Investor Presentation
February 27, 2019

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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; 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 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 once filed. 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 reference to expenses excluding MSR valuation adjustments and notables, cash flows from operations after adjustments, available liquidity and pre-tax loss excluding notables and amortization of NRZ lump-sum 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. 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

- Q4 2018 Executive Summary
- Key Strategic Initiatives
- Financial Updates
- Appendix

Q4 2018 Executive Summary

We are executing our key initiatives as part of our efforts to return to profitability in the shortest time frame possible

- Loan boarding activities have commenced and we are on track with our integration plans; expect to be complete by the end of the second quarter
- We have entered the MSR acquisition market and have closed or been awarded $5.4 billion in MSR UPB to date. We are executing plans to re-enter forward correspondent lending and improve our portfolio retention efforts
- We have identified over $340 million in annualized cost re-engineering opportunities that we expect to substantially execute in the next 12-18 months[a]
- We continue to proactively work with regulators and we are taking the actions necessary to meet our previous commitments
- Our growth and cost re-engineering actions could position the company for profitability in the next 12-15 months[b]

(a) Reduction is measured versus the combined adjusted annualized second quarter 2018 expenses for Ocwen and PHH of $916 million. See slide 21 for details. Excludes re-engineering costs. See slide 7
(b) 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

Execute the integration to create value

We have finalized our detailed integration plans and have commenced execution

- Completed rigorous pre-boarding testing process
- Completed first two major servicing loan transfers involving approximately 240,000 loans to Black Knight MSP®; results consistent with expectation
- Getting good support from our vendors for the loan transfer process
- Loan boarding will continue in multiple steps to best manage surge activity and minimize defects
- On track to complete the loan transfer process in the second quarter[a]
- On track to complete the merger of primary licensed entities into PHH Mortgage Corporation by the end of the second quarter

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

Re-engineer our cost structure

We have identified actions to reduce our annual operating expenses by over $340 million[(a)]

Combination Synergies

+

Organization Optimization

+

Process Improvement & Best Practices

Client, consumers, regulatory and other constituent expectations

Cost Reduction Target

Strategic & Financial Benefits

- Industry competitive cost structure
- Improved financial performance
- Fewer facilities and less geographic fragmentation
- Proactively address future earnings impact from NRZ agreements[(b)]

(a) Reduction is measured versus the combined adjusted annualized second quarter 2018 expenses for Ocwen and PHH of $916 million. See slide 21 for details. Excludes re-engineering costs. See slide 7
(b) Resulting from extinguishment of amortization of lump-sum payments in Q2 2020. See slide 13

Re-engineer our cost structure

We believe executing our cost re-engineering plan could allow us to achieve profitability in 12-15 months[(a)]

($ in millions)

Expense Category	Q2'18 Baseline	Cost re-engineering opportunities	Drivers
Compensation and benefits[(b)]	$371	$135	2,100 lower positions
Technology & communications	134	70	System integration
Legal and other professional	152	65	Vendor insourcing, renegotiated fees, risk & compliance investments
Facilities and occupancy	57	20	Consolidate facilities footprint
Other	203	50	Operational savings
Total Annualized Expense	**$916**[(c)]	**$340**	

	Re-engineering cost estimate[(d)]
Severance, retention & other	$35-40
Facilities related	6-7
Other	14-18
Total Expense	**$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 21 for reconciliation to reported expenses
(d) Expected to be substantially recognized in 2019

Replenish portfolio run-off and restore growth focus

Our return to profitability is also dependent on maintaining a servicing portfolio of at least $260 billion in UPB

Potential Constraints	Status Update
MSR Transaction Volume	• 2018 market size > $400 billion UPB • Robust market trends continue into 2019 • Complement bulk MSR purchases with enhanced origination capabilities
Availability of MSRs with Adequate Returns	• Targeting ROAs of 9% - 13% • Closed or awarded $5.4 billion in fourth quarter and first quarter to date • Competitive bidding resulting in estimated 9% ROAs
Amount of Liquidity Available for Investment	• Could require $140 - $150 million of our existing liquidity over next 10 months • Possibility to supplement by leveraging existing servicing assets
Availability of MSR Funding	• Currently believe funding facilities are available and offering adequate terms • Access to funding should be enhanced by initiatives to improve financial performance

Funding for growth

Allocating liquidity for our MSR investment plan, reengineering actions and running our business is a top priority

- Exploring MSR funding structures with optimal mix of advance rate, cost and funding flexibility
- Actively working to put in place facilities to match our expected ramp up in funding need
- MSR portfolio replenishment may require at least $380 million investment in next 10 months[a]
  - Approximately $140-150 million would need to be funded with available liquidity or incremental leverage on existing servicing assets

(a) Assumes offsetting MSR portfolio runoff and acquiring at least $35 billion in UPB

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

- Made significant investments to build-out risk and compliance framework

- We have made several commitments to regulators regarding:
  - actions going forward
  - replacing legacy technologies
  - ongoing reporting and controls
  - evaluating our performance of certain activities

- Regularly tracking progress as it relates to regulatory commitments

- We continue to work with regulators and we are taking the actions necessary to meet our previous commitments

Financial Updates

Q4 2018 Financial Results

($ in millions, except Diluted Loss per Share)

	Q3'18	Q4'18	VPQ$[a]
Revenues	**$238**	**$311**	**$73**
• Servicing	218	277	59
• Lending	17	29	12
• Corporate	4	5	2
Expenses	**(218)**	**(303)**	**85**
• Non-MSR Expenses[b]	(176)	(241)	65
• MSR valuation adjustments, net	(41)	(62)	20
Other Income / (Expense)	**(61)**	**(16)**	**45**
• NRZ Interest Expense	(37)	(60)	(24)
• Other[c]	(24)	45	69
Pre-Tax Loss	**$(40)**	**$(8)**	**$33**
Net Loss	**$(41)**	**$(2)**	**$39**
Diluted Loss per Share[d]	$(0.31)	$(0.02)	$0.29

Key Results

- Servicing revenue increase driven by $66 PHH post-acquisition revenue offset by $7 decline due to continued portfolio runoff (see slide 14)
- Lending revenue increase driven by $9 favorable reverse lending valuation changes and $5 PHH post-acquisition revenue (see slide 15)
- Higher non-MSR expenses include $59 PHH post-acquisition expenses. Excluding PHH, expenses increased by $6 driven by higher acquisition and integration costs partly offset by lower compensation and benefits expense
- MSR valuation adjustments, net driven by fair value assumption updates due to interest rates, largely offset by NRZ interest expense (see slide 27)
- Other Income (Expense) includes $64 bargain purchase gain

(a) All variances are versus Q3'18
(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 25 for additional details)
(d) Diluted Loss per Share

NRZ Agreements impacts – Illustrative presentation as a traditional subservicing agreement

OCWEN

($ in Millions)	FY 2018 As Reported	FY 2018 Reclassifications	FY 2018 Adjusted
Servicing & subservicing fees	$ 934	$ (397)[a]	$ 538
Gain on loans held for sale, net	78	-	78
Other	51	-	51
Total revenue	**1,063**	**(397)**	**666**
Compensation & benefits	298	-	298
Professional services	166	-	166
MSR valuation adjustments, net	153	(74)[b]	79
Servicing & origination	131	-	131
Technology & communications	98	-	98
Occupancy & equipment	60	-	60
Other	26	-	26
Total expenses	**932**	**(74)**	**859**
Interest income	14	-	14
Interest expense	(275)	172 [c]	(103)
Bargain purchase gain	64	-	64
Gain on sale of MSRs, net	1	-	1
Other, net	(6)	-	(6)
Other income (expense), net	**(202)**	**172**	**(30)**
Pre-Tax Loss	**$ (71)**	**$ (151)**	**$ (223)**
Amortization of lump-sum cash payments	-	151	151

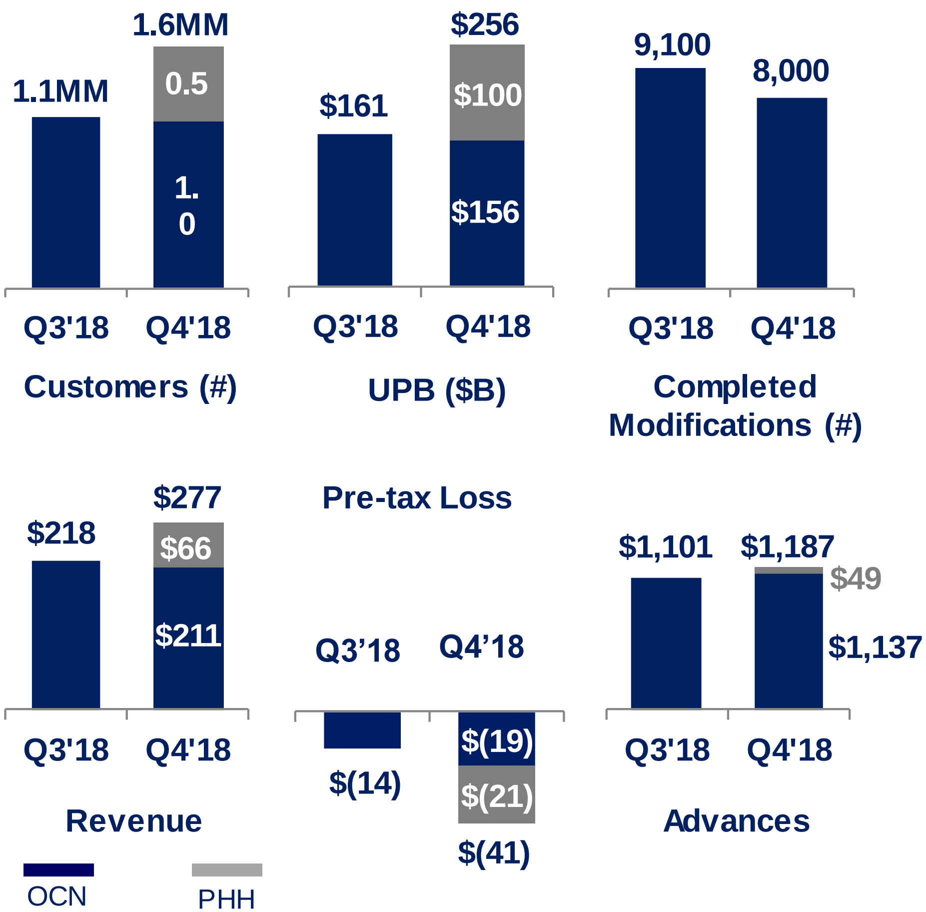
Important Note: To aid investors' understanding of our NRZ contractual arrangements, we have provided an illustrative example of how the economics of these arrangements might look if they were a traditional subservicing relationship. The "Adjusted" presentation is non-GAAP and there are inherent limitations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

Q4 2018 Servicing Segment Results

($ in millions, except UPB)

Key Metrics



Highlights

- Q4’18 pre-tax loss of $(41) includes $(21) PHH post acquisition loss
- De-boarded $23B UPB driven by PHH transfers disclosed prior to acquisition close
  - Restarted bulk MSR acquisitions aimed at replenishing portfolio runoff
- Ocwen remains focused on providing modification solutions to qualifying borrowers in need
  - Completed over 8,000 modifications with $49 million debt forgiveness
  - Non-performing loans[a] serviced = 5%[b]

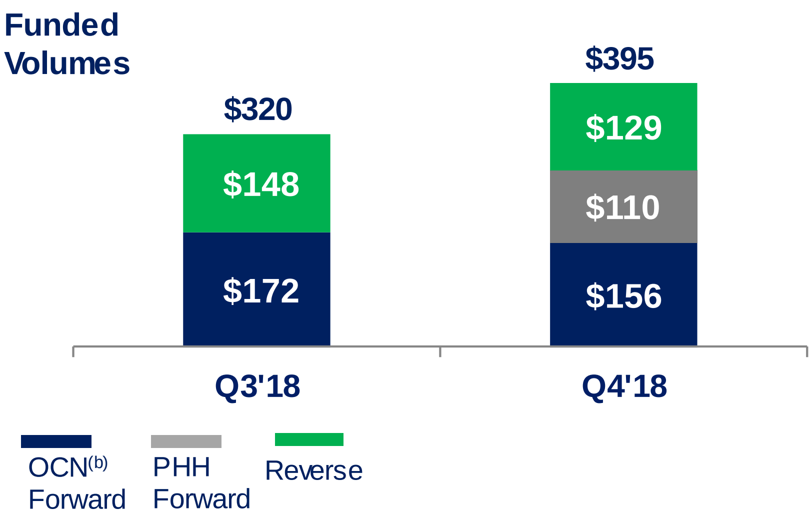
(a) Performing loans include those loans that are less than 90 days past due and those loans for which borrowers are making scheduled payments under loan modification, forbearance or bankruptcy plans. We consider all other loans to be non-performing. Reduction partly driven by PHH acquisition

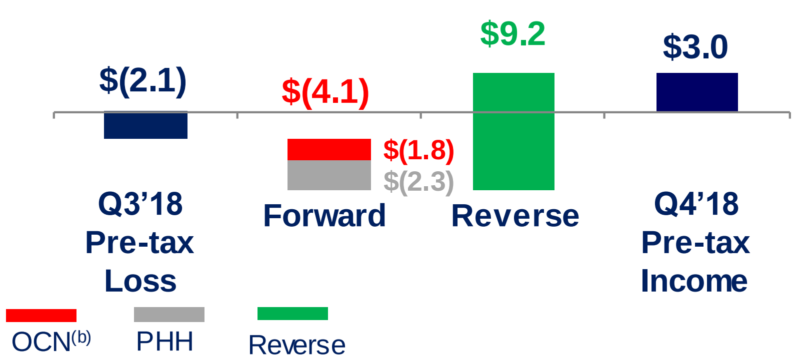
(b) As a percentage of total servicing portfolio UPB

Q4 2018 Lending Segment Results

($ in millions)

Financial Performance





Forward

- Q4'18 pre-tax loss of $(5) includes $(2) PHH post-acquisition loss and impacted by lower funded loan volume as our conversion rate, or pull-through, underperformed
- Focus is on improving portfolio retention and expanding our platform by re-entering the correspondent channel

Reverse

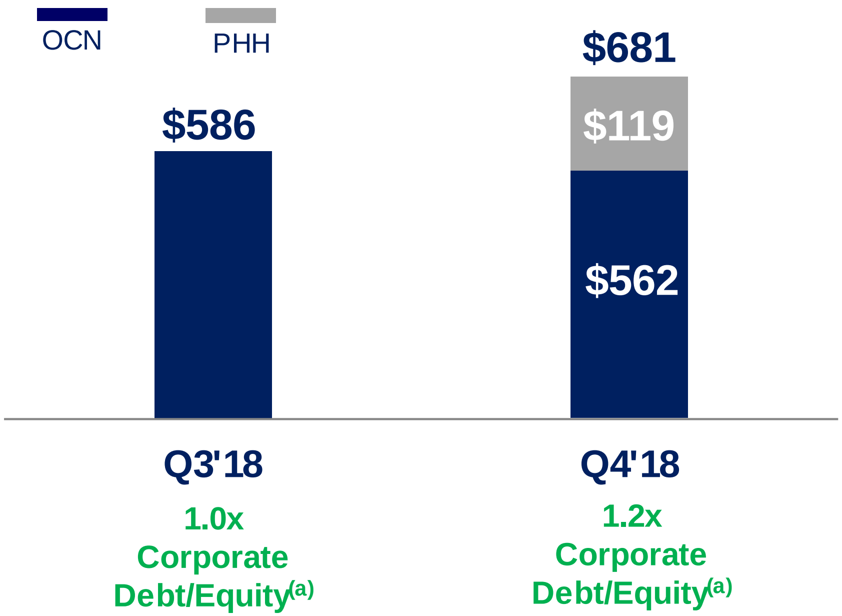
- Q4'18 pre-tax income of $8 driven by favorable portfolio valuations from lower interest rates
- Funded volume decline in line with industry trends[a]
- Successfully launched a proprietary jumbo reverse mortgage pilot program and exploring other new products and alternatives

(a) HUD endorsement units (a measure of market size): 7,395 units in Q4'18 vs. 8,985 in Q3'18
(b) In this presentation, where we reference OCN and PHH in post-acquisition periods, OCN refers to Ocwen's operations other than PHH

Leverage & Liquidity Update

($ in millions, except where otherwise noted)

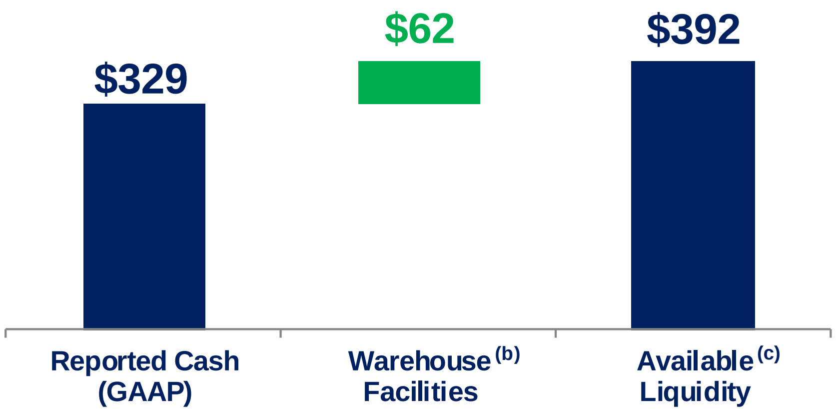
Corporate Debt



- As of 12/31/18, $562 SSTL and 2nd Lien Notes secured by approximately $1.4B of collateral, calculated as defined by the First Lien LTV Ratio in accordance with the Senior Secured Term Loan

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

Q4'18 Liquidity Update



- Redeemed remaining $3 Unsecured Bonds and repurchased $16 2nd Lien Bonds
- Called a seasoned RMBS second lien deal ($18 cash usage)

(b) Available borrowing capacity on a committed basis on eligible collateral that can be pledged. Excludes uncommitted borrowing capacity of $32 as of 12/31

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

Wrap Up

We are executing our key initiatives as part of our efforts to return to profitability in the shortest time frame possible

Challenges

- Subservicing UPB is likely to shrink
- MSR market is highly competitive and MSR returns are at lower end of our target range
- Runoff of NRZ lump-sum payment amortization in second quarter of 2020

Opportunities

- Executing the integration; on track to complete effort earlier than expected
- Magnitude and timing of cost re-engineering more than offsets runoff of NRZ lump-sum payment amortization
- MSR acquisition market continues to be robust
- On track to re-enter correspondent and non-agency lending businesses
- Multiple funding structures are potentially available to fund MSR acquisition objectives
- Potentially attractive acquisition targets are emerging

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 7,200 (as of December 31, 2018)

Appendix: Q4 2018 Financials

- Expenses Excluding MSR Valuation Adjustments and Notables
- Income Statement Notables
- Illustrative Adjustments to Cash Flow from Operating Activities
- Debt Facilities Overview
- Total Other (Income) Expense, Net Detail
- MSR Valuation Assumptions
- P&L impact of Fair Value Changes

Note Regarding Adjustments to GAAP Expenses, Pre-Tax Income (Loss) and Cash Flow from Operating Activities

In the following slides, we present supplemental information (including reconciliations) relating to certain illustrative adjustments to GAAP expenses, pre-tax income (loss) and cash flows from operating activities. 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, pre-tax income (loss) and cash flows from operating activities should not be analyzed in isolation or as a substitute to analysis of our GAAP expenses, pre-tax income and cash flow from operating activities. There are certain limitations on the analytical usefulness of the adjustments we make to GAAP expenses, pre-tax income (loss) and cash flow from operating activities 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, pre-tax income (loss) and cash flow from operating activities.

Expenses Excluding MSR Valuation Adjustments and Notables adjusts GAAP expenses excluding MSR Valuation Adjustments for (1) expense related to business restructuring items such as severance expenses unrelated to our cost re-engineering efforts and lease terminations, (2) certain significant legal and regulatory settlement expense items, (3) CFPB, Florida Attorney General 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 expenses and (6) certain other costs including legal insurance recoveries, mortgage insurance claim settlement recoveries and compensation expense reversals relating departing executives (collectively, Other) consistent with the intent of providing management and investors with a supplemental means of evaluating our expenses. Management believes that these presentations may assist investors with understanding and evaluating our cost re-engineering efforts. Certain components included as Expense Notables (excluding MSR Valuation Adjustments) are expected to occur in each period. For example, we may incur significant legal and regulatory settlement expenses in each period.

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), (2) changes in fair value of our MSRs due to changes in market rates, valuation inputs and other assumptions, (3) bargain purchase gain, (4) Other Income Adjustments relating to offsets to changes in fair value of our MSRs due to changes in market rates, valuation inputs and other assumptions 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). Management believes that these presentations may assist investors with understanding and evaluating our cost re-engineering efforts.

On the slide entitled "Illustrative Adjustments to Cash Flow from Operating Activities", we show certain illustrative adjustments to GAAP Cash Flow from Operating Activities for (1) reduction of match funded liabilities corresponding to our collection of advances (classified in Cash Flow from Financing Activities on our GAAP Statement of Cash Flows), (2) net changes in Loans Held for Sale, which is largely driven by the level and timing of mortgage loan production and subsequent sale or securitization, (3) NRZ financing liability runoff (classified in Cash Flow from Financing Activities on our GAAP Statement of Cash Flows), and (4) working capital changes in the net balance receivable from or payable to NRZ.

Expenses Excluding MSR Valuation Adjustments and Notables

($ in millions)	Q2'18				Q4'18	
	OCN	PHH	OCN + PHH	OCN + PHH (Annualized)	OCN + PHH	OCN + PHH (Annualized)
I Expenses (as reported) [(a)]	**$ 206**	**$ 71**	**$ 277**	**$ 1,107**	**$ 303**	**$ 1,211**
II Reclassifications [(b)]	-	1	1	5	-	-
III Deduction of MSR valuation adjustments, net	(33)	-	(33)	(132)	(62)	(247)
IV Expenses Excluding MSR Valuation Adjustments, net (I+II+III)	**173**	**72**	**245**	**979**	**241**	**964**
Adjustments for Notables						
Restructuring costs	(5)	(3)	(8)	(32)	(6)	(25)
Significant legal and regulatory settlement expenses	(2)	(3)	(5)	(20)	(10)	(40)
CFPB and state regulatory defense and escrow analysis expenses	(5)	(0)	(6)	(22)	(3)	(12)
NRZ consent process expenses	(1)	-	(1)	(2)	(2)	(7)
PHH acquisition and integration expenses	(2)	-	(2)	(8)	(10)	(40)
Other	7	(1)	5	22	5	18
V Expenses Notables (excluding MSR Valuation Adjustments, net)	**(9)**	**(7)**	**(16)**	**(63)**	**(27)**	**(106)**
VI Expenses Excluding MSR Valuation Adjustments, net and Notables (IV+V)	**$ 164**	**$ 65**	**$ 229**	**$ 916**	**$ 214**	**$ 858**

(a) As per respective Form 10-Q filed on July 26, 2018 and August 3, 2018, respectively
(b) PHH reported expenses reclassification to conform to Ocwen presentation

Income Statement Notables

($ in millions)

		Q2'18[c]				Q4'18	
		OCN	PHH	OCN + PHH	OCN + PHH (Annualized)	OCN + PHH	OCN + PHH (Annualized)
I	**Reported Pre-Tax Loss (GAAP)**	**$ (28)**	**$ (35)**	**$ (63)**	**$ (253)**	**$ (8)**	**$ (31)**
	Adjustments for Notables						
	Expenses Notables (excluding MSR Valuation Adjustments, net)[a]	9	7	16		27	
	Non-Agency MSR FV Change[b]	(5)	-	(5)		5	
	Agency MSR FV Change[b]	-	-	-		8	
	Bargain Purchase Gain			-		(64)	
	Other Income Adjustments	9	-	9		(9)	
II	**Total Income Statement Notables**	**13**	**7**	**20**	**79**	**(33)**	**(133)**
III	**Pre-Tax Loss Excluding Notables (I+II)**	**(16)**	**(28)**	**(44)**	**(175)**	**(41)**	**(164)**
IV	Amortization of NRZ Lump-sum Cash Payments	(35)	-	(35)	(141)	(32)	(126)
V	**Pre-Tax Loss Excluding Notables and Amortization of NRZ Lump-sum Cash Payments (III+IV)**	**$ (51)**	**$ (28)**	**$ (79)**	**$ (316)**	**$ (73)**	**$ (290)**

(a) See slide 21 for details
(b) FV changes that are driven by changes in interest rates or valuation assumptions are recorded here. Non-Agency = Total MSR excluding GNMA & GSE MSRs
(c) Represents income baseline aligned to combined annualized adjusted expense for Ocwen and PHH in second quarter and adjusts for runoff of NRZ lump-sum payment amortization

Illustrative Adjustments to Cash Flow from Operating Activities

($ in millions)	Q4'17	Q1'18	Q2'18	Q3'18	Q4'18
Cash Flows from Operating Activities (A) (GAAP)	**$4**	**$99**	**$97**	**$94**	**$(19)**
Decrease in Advances and Match Funded Assets (B)	45	71	111	61	15
Funding Efficiency (C) [1]	74%	73%	72%	71%	69%
Reduction of match funded liabilities (D=B*C)	(33)	(52)	(80)	(44)	(10)
Loans Held for Sale change (E)	15	(60)	31	8	25
NRZ Liability Runoff (F) [2]	(8)	(53)	(49)	(48)	(56)
NRZ Working Capital Change (G) [3]	6	52	12	(21)	18
Cash Flow from Operations After Adjustments (A+ D + E + F + G) (Non-GAAP)	**$(17)**	**$(14)**	**$11**	**$(11)**	**$(42)**

(1) Funding Efficiency = (Average quarter-end balance of Servicing match funded liabilities + Average quarter-end balance of Servicing available borrowing capacity on our advance financing notes based on the amount of eligible collateral pledged) / (Average quarter-end balance of advances, net + Average quarter-end balance of Servicing match funded assets)

(2) Includes runoff, settlements and other changes in the NRZ financing liability recognized in connection with the Original Rights to MSRs, 2017 and New RMSR Agreements. Excludes changes in the fair value of the NRZ financing liability due to changes in valuation assumptions ("Gain on valuation of financing liability" classified in Cash Flows from Operating Activities. Since the NRZ transactions did not qualify for sale accounting treatment, we recognized the payments received as financing liabilities and record the changes in fair value within our consolidated statement of operations. In most periods, the financing liability should decline in value due to portfolio runoff and we will record a reduction in interest expense. This adjustment removes the non-cash recognition of the upfront cash received into income, which is treated as a repayment of other secured borrowings in Cash Flows from Financing Activities. The Original Rights to MSRs Agreements financing liability amortizes over the life of the related MSRs. The financing liability related to the 2017 and New RMSR Agreements amortizes over the life of the Original Rights to MSRs Agreements. Please refer to 10-K for additional details

(3) Net working capital of Due to NRZ (Other Liabilities) and Due from NRZ (Receivables)

Note: Operating cash flow for prior periods have been revised to conform to FASB Accounting Standards Update (ASU) 2016-18, *Statement of Cash Flows (Topic 230) – Restricted Cash,* which we adopted on January 1, 2018. Please refer to the Company's prior Quarterly Report on Form 10-Q for additional information

Debt Facilities Overview

($ in millions, as of December 31, 2018)

	Debt Balance	Facility Cap	Available Credit	Weighted Average Advance Rate	Interest Rate [c]	Maturity
Advance Facilities						
OMART - VFN	$ 217	$ 225	$ -	88.2%	CoF + 1.36%	12/16/2019
OMART - 2019 Term Notes	385	385	-	83.3%	3.27%	8/15/2019
OMART - 2020 Term Notes	150	150	-	85.0%	3.79%	8/17/2020
OFAF	27	65	-	84.3%	CoF + 2.33%	6/6/2019
EBO Facilities	4	4	-	79.0%	1L + 4.5%	N/A
Subtotal - Advance Facilities	**$ 783**	**$ 829**	**$ -**			
Warehouse Lines						
OLS - Lender 1	$ 29	$ 175	$ -	100.0%	WAC	4/30/2019
OLS/PMC - Lender 2	75	175	62	83.3%	1L + 1.95%-3.00%	9/27/2019
OLS - Lender 3	31	250	-	97.0%	1mL+2.75%	12/6/2019
Liberty - Lender 1	8	100	-	99.0%	1L + 2.75%	8/15/2019
Liberty - Lender 2 [a]	-	50	-	98.0%	Prime + 0.00% (4% floor)	1/28/2019
HRI - Lender 1	14	75	-	100.0%	WAC	5/31/2019
PMC - Lender 1	-	200	-	97.0%	1mL + 1.70%	N/A
Subtotal - Warehouse Lines	**$ 156**	**$ 1,025**	**$ 62**			
Structured Transactions						
OASIS	$ 66	$ 66	N/A	N/A	N/A	2/28/2028
Subtotal - Structured Transactions	**$ 66**	**$ 66**				
Corporate Debt [b]						
SSTL	$ 232	$ 232	N/A	N/A	1L (floor at 1.00%) + 5.00%	12/5/2020
2nd Lien Notes	331	331	N/A	N/A	8.375%	11/15/2022
PHH Corporation 7.375% Sr. Notes	98	98	N/A	N/A	7.375%	9/1/2019
PHH Corporation 6.375% Sr. Notes	22	22	N/A	N/A	6.375%	8/15/2021
Subtotal - Corporate Debt	**$ 681**	**$ 681**				
Total	**$ 1,686**	**$ 2,601**	**$ 62**			

(a) Maturity extended to 01/22/2020 subsequent to year-end
(b) Corporate Debt excludes debt issuance costs and original issue discount
(c) “CoF” represents Cost of Funds, “1L” represents 1 month LIBOR and “WAC” represents Weighted Average Coupon on underlying mortgage loans

Total Other (Income) Expense, Net

($ in millions)	Q3'18	Q4'18	VPQ$	Comments
Interest Income	**$(4.0)**	**$(4.0)**	**$(0.0)**	
NRZ Interest Expense	36.7	60.4	23.7	
- NRZ Servicing Fees	87.3	124.4	37.1	Added PHH portfolio
- MSR Liability[(a)] runoff and other	(14.1)	(23.5)	(9.4)	Added PHH liability & collateral mix updates
- MSR Liability FV Change	(4.8)	(8.8)	(4.0)	Valuation updates
- RMSR Liability[(b)] runoff	(33.8)	(32.5)	1.3	Amortization
- RMSR Liability FV Change	2.2	0.9	(1.3)	Valuation updates
Match Funded Financing	7.2	7.4	0.2	
Other Secured/Structured Financing	3.2	3.3	0.1	OASIS, Warehouse Lines, EBO Facilities[(c)]
SSTL (incl. fee amortization)	5.0	5.1	0.1	
2nd Lien Bonds / Other Corporate Debt	7.5	8.9	1.5	Added PHH Corporate debt
Interest Expense	**59.7**	**85.2**	**25.5**	
Bargain Purchase Gain	**0.0**	**(64.0)**	**(64.0)**	
Other	5.4	(1.3)	(6.7)	Foreign current re-measurement, MSR sales
Total Other Expense, net	**$61.0**	**$15.9**	**$(45.2)**	

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
(c) EBO Facilities finance advances on loans repurchased out of Ginnie Mae securitizations (i.e., "early buy-outs")

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
UPB	5,227	42,242	17,237	64,706	238	14,741	14,979	83,889	29,571	113,460	193,145
Fair Value	92	457	203	752	(8)	121	113	444	147	592	1,456
Collateral Metrics:											
Weighted Average Note Rate	4.37	4.29	4.37	4.32	5.57	4.50	4.52	4.53	4.57	4.54	4.47
Weighted Average Svc Fee	0.31	0.27	0.27	0.27	0.10	0.33	0.32	0.47	0.33	0.44	0.37
Weighted Average Loan-to-Value	70	59.2	65.2	62	82	79.6	80	82	78	81	74
% D30 (MBA)	1%	2%	3%	2%	15%	7%	7%	9%	5%	8%	6%
% D60 (MBA)	0%	0%	1%	1%	7%	3%	3%	5%	2%	4%	3%
% D90+ (MBA)	0%	1%	2%	1%	16%	6%	6%	12%	7%	10%	7%
Fair Value Assumptions[b]:											
Lifetime CPR[c]	6.40	9.72	8.97	9.25	24.89	10.51	10.74	15.80	13.55	15.39	12.97
Cost to Service[d]	$66	$77	$88	$79	$296	$137	$140	$309	$254	$299	$213
Ancillary Income[d]	$42	$31	$46	$36	$63	$63	$63	$88	$101	$91	$70
Discount Rate	8.61	9.25	9.27	9.20	13.50	10.19	10.24	12.54	13.31	12.66	11.32

(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 ($57) and the leftover service fee and cash flows that remain with Ocwen ($35)
(b) 3rd party broker assumptions
(c) Total voluntary payoffs and involuntary defaults; does not include scheduled payments
(d) Annual $ per loan
(e) Excludes Reverse Mortgage Servicing MSR

P&L Impact of Fair Value Changes

	($ in millions)	Q3'18	Q4'18	VPQ$
	Non-Agency MSR Fair Value Change			
0	- Portfolio change (Run-off and collateral)	$(20.9)	$(13.2)	$ 7.6
1	- Interest Rate and Other Assumption Changes	(5.4)	(5.3)	0.1
2	**Total Non-Agency MSR Fair Value Change**	**(26.3)**	**(18.5)**	**7.8**
	Agency MSR Fair Value Change			
3	- Portfolio change (Run-off and collateral)	$(13.9)	$(35.6)	$(21.7)
4	- Interest Rate and Other Assumption Changes	(1.2)	(7.7)	(6.4)
5	**Total Agency MSR Fair Value Change**	**(15.2)**	**(43.2)**	**(28.1)**
	Total MSR Fair Value Changes			
6	- Portfolio change (Run-off and collateral) **(0 + 3)**	$(34.8)	$(48.8)	$(14.0)
7	- Interest Rate and Other Assumption Changes **(1+ 4)**	(6.7)	(12.9)	(6.3)
8	**Total MSR Valuation Adjustments (6 + 7)**	**$(41.4)**	**$(61.8)**	**$(20.3)**
	NRZ Liability Fair Value Changes			
	- Portfolio change (Run-off and collateral)	$ 14.1	$ 23.5	$ 9.4
	- Interest Rate and Other Assumption Changes	4.8	8.8	4.0
9	**Total MSR Liability Fair Value Changes (impacts interest expense)**	**$ 18.9**	**$ 32.4**	**$ 13.4**

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