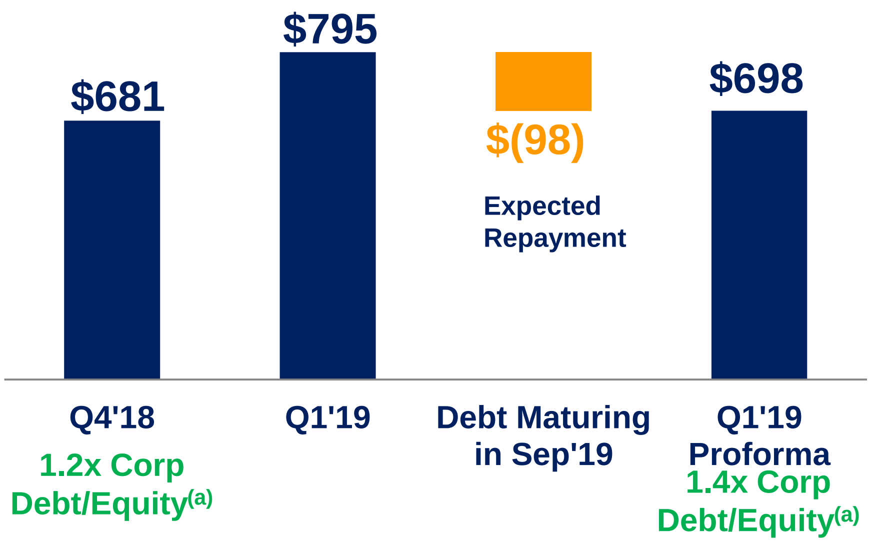
- Q1'19 pre-tax income of $24 included $17 favorable fair value changes, which included a $12 impact from financing cost assumption update
- Recorded $3 revenue from fair value election for future draw commitments purchased or originated after Dec 31, 2018

(a) Expect not to have a material negative impact on pre-tax earnings after associated direct cost reductions and additional marketing opportunities to customers obtained through acquiring MSRs

Leverage & Liquidity Update

($ in millions, except where otherwise noted)

Corporate Debt

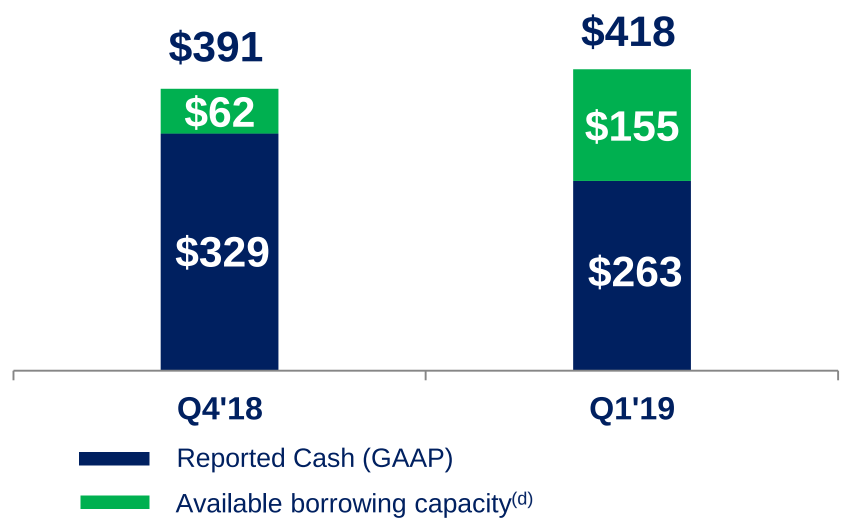


- $676 SSTL and 2nd Lien Notes combined secured by approximately $1.3B of collateral[b] … Q1’19 corporate debt includes $119 unsecured bonds

(a) Corporate Debt = Debt Balance of Senior Secured Term Loan + 2nd Lien Bonds + Unsecured Bonds. Excludes debt issuance costs and original issue discount

(b) Calculated as defined by the First Lien LTV Ratio in accordance with the Senior Secured Term Loan

Available Liquidity[c]



- Upsized SSTL by $120 in Q1’19; cash usage includes $93 pay down of warehouse and advance facilities, $49 cash paid for MSR acquisitions and $44 other cash uses
- Expect to close $300 committed MSR financing in Q2’19[e]

(c) Non-GAAP. Available liquidity is for illustrative purposes only

(d) Available committed borrowing capacity based on eligible collateral that can be pledged. Excludes uncommitted borrowing capacity of $24 as of 3/31/19

(e) Establishment of MSR financing facility is subject to standard closing and documentation conditions for transactions of this type

Wrap Up

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We remain focused on executing our key business initiatives and positioning the Company for profitability in the shortest time frame possible[(a)]

- We have closed or been awarded MSRs with current UPB of approximately $31 billion since re-entering the bulk MSR acquisition market
- We upsized our senior secured term loan by $120 million and expect to close $300 million of committed MSR financing in the second quarter[(b)]
- We successfully boarded approximately 390,000 additional loans from the RealServicing platform to Black Knight MSP® since the end of February; we remain on track to complete the system conversion in the second quarter
- We have realized annualized run rate expense savings of $139 million for the first quarter[(c)]
- We remain on track to complete merger of our primary operating entities by the end of the second quarter
- We continue to proactively engage with regulators and settled our outstanding litigation with the Massachusetts Attorney General
- Our actions to date have reduced the adjusted annualized pre-tax loss by ~$60 million compared to the second quarter of 2018 baseline[(d)]

(a) Assuming we fulfill our objectives, including maintaining a servicing portfolio of at least $260 billion, and there are no adverse changes to current market and industry conditions or legal and regulatory matters
(b) Establishment of MSR financing facility is subject to standard closing and documentation conditions for transactions of this type
(c) Reduction is measured versus the combined adjusted annualized second quarter 2018 expenses for Ocwen and PHH of $916 million. Management estimates $36 million savings is due to volume differences. See slide 19 for details. Excludes upfront re-engineering costs. See slide 8
(d) GAAP pre-tax loss of $41 million. Reduction is measured based on pre-tax loss excluding notables, certain one-time expenses, timing of certain expenses and amortization of NRZ lump-sum payments. See slide 20 for details

Shareholder Relations Information

About Ocwen	Ocwen Financial Corporation is a financial services holding company which, through its subsidiaries, originates and services loans. We are headquartered in West Palm Beach, Florida, with offices throughout the United States and in the U.S. Virgin Islands and operations in India and the Philippines. We have been serving our customers since 1988. We may post information that is important to investors on our website (www.ocwen.com)	**Exchange** **Ticker** **Headquarters**	New York Stock Exchange (NYSE) OCN West Palm Beach, FL
Contact Information	All Shareholder Relations inquiries should be sent to: shareholderrelations@ocwen.com	**Employees**	Approximately 7,000 (as of March 31, 2019)

Appendix: Q1 2019 Financials

- Expenses Excluding MSR Valuation Adjustments and Notables
- Income Statement Notables
- Total Other (Income) Expense, Net
- NRZ Agreements impacts – Illustrative presentation as a traditional subservicing agreement
- MSR Valuation Assumptions
- P&L Impact of Fair Value Changes
- Debt Facilities Overview

Note Regarding Adjustments to GAAP Expenses and Pre-Tax Income (Loss)

In the following slides, we present supplemental information (including reconciliations) relating to certain illustrative adjustments to GAAP expenses, and pre-tax income (loss). We believe this information is instructive as an alternative way to view certain aspects of our business. However, the adjustments we make to GAAP expenses and pre-tax income (loss) should not be analyzed in isolation or as a substitute to analysis of our GAAP expenses and pre-tax income (loss). There are certain limitations on the analytical usefulness of the adjustments we make to GAAP expenses and pre-tax income (loss) and, accordingly, we rely primarily on our GAAP results and use these adjustments only for purposes of supplemental analysis. Readers are cautioned not to place undue reliance on analysis of the adjustments we make to GAAP expenses and pre-tax income (loss).

Expenses Excluding MSR Valuation Adjustments, net, Notables and Timing of expenses and other benefits adjusts GAAP expenses excluding MSR Valuation Adjustments for (1) expense related to severance, retention and other cost re-engineering actions, (2) certain significant legal and regulatory settlement expense items, (3) CFPB, Florida Attorney General/Florida Office of Financial Regulations and Massachusetts Attorney General litigation related legal expenses, state regulatory action related legal expenses and state regulatory action settlement related escrow analysis costs (collectively, CFPB and state regulatory defense and escrow analysis expenses), (4) NRZ consent process expenses related to the transfer of legal title in MSRs to NRZ, (5) PHH acquisition and integration planning expenses, (6) expense recoveries related to legal insurance recoveries, mortgage insurance claim settlement recoveries and amounts previously expensed from a service provider and (7) certain other costs including compensation expense reversals relating to departing executives and reversals of management incentive compensation payouts (collectively, Other) consistent with the intent of providing management and investors with a supplemental means of evaluating our expenses. In addition, we have adjusted GAAP expense for the impact of certain other benefits in the quarter that management believes do not reflect our underlying expense performance due to such factors as the timing of the expected future incurrence of such expenses (collectively, timing of expenses and other benefits). Timing of expenses and other benefits include such items as portions of technology project costs that were not incurred in the first quarter but are expected to ramp up in subsequent quarters in 2019, vendor engagement expenses that were not incurred in the first quarter but are expected to ramp up in subsequent quarters in 2019, certain seasonally lower expenses in the first quarter and certain reserve releases relating to our representation and warranty obligations based on our actual loss experience. Management believes that these presentations may assist investors with understanding and evaluating our cost re-engineering efforts. Certain components included in Expenses Excluding MSR Valuation Adjustments, net, Notables and Timing of expenses and other benefits are expected to vary in each period. For example, amounts included in significant legal and regulatory settlement expenses may vary in each period due to changes in legal and regulatory settlement expenditures.

We have also provided an estimate of the impact on our expenses due to lower volume in our servicing business. This is an internal management estimate based on our estimated costs to service as of 3/31/19 which form part of our MSR valuation assumptions as set forth in our First Quarter Form 10-Q, once filed. Our servicing costs will generally decrease as our servicing portfolio shrinks and increase as our portfolio grows.

On the slide entitled “Income Statement Notables”, we show certain illustrative adjustments to GAAP pre-tax income/(loss) for the following factors (1) Expense Notables (excluding MSR Valuation Adjustments, net), (2) changes in fair value of our MSRs due to changes in interest rates, valuation inputs and other assumptions, (3) offsets to changes in fair value of our MSRs in our NRZ financing liability and reverse lending portfolio due to changes in interest rates, valuation inputs and other assumptions, (4) gains related to call rights executed in Q2’18, (5) timing of expenses and other benefits, as described above, and and (5) amortization of NRZ lump-sum cash payments consistent with the intent of providing management and investors with a supplemental means of evaluating our pre-tax income/(loss).

Expenses Excluding MSR Valuation Adjustments and Notables

($ in millions)

		Q2'18				Q1'19		Q1'19
		OCN	PHH	OCN + PHH	OCN + PHH (Annualized)	OCN + PHH	OCN + PHH (Annualized)	Adjusted Cost Savings (Annualized)
I	**Expenses (as reported)[a]**	**$ 206**	**$ 71**	**$ 277**	**$ 1,107**	**$ 280**	**$ 1,120**	
II	Reclassifications[b]	-	1	1	5	-	-	
III	Deduction of MSR valuation adjustments, net	(33)	-	(33)	(132)	(109)	(436)	
IV	**Expenses Excluding MSR Valuation Adjustments, net (I+II+III)**	**173**	**72**	**245**	**979**	**171**	**684**	
	Adjustments for Notables							
	Re-engineering costs	(5)	(3)	(8)	(32)	(22)	(88)	
	Significant legal and regulatory settlement expenses	(2)	(3)	(5)	(20)	-	-	
	CFPB and state regulatory defense and escrow analysis expenses	(5)	(0)	(6)	(22)	(4)	(18)	
	NRZ consent process expenses	(1)	-	(1)	(2)	(2)	(9)	
	PHH acquisition and integration planning expenses	(2)	-	(2)	(8)	-	-	
	Expense recoveries	6		6	23	31	123	
	Other	1	(1)	(0)	(1)	7	27	
V	**Expenses Notables (excluding MSR Valuation Adjustments, net)**	**(9)**	**(7)**	**(16)**	**(63)**	**9**	**34**	
VI	Timing of expenses and other benefits[c]					14	58	
VII	**Expenses Excluding MSR Valuation Adjustments, net, Notables and Timing of expenses and other benefits (IV+V+VI)**	**$ 164**	**$ 65**	**$ 229**	**$ 916**	**$ 194**	**$ 776**	**$ (139)**

Management estimates $36 of the $139 savings relate to volume differences in servicing

(a) Q2’18 expenses as per respective Forms 10-Q filed on July 26, 2018 and August 3, 2018, respectively
(b) Reclassifications made to PHH reported expenses to conform to Ocwen presentation
(c) See slide 18. Timing of expenses and other benefits recognized in first quarter 2019 may be offset in future periods

Income Statement Notables

($ in millions)

		Q2'18				Q1'19	
		OCN	PHH	OCN + PHH	OCN + PHH (Annualized)	OCN + PHH	OCN + PHH (Annualized)
I	**Reported Pre-Tax Loss[a]**	**$ (28)**	**$ (35)**	**$ (63)**	**$ (253)**	**$ (41)**	**$ (164)**
	Adjustments for Notables						
	Expenses Notables (excluding MSR Valuation Adjustments, net)[b]	9	7	16		(9)	
	Non-Agency MSR FV Change[c]	(5)	-	(5)		-	
	Agency MSR FV Change[c]	-	-	-		64	
	NRZ MSR Liability FV Change (Interest Expense)	9	-	9		(33)	
	Reverse Lending FV Change	4	-	4		(17)	
	Call Rights Execution Gain	(6)		(6)		-	
II	**Total Income Statement Notables**	**11**	**7**	**18**	**72**	**5**	**22**
III	Timing of expenses and other benefits[d]					(14)	(58)
IV	**Pre-Tax Loss Excluding Notables and other benefits (I+II+III)**	**(17)**	**(28)**	**(45)**	**(181)**	**(50)**	**(200)**
V	Amortization of NRZ Lump-sum Cash Payments	(35)	-	(35)	(141)	(16)	(65)
VI	**Pre-Tax Loss Excluding Notables, Timing of expenses and other benefits and Amortization of NRZ Lump-sum Cash Payments (IV+V)[e]**	**$ (53)**	**$ (28)**	**$ (81)**	**$ (322)**	**$ (66)**	**$ (265)**

(a) Q2'18 pre-tax loss as per respective Forms 10-Q filed on July 26, 2018 and August 3, 2018, respectively
(b) See slide 19 for details
(c) FV changes that are driven by changes in interest rates or valuation assumptions are recorded here. Non-Agency = Total MSR excluding GNMA & GSE MSRs
(d) See slide 18. Timing of expenses and other benefits recognized in first quarter 2019 may be offset in future periods
(e) Represents OCN and PHH combined pre-tax loss excluding notables, certain one-time expenses, timing of certain expenses and amortization of NRZ lump-sum payments

Total Other (Income) Expense, Net

($ in millions)	Q4'18	Q1'19	VPQ$	Comments
Interest Income	**$(4.0)**	**$(4.6)**	**$(0.6)**	
NRZ Interest Expense	60.4	44.0	(16.5)	
- NRZ Servicing Fees	124.4	118.4	(6.0)	
- MSR Liability[(a)] runoff and other	(23.5)	(26.8)	(3.3)	
- MSR Liability FV Change	(8.8)	(33.2)	(24.4)	Valuation updates
- RMSR Liability[(b)] runoff	(32.5)	(23.3)	9.2	Amortization
- RMSR Liability FV Change	0.9	7.0	6.1	Valuation updates
- Other	-	1.9	1.9	NRZ reimbursable expenses
Match Funded Financing	7.4	7.7	0.3	
Other Secured/Structured Financing	3.3	3.4	0.1	OASIS, Warehouse Lines
SSTL (incl. fee amortization)	5.1	5.6	0.5	
2nd Lien Bonds / Other Corporate Debt	9.2	9.9	0.7	
Interest Expense	**85.4**	**70.4**	**(15.0)**	
Bargain Purchase Gain	**(64.0)**	**0.3**	**64.3**	
Other	(1.8)	(1.6)	0.2	Foreign currency re-measurement, MSR sales
Total Other Expense, net	**$15.9**	**$64.9**	**$49.0**	

Note: "VPQ$" = Dollar variance versus prior quarter

(a) MSR Liability refers to the Original Rights to MSR Agreements
(b) RMSR Liability refers to the 2017 Agreements and New RMSR Agreements

NRZ Agreements impacts – Illustrative presentation as a traditional subservicing agreement

($ in Millions)	Q1 2019 As Reported	Q1 2019 Reclassifications	Q1 2019 Adjusted
Servicing & subservicing fees	$ 256	$ (118)[a]	$ 137
Gain on loans held for sale, net	18	-	18
Other	30	-	30
Total revenue	**304**	**(118)**	**185**
MSR valuation adjustments, net	109	(58)[b]	51
Compensation & benefits	95	-	95
Servicing & origination	29	-	29
Technology & communications	24	-	24
Occupancy & equipment	17	-	17
Professional services	3	-	3
Other	3	-	3
Total expenses	**280**	**(58)**	**222**
Interest income	5	-	5
Interest expense	(70)	44[c]	(26)
Bargain purchase gain	(0)	-	(0)
Other, net	1	-	1
Other income (expense), net	**(65)**	**44**	**(21)**
Pre-Tax Loss	**$ (41)**	**$ (16)**	**$ (57)**
Amortization of lump-sum cash payments	-	16	16
Pre-Tax Loss	**$ (41)**	**$ -**	**$ (41)**

Important Note: To aid investors' understanding of our NRZ contractual arrangements, we have provided an illustrative example of how the economics of these arrangements might look if they were a traditional subservicing relationship. The "Adjusted" presentation is non-GAAP and there are inherent limitations in any such presentation.

(a) Net servicing fees remitted to NRZ
(b) Changes in fair value of MSR financing liability including runoff and settlements
(c) Net impact of NRZ Agreements recorded in interest expense

MSR Valuation Assumptions

(in $ millions)	FNMA / FHLMC				FHA / VA			Non-Agency			Total MSRs[e]
	OASIS[a]	NRZ Financed	Retained	Total	NRZ Financed	Retained	Total	NRZ Financed	Retained	Total	Total
Ending UPB	5,089	40,842	19,421	65,352	233	16,708	16,941	78,561	30,839	109,400	191,693
Fair Value	83	407	208	698	(7)	135	127	431	143	574	1,400
Collateral Metrics:											
Weighted Average Note Rate	4.37	4.30	4.41	4.33	5.56	4.52	4.53	4.52	4.64	4.56	4.48
Weighted Average Svc Fee	0.31	0.27	0.27	0.27	0.09	0.33	0.32	0.47	0.35	0.44	0.37
Weighted Average Loan-to-Value	71	58.8	67.6	62	81	77.9	78	81	78	80	74
% D30 (MBA)	3%	2%	4%	3%	14%	9%	9%	9%	6%	8%	6%
% D60 (MBA)	0%	0%	1%	1%	8%	3%	3%	5%	3%	4%	3%
% D90+ (MBA)	1%	1%	2%	1%	16%	7%	7%	11%	7%	10%	7%
Fair Value Assumptions[b]:											
Lifetime CPR[c]	7.57	9.72	9.68	9.47	22.27	11.06	11.24	15.94	13.66	15.40	13.08
Cost to Service[d]	$66	$75	$87	$78	$297	$134	$137	$314	$253	$297	$182
Ancillary Income[d]	$42	$31	$46	$36	$63	$63	$63	$89	$102	$91	$70
Discount Rate	8.36	8.84	9.01	8.83	13.11	9.90	9.72	12.46	13.42	12.70	11.17

(a) Represents the value attributable to MSRs pledged in associated with the issuance of OASIS, which is accounted for as a financing. Includes both the value of the 21 bps service strip paid to investors in such notes ($52) and the leftover service fee and cash flows that remain with Ocwen ($30)
(b) 3rd party broker assumptions
(c) Total voluntary payoffs and involuntary defaults; does not include scheduled payments
(d) Lifetime annual $ per loan
(e) Excludes Reverse Mortgage Servicing MSR

P&L Impact of Fair Value Changes

	($ in millions)	Q4'18	Q1'19	VPQ$
	Non-Agency MSR Fair Value Change			
0	- Portfolio change (Run-off and collateral)	$(13.2)	$ (13.5)	$ (0.2)
1	- Interest Rate and Other Assumption Changes	(5.3)	(0.2)	5.1
2	**Total Non-Agency MSR Fair Value Change**	**(18.5)**	**(13.6)**	**4.9**
	Agency MSR Fair Value Change			
3	- Portfolio change (Run-off and collateral)	$(35.6)	$ (31.2)	$ 4.4
4	- Interest Rate and Other Assumption Changes	(7.7)	(64.1)	(56.5)
5	**Total Agency MSR Fair Value Change**	**(43.2)**	**(95.3)**	**(52.1)**
	Total MSR Fair Value Changes			
6	- Portfolio change (Run-off and collateral) **(0 + 3)**	$(48.8)	$ (44.6)	$ 4.2
7	- Interest Rate and Other Assumption Changes **(1+ 4)**	(12.9)	(64.3)	(51.3)
8	**Total MSR Valuation Adjustments (6 + 7)**	**$(61.8)**	**$ (108.9)**	**$(47.2)**
	NRZ Liability Fair Value Changes			
	- Portfolio change (Run-off and collateral)	$ 23.5	$ 26.8	$ 3.3
	- Interest Rate and Other Assumption Changes	8.8	33.2	24.4
	- Other	-	(1.9)	(1.9)
9	**Total MSR Liability Fair Value Changes (impacts interest expense)**	**$ 32.4**	**$ 58.2**	**$ 25.8**

Note: Agency includes GNMA and GSE MSRs; Non-Agency = Total MSR excluding GNMA & GSE MSRs

Debt Facilities Overview

($ in millions, as of March 31, 2019)

	Debt Balance	Facility Cap	Available Credit	Interest Rate[b]	Maturity
Advance Facilities					
OMART - VFN	$ 114	$ 225	$ 45	CoF + 1.36%	12/16/2019
OMART - 2019 Term Notes	385	385	-	3.19%	8/15/2019
OMART - 2020 Term Notes	150	150	-	3.81%	8/17/2020
OFAF	0	65	22	CoF + 2.33%	6/6/2019
EBO Facilities	4	4	-	1L + 4.5%	N/A
Subtotal - Advance Facilities	**$ 654**	**$ 829**	**$ 66**		
Warehouse Lines					
OLS - Lender 1	$ 6	$ 175	$ -	WAC	7/31/2019
OLS/PMC - Lender 2	41	175	89	1L + 1.95%-3.00%	9/27/2019
OLS - Lender 3	30	250	-	1mL+2.75%	12/6/2019
Liberty - Lender 1	12	100	-	1L + 2.75%	8/15/2019
Liberty - Lender 2	1	50	-	Prime + 0.00% (4% floor)	1/22/2020
PMC - Lender 1	9	300	-	WAC	2/3/2020
PMC - Lender 2	-	200	-	1mL + 1.70%	N/A
Subtotal - Warehouse Lines	**$ 98**	**$ 1,250**	**$ 89**		
Structured Transactions					
OASIS	$ 64	$ 64	N/A	N/A	2/28/2028
Subtotal - Structured Transactions	**$ 64**	**$ 64**			
Corporate Debt[a]					
SSTL	$ 345	$ 345	N/A	1L (with a floor at 1.00%) + 5.00%	12/5/2020
8.375% 2nd Lien Notes	331	331	N/A	8.4%	11/15/2022
PHH Corporation 7.375% Sr. Notes	98	98	N/A	7.4%	9/1/2019
PHH Corporation 6.375% Sr. Notes	22	22	N/A	6.4%	8/15/2021
Subtotal - Corporate Debt	**$ 795**	**$ 795**			
Total	**$ 1,611**	**$ 2,938**	**$ 155**		

(a) Corporate Debt excludes debt issuance costs and original issue discount
(b) “CoF” represents Cost of Funds, “1L” represents 1 month LIBOR and “WAC” represents Weighted Average Coupon on underlying mortgage loans