PENNYMAC FINANCIAL SERVICES, INC.
Form 10-Q
May 04, 2018
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2018

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: 001-35916

PennyMac Financial Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	80-0882793 (IRS Employer Identification No.)

3043 Townsgate Road, Westlake Village, California (Address of principal executive offices)	91361 (Zip Code)

(818) 224-7442

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

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

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

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

Class	Outstanding at May 3, 2018
Class A Common Stock, $0.0001 par value	25,094,668
Class B Common Stock, $0.0001 par value	45

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

FORM 10-Q

March 31, 2018

TABLE OF CONTENTS

		Page
	Special Note Regarding Forward-Looking Statements	3
PART I. FINANCIAL INFORMATION		5
Item 1.	Financial Statements (Unaudited):	5
	Consolidated Balance Sheets	5
	Consolidated Statements of Income	6
	Consolidated Statements of Changes in Stockholders' Equity	7
	Consolidated Statements of Cash Flows	8
	Notes to Consolidated Financial Statements	9
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	58
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	72
Item 4.	Controls and Procedures	74
PART II. OTHER INFORMATION		75
Item 1.	Legal Proceedings	75
Item 1A.	Risk Factors	75
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	75
Item 3.	Defaults Upon Senior Securities	75
Item 4.	Mine Safety Disclosures	75
Item 5.	Other Information	75
Item 6.	Exhibits	76

Table of Contents

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (“Report”) contains certain forward looking statements that are subject to various risks and uncertainties. Forward looking statements are generally identifiable by use of forward looking terminology such as “may,” “will,” “should,” “potential,” “intend,” “expect,” “seek,” “anticipate,” “estimate,” “approximately,” “believe,” “ “predict,” “continue,” “plan” or other similar words or expressions.

Forward looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, contain financial and operating projections or state other forward looking information. Examples of forward looking statements include the following:

- projections of our revenues, income, earnings per share, capital structure or other financial items;
- descriptions of our plans or objectives for future operations, products or services;
- forecasts of our future economic performance, interest rates, profit margins and our share of future markets; and
- descriptions of assumptions underlying or relating to any of the foregoing expectations regarding the timing of generating any revenues.

Our ability to predict results or the actual effect of future events, actions, 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. There are a number of factors, many of which are beyond our control that could cause actual results to differ significantly from management’s expectations. Some of these factors are discussed below.

You should not place undue reliance on any forward looking statement and should consider the following uncertainties and risks, as well as the risks and uncertainties discussed elsewhere in this Report and the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission (“SEC”) on March 9, 2018.

Factors that could cause actual results to differ materially from historical results or those anticipated include, but are not limited to:

- the continually changing federal, state and local laws and regulations applicable to the highly regulated industry in which we operate;

- lawsuits or governmental actions if we do not comply with the laws and regulations applicable to our businesses;

· the mortgage lending and servicing-related regulations promulgated by the Consumer Financial Protection Bureau ("CFPB") and its enforcement of these regulations;

· our dependence on U.S. government sponsored entities and changes in their current roles or their guarantees or guidelines;

· changes to government mortgage modification programs;

· certain banking regulations that may limit our business activities;

· foreclosure delays and changes in foreclosure practices;

· the licensing and operational requirements of states and other jurisdictions applicable to our businesses, to which our bank competitors are not subject;

· changes in macroeconomic and U.S. real estate market conditions;

· difficulties inherent in growing loan production volume;

· difficulties inherent in adjusting the size of our operations to reflect changes in business levels;

Table of Contents

- any required additional capital and liquidity to support business growth that may not be available on acceptable terms, if at all;
- changes in prevailing interest rates;
- increases in loan delinquencies and defaults;
- our dependence on the success of the multifamily market for future originations of commercial mortgage loans and other commercial real estate-related loans;
- our reliance on PennyMac Mortgage Investment Trust ("PMT") as a significant source of financing for, and revenue related to, our mortgage banking business;
- our obligation to indemnify third party purchasers or repurchase loans if loans that we originate, acquire, service or assist in the fulfillment of, fail to meet certain criteria or characteristics or under other circumstances;
- our ability to realize the anticipated benefit of potential future acquisitions of mortgage servicing rights ("MSRs");
- our obligation to indemnify PMT and the Investment Funds if our services fail to meet certain criteria or characteristics or under other circumstances;
- decreases in the returns on the assets that we select and manage for our clients, and our resulting management and incentive fees;
- the extensive amount of regulation applicable to our investment management segment;
- conflicts of interest in allocating our services and investment opportunities among ourselves and our Advised Entities;
- the effect of public opinion on our reputation;
- our recent growth;
- our ability to effectively identify, manage, monitor and mitigate financial risks;

- our initiation of new business activities or expansion of existing business activities;

- our ability to detect misconduct and fraud;

- our ability to mitigate cybersecurity risks and cyber incidents;

- our exposure to risks of loss resulting from adverse weather conditions and man-made or natural disasters; and

- our organizational structure and certain requirements in our charter documents.

Other factors that could also cause results to differ from our expectations may not be described in this Report or any other document. Each of these factors could by itself, or together with one or more other factors, adversely affect our business, results of operations and/or financial condition.

Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made.

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PENNYMAC FINANCIAL SERVICES, INC.

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	March 31, 2018	December 31, 2017
	(in thousands, except share amounts)	
ASSETS		
Cash (includes $116,570 and $20,765 pledged to creditors)	$ 137,863	$ 37,725
Short-term investments at fair value	105,890	170,080
Mortgage loans held for sale at fair value (includes $2,569,189 and $3,081,987 pledged to creditors)	2,584,236	3,099,103
Derivative assets	89,469	78,179
Servicing advances, net (includes valuation allowance of $61,670 and $59,958; $104,685 and $114,643 pledged to creditors)	284,145	318,066
Carried Interest due from Investment Funds pledged to creditors	538	8,552
Investment in PennyMac Mortgage Investment Trust at fair value	1,352	1,205
Mortgage servicing rights (includes $2,354,489 and $638,010 at fair value; $2,178,536 and $2,098,067 pledged to creditors)	2,354,489	2,119,588
Real estate acquired in settlement of loans	2,338	2,447
Furniture, fixtures, equipment and building improvements, net (includes $22,250 and $23,915 pledged to creditors)	30,172	29,453
Capitalized software, net (includes $1,457 and $1,568 pledged to creditors)	28,919	25,729
Assets purchased from PennyMac Mortgage Investment Trust under agreements to resell pledged to creditors	142,938	144,128
Receivable from PennyMac Mortgage Investment Trust	27,356	27,119
Receivable from Investment Funds	460	417
Mortgage loans eligible for repurchase	1,018,488	1,208,195
Other	94,238	98,107
Total assets	$ 6,902,891	$ 7,368,093
LIABILITIES		
Assets sold under agreements to repurchase	$ 1,814,282	$ 2,381,538
Mortgage loan participation purchase and sale agreements	510,443	527,395
Notes payable	1,140,022	891,505
Obligations under capital lease	16,435	20,971
Excess servicing spread financing payable to PennyMac Mortgage Investment Trust at fair value	236,002	236,534
Derivative liabilities	4,476	5,796
Accounts payable and accrued expenses	113,046	106,716
Mortgage servicing liabilities at fair value	12,063	14,120
Payable to Investment Funds	26	2,427
Payable to PennyMac Mortgage Investment Trust	117,987	136,998

Payable to exchanged Private National Mortgage Acceptance Company, LLC unitholders under tax receivable agreement	46,037	44,011
Income taxes payable	58,956	52,160
Liability for mortgage loans eligible for repurchase	1,018,488	1,208,195
Liability for losses under representations and warranties	20,429	20,053
Total liabilities	5,108,692	5,648,419
Commitments and contingencies – Note 14		
STOCKHOLDERS’ EQUITY		
Class A common stock—authorized 200,000,000 shares of $0.0001 par value; issued and outstanding, 24,277,768 and 23,529,970 shares, respectively	2	2
Class B common stock—authorized 1,000 shares of $0.0001 par value; issued and outstanding, 45 and 46 shares, respectively	—	—
Additional paid-in capital	221,495	204,103
Retained earnings	282,114	265,306
Total stockholders' equity attributable to PennyMac Financial Services, Inc. common stockholders	503,611	469,411
Noncontrolling interest in Private National Mortgage Acceptance Company, LLC	1,290,588	1,250,263
Total stockholders' equity	1,794,199	1,719,674
Total liabilities and stockholders’ equity	$ 6,902,891	$ 7,368,093

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

5

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Quarter ended March 31,	
	2018	2017
	(in thousands, except earnings per share)	
Revenues		
Net gains on mortgage loans held for sale at fair value:		
From non-affiliates	$ 59,028	$ 88,651
From PennyMac Mortgage Investment Trust	12,386	(1,695)
	71,414	86,956
Mortgage loan origination fees:		
From non-affiliates	23,355	24,195
From PennyMac Mortgage Investment Trust	1,208	1,379
	24,563	25,574
Fulfillment fees from PennyMac Mortgage Investment Trust	11,944	16,570
Net mortgage loan servicing fees:		
Mortgage loan servicing fees:		
From non-affiliates	135,483	106,467
From PennyMac Mortgage Investment Trust	11,019	10,486
From Investment Funds	—	496
Ancillary and other fees	14,171	11,866
	160,673	129,315
Amortization, impairment and change in fair value of mortgage servicing rights and mortgage servicing liabilities	(36,963)	(57,925)
Change in fair value of excess servicing spread payable to PennyMac Mortgage Investment Trust	(6,921)	2,773
	(43,884)	(55,152)
Net mortgage loan servicing fees	116,789	74,163
Management fees:		
From PennyMac Mortgage Investment Trust	5,696	5,008
From Investment Funds	79	366
	5,775	5,374
Carried Interest from Investment Funds	(180)	(128)
Net interest income (expense):		
Interest income:		
From non-affiliates	40,639	22,054
From PennyMac Mortgage Investment Trust	1,976	1,805
	42,615	23,859
Interest expense:		
To non-affiliates	32,811	24,827
To PennyMac Mortgage Investment Trust	3,934	4,647
	36,745	29,474
Net interest income (expense)	5,870	(5,615)
Change in fair value of investment in and dividends received from PennyMac Mortgage Investment Trust	182	139

Results of real estate acquired in settlement of loans	(28)	(25)
Other	1,872	1,465
Total net revenues	238,201	204,473
Expenses		
Compensation	102,013	85,240
Servicing	26,299	26,843
Technology	14,620	11,356
Occupancy and equipment	6,377	5,042
Professional services	5,738	3,818
Marketing	2,161	1,736
Loan origination	2,115	4,133
Other	5,882	4,273
Total expenses	165,205	142,441
Income before provision for income taxes	72,996	62,032
Provision for income taxes	6,070	7,646
Net income	66,926	54,386
Less: Net income attributable to noncontrolling interest	50,307	43,507
Net income attributable to PennyMac Financial Services, Inc. common stockholders	$ 16,619	$ 10,879
Earnings per share		
Basic	$ 0.70	$ 0.48
Diluted	$ 0.67	$ 0.47
Weighted average shares outstanding		
Basic	23,832	22,619
Diluted	79,461	77,143

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

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

	Class A Common Stock					
	Number of shares (in thousands)	Par value	Additional paid-in capital	Retained earnings	Noncontrolling interest in Private National Mortgage Acceptance Company, LLC	Total stockholders' equity
Balance at December 31, 2016	22,427	$ 2	$ 182,772	$ 164,549	$ 1,052,033	$1,399,356
Net income	—	—	—	10,879	43,507	54,386
Stock and unit-based compensation	157	—	1,903	—	3,874	5,777
Issuance of Class A common stock in settlement of directors' fees	5	—	84	—	—	84
Exchange of Class A units of Private National Mortgage Acceptance Company, LLC to Class A common stock of PennyMac Financial Services, Inc.	329	—	8,763	—	(8,763)	—
Tax effect of exchange of Class A units of Private National Mortgage Acceptance Company, LLC to Class A common stock of PennyMac Financial Services, Inc.	—	—	(2,008)	—	—	(2,008)
Balance at March 31, 2017	22,918	$ 2	$ 191,514	$ 175,428	$ 1,090,651	$1,457,595
Balance at December 31, 2017	23,530	$ 2	$ 204,103	$ 265,306	$ 1,250,263	$1,719,674
Cumulative effect of change in accounting principle – accounting for all existing classes of mortgage servicing rights at fair value	—	—	—	189	587	776
Balance at January 1, 2018	23,530	2	204,103	265,495	1,250,850	1,720,450
Net income	—	—	—	16,619	50,307	66,926
Stock and unit-based compensation	—	—	5,191	—	4,235	9,426
Issuance of Class A common stock in settlement of directors' fees	—	—	24	—	55	79
Exchange of Class A units of Private National Mortgage Acceptance Company, LLC to Class A common stock of PennyMac Financial Services, Inc. by noncontrolling interest unitholders and issued as equity compensation	748	—	14,859	—	(14,859)	—

Tax effect of exchange and repurchases of Class A units of Private National Mortgage Acceptance Company, LLC to Class A common stock of PennyMac Financial Services, Inc., net	—	—	(2,682)	—	—	(2,682)
Balance at March 31, 2018	24,278	$ 2	$ 221,495	$ 282,114	$ 1,290,588	$1,794,199

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

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Quarter ended March 31,	
	2018	2017
	(in thousands)	
Cash flow from operating activities		
Net income	$ 66,926	$ 54,386
Adjustments to reconcile net income to net cash used in operating activities:		
Net gains on mortgage loans held for sale at fair value	(71,414)	(86,956)
Accrual of servicing rebate payable to Investment Funds	—	45
Amortization, impairment and change in fair value of mortgage servicing rights, mortgage servicing liabilities and excess servicing spread	43,884	55,152
Carried Interest from Investment Funds	180	128
Capitalization of interest on mortgage loans held for sale at fair value	(14,467)	(8,900)
Accrual of interest on excess servicing spread financing	3,934	4,647
Amortization of debt issuance costs and premiums	(3,600)	3,269
Change in fair value of investment in common shares of PennyMac Mortgage Investment Trust	(147)	(103)
Results of real estate acquired in settlement in loans	28	25
Stock-based compensation expense	6,171	5,525
Provision for servicing advance losses	6,787	9,921
Depreciation and amortization	2,592	1,952
Purchase of mortgage loans held for sale from PennyMac Mortgage Investment Trust	(9,212,188)	(10,016,788)
Originations of mortgage loans held for sale	(1,281,302)	(1,061,212)
Purchase of mortgage loans from Ginnie Mae securities and early buyout investors for modification and subsequent sale	(911,585)	(936,948)
Sale and principal payments of mortgage loans held for sale to non-affiliates	11,103,785	11,860,133
Sale of mortgage loans held for sale to PennyMac Mortgage Investment Trust	781,326	21,530
Repurchase of mortgage loans subject to representations and warranties	(6,309)	(5,303)
Decrease in servicing advances	27,450	21,251
Collection of Carried Interest	7,834	—
Sale of real estate acquired in settlement of loans	1,230	—
Increase in receivable from PennyMac Mortgage Investment Trust	(955)	(4,206)
(Increase) decrease in receivable from Investment Funds	(43)	176
Increase in other assets	(1,593)	(966)
Increase (decrease) in accounts payable and accrued expenses	4,745	(28,163)
Decrease in payable to Investment Funds	(2,401)	(2,037)
Decrease in payable to PennyMac Mortgage Investment Trust	(19,544)	(5,480)
Increase in income taxes payable	6,068	7,630
Net cash provided by (used in) operating activities	537,392	(111,292)
Cash flow from investing activities		
Decrease (increase) in short-term investments	64,190	(30,370)
Net settlement of derivative financial instruments used for hedging	(128,099)	(20,492)
Purchase of mortgage servicing rights	(27,544)	(203)

Purchase of furniture, fixtures, equipment and leasehold improvements	(2,779)	(2,329)
Acquisition of capitalized software	(3,722)	(4,526)
Sale of assets purchased from PMT under agreement to resell	1,190	—
Decrease (increase) in margin deposits	15,501	(2,434)
Net cash used in investing activities	(81,263)	(60,354)
Cash flow from financing activities		
Sale of assets under agreements to repurchase	9,771,234	5,815,923
Repurchase of assets sold under agreements to repurchase	(10,338,629)	(5,516,480)
Issuance of mortgage loan participation certificates	6,155,178	5,302,595
Repayment of mortgage loan participation certificates	(6,172,301)	(5,732,434)
Advances on notes payable	650,000	400,000
Repayment of notes payable	(400,000)	(110,633)
Advances of obligations under capital lease	—	10,298
Repayment of obligations under capital lease	(4,536)	(2,544)
Repayment of excess servicing spread financing	(12,291)	(14,632)
Payment of debt issuance costs	(7,891)	(7,246)
Issuance of common stock pursuant to exercise of options	3,255	252
Net cash (used in) provided by financing activities	(355,981)	145,099
Net increase (decrease) in cash and restricted cash	100,148	(26,547)
Cash and restricted cash at beginning of quarter	38,173	99,642
Cash and restricted cash at end of quarter	$ 138,321	$ 73,095
Cash and restricted cash at end of period are comprised of the following:		
Cash	$ 137,863	$ 72,767
Restricted cash included in Other assets	458	328
	$ 138,321	$ 73,095

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

8

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1—Organization

PennyMac Financial Services, Inc. (“PFSI” or the “Company”) was formed as a Delaware corporation on December 31, 2012. Pursuant to a reorganization, the Company became a holding corporation and its primary asset is an equity interest in Private National Mortgage Acceptance Company, LLC (“PennyMac”). The Company is the managing member of PennyMac and operates and controls all of the businesses and affairs of PennyMac subject to the consent rights of other members under certain circumstances, and consolidates the financial results of PennyMac and its subsidiaries.

PennyMac is a Delaware limited liability company which, through its subsidiaries, engages in mortgage banking and investment management activities. PennyMac’s mortgage banking activities consist of residential mortgage loan production and mortgage loan servicing. PennyMac’s investment management activities and a portion of its mortgage loan servicing activities are conducted on behalf of investment vehicles that invest in residential mortgage loans and related assets. PennyMac’s primary wholly owned subsidiaries are:

· PNMAC Capital Management, LLC (“PCM”)—a Delaware limited liability company registered with the Securities and Exchange Commission (“SEC”) as an investment adviser under the Investment Advisers Act of 1940, as amended. PCM enters into investment management agreements with entities that invest in residential mortgage loans and related assets.

Presently, PCM has management agreements with PNMAC Mortgage Opportunity Fund, LLC and PNMAC Mortgage Opportunity Fund, L.P., (the “Master Fund”), both registered under the Investment Company Act of 1940, as amended, an affiliate of these registered funds, PNMAC Mortgage Opportunity Fund Investors, LLC (collectively, the “Investment Funds”), and PennyMac Mortgage Investment Trust (“PMT”), a publicly held real estate investment trust (“REIT”). Together, the Investment Funds and PMT are referred to as the “Advised Entities.” In 2017 and through the quarter ended March 31, 2018, the Investment Funds sold or liquidated all of their remaining investments. PCM expects to complete liquidation of the Investment Funds during 2018.

· PennyMac Loan Services, LLC (“PLS”)— a Delaware limited liability company that services portfolios of residential mortgage loans on behalf of non-affiliates and the Advised Entities, purchases, originates and sells new prime credit quality residential mortgage loans and engages in other mortgage banking activities for its own account and the account of PMT.

PLS is approved as a seller/servicer of mortgage loans by the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”) and as an issuer of securities guaranteed by the Government National Mortgage Association (“Ginnie Mae”). PLS is a licensed Federal Housing Administration Nonsupervised Title II Lender with the U.S. Department of Housing and Urban Development (“HUD”) and a lender/servicer with the Veterans Administration (“VA”) and U.S. Department of Agriculture (“USDA”) (each an “Agency” and collectively the “Agencies”).

- PNMAC Opportunity Fund Associates, LLC (“PMOFA”)—a Delaware limited liability company and the general partner of the Master Fund. PMOFA is entitled to incentive fees representing allocations of profits (“Carried Interest”) from the Master Fund.

9

Note 2—Basis of Presentation and Accounting Changes

Basis of Presentation

The accompanying consolidated financial statements have been prepared in compliance with accounting principles generally accepted in the United States ("GAAP") as codified in the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") for interim financial information and with the SEC's instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, these financial statements and notes do not include all of the information required by GAAP for complete financial statements. This interim consolidated information should be read together with the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

The accompanying unaudited consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, income, and cash flows for the interim periods, but are not necessarily indicative of income to be anticipated for the full year ending December 31, 2018. Intercompany accounts and transactions have been eliminated.

Preparation of financial statements in compliance with GAAP requires management to make judgments and estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reporting period. Actual results will likely differ from those estimates.

Accounting Changes

During the quarter ended March 31, 2018, the Company adopted changes to the accounting principles used in the preparation of its financial statements summarized below.

Mortgage Servicing Rights

Effective January 1, 2018, the Company has elected to change the accounting for the classes of mortgage servicing rights ("MSRs") it had accounted for using the amortization method through December 31, 2017, to the fair value method as allowed in the Transfers and Servicing topic of the FASB's ASC. The Company determined that a single accounting treatment across all MSRs is consistent with lender valuation under its financing arrangements and simplifies the Company's hedging activities. As the result of this change, the Company recorded an adjustment to increase its investment in MSRs by $848,000, an increase in its liability for income taxes payable of $72,000 and in increase in stockholders' equity of $776,000.

Revenue Recognition

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Subtopic 606) ("ASU 2014-09"), which supersedes the guidance in the Revenue Recognition topic of the ASC. Effective January 1, 2018, the Company adopted ASU 2014-09 as amended using the modified retrospective method. The adoption of ASU 2014-09 did not require the Company to record a cumulative effect adjustment to its beginning retained earnings.

The Company's revenues from contracts with customers that are subject to ASU 2014-09 include fulfillment fees, management fees, Carried Interest and certain reimbursed overhead costs. Other revenue and income streams are not subject to ASU 2014-09 as they are financial instruments or other contractual rights and obligations accounted for under the Receivables, Investments and Debt and Equity Securities, Topics of the ASC Transfers and Servicing, Topic 825 Financial Instruments and Derivatives and Hedging.

Table of Contents

Fulfillment Fees

Fulfillment fees represent fees the Company collects for services it performs on behalf of PMT in connection with the acquisition, packaging and sale of mortgage loans. Fulfillment fee amounts are based upon a negotiated fee schedule and the unpaid principal balance of the mortgage loans purchased by PMT. The Company's obligation under the agreement is fulfilled when PMT completes the sale or securitization of a mortgage loan it purchases. Fulfillment fees are generally collected within 30 days of purchase by PMT, although a portion of the fulfillment fees may not be collected until 30 days following sale or securitization to the extent such sale or securitization does not occur in the month of purchase. Fulfillment fee revenue is recognized in the month the fee is earned. Fulfillment fees receivable contract assets are disclosed in Note 4—Transactions with Affiliates.

Management fees

Management fees represent compensation to the Company for its management services provided to the Advised Entities. Management fees are earned based on the Investment Funds' net assets and PMT's shareholders' equity amounts and profitability in excess of specified thresholds, and are recognized as services are provided and are paid to the Company on a quarterly basis within 30 days of the end of the quarter. Management fees receivable contract assets are disclosed in Note 4—Transactions with Affiliates.

Carried Interest

The Company's Carried Interest arrangements with the Investment Funds represent capital allocations to the Company. As a result, the Company has concluded as part of its assessment of the effect of the adoption of ASU 2014-09 that its Carried Interest represents an equity method investment subject to the Investments – Equity Method and Joint Ventures topic of the ASC. Therefore, effective January 1, 2018, the Company recharacterized its Carried Interest as financial instruments under the equity method of accounting. Carried Interest balances are disclosed in Note 9—Carried Interest Due from Investment Funds.

Expense reimbursements

Under the Company's management agreement with PMT, PMT is required to pay its pro rata portion of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses of the Company and its affiliates required for PMT's and its subsidiaries' operations. These expenses are allocated based on the ratio of PMT's proportion of gross assets compared to all remaining gross assets managed by the Company as calculated at each fiscal quarter end. Before the adoption of ASU 2014-09, the Company accounted for such reimbursements as reductions to expenses. With the adoption of ASU 2014-09, the Company is required to include such expense reimbursements in its net revenues. As a result of the adoption of ASU 2014-09, certain overhead reimbursement amounts were reclassified from the following expense line items to Other revenue as summarized below:

Income statement line	Quarter ended March 31, 2018
	(in thousands)
Compensation	$ 120
Occupancy and equipment	589
Technology	220
Other	192
Total expense reimbursements included in Other revenue	$ 1,121

11

Table of Contents

Cash Flows

During the quarter ended March 31, 2018, the Company adopted ASU 2016-18, Statement of Cash Flows (Topic 230) – Restricted Cash (“ASU 2016-18”). ASU 2016-18 requires that a statement of cash flows explain the change during the reporting period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the consolidated statement of cash flows. Accordingly, the Company retrospectively changed the presentation of its consolidated statements of cash flows to conform to the requirements of ASU 2016-18. For the purpose of reporting statement of cash flows, the Company has identified tenant security deposits relating to rental properties owned by PMT and managed by the Company as restricted cash, which are included in Other asset on the Company’s consolidated balance sheets. As the result of adoption of ASU 2016-18, the Company’s consolidated statements of cash flows for the quarter ended March 31, 2017 changed as follows:

	As previously reported	Effect of adoption of ASU 2016-18	As reported
	(in thousands)		
Cash flow from operating activities	$ (111,345)	$ 53	$ (111,292)
Cash and restricted cash at quarter end	$ 72,767	$ 328	$ 73,095

Note 3—Concentration of Risk

A substantial portion of the Company’s activities relate to the Advised Entities. Revenues generated from these entities (generally comprised of gains on mortgage loans held for sale, mortgage loan origination fees, fulfillment fees, mortgage loan servicing fees, change in fair value of excess servicing spread financing (“ESS”), management fees, Carried Interest, and net interest charged to these entities) totaled 15% and 16% of total net revenue for the quarters ended March 31, 2018 and 2017, respectively.

Note 4—Transactions with Affiliates

Transactions with PMT

Operating Activities

Mortgage Loan Production Activities and Mortgage Servicing Rights ("MSR") Recapture

The Company provides fulfillment and other services to PMT under an amended and restated mortgage banking services agreement for which it receives a fulfillment fee. Pursuant to the terms of mortgage banking services agreement, the monthly fulfillment fee is an amount that shall equal (a) no greater than the product of (i) 0.35% and (ii) the aggregate initial unpaid principal balance (the "Initial UPB") of all mortgage loans purchased in such month, plus (b) in the case of all mortgage loans other than mortgage loans sold to or securitized through Fannie Mae or Freddie Mac, no greater than the product of (i) 0.50% and (ii) the aggregate Initial UPB of all such mortgage loans sold and securitized in such month; provided, however, that no fulfillment fee shall be due or payable to the Company with respect to any mortgage loans underwritten to the Ginnie Mae Mortgage Backed Securities ("MBS") Guide. PMT does not hold the Ginnie Mae approval required to issue Ginnie Mae MBS and act as a servicer. Accordingly, under the agreement, the Company currently purchases mortgage loans underwritten in accordance with the Ginnie Mae MBS Guide "as is" and without recourse of any kind from PMT at PMT's cost less an administrative fee plus accrued interest and a sourcing fee ranging from two to three and one-half basis points, generally based on the average number of calendar days mortgage loans are held by PMT before being purchased by the Company.

In consideration for the mortgage banking services provided by the Company with respect to PMT's acquisition of mortgage loans under the Company's early purchase program, the Company is entitled to fees accruing (i) at a rate equal to $1,500 per year per early purchase facility administered by the Company, and (ii) in the amount of $35 for each mortgage loan that PMT acquires thereunder. The mortgage banking services agreement expires, unless terminated earlier in accordance with the agreement, on September 12, 2020, subject to automatic renewal for additional 18-month periods.

Table of Contents

The Company sells newly originated loans to PMT under a mortgage loan purchase agreement and a flow commercial mortgage loan purchase agreement. Historically, the Company has used the mortgage loan purchase agreement for the purpose of selling to PMT prime jumbo residential mortgage loans. Beginning in the quarter ended September 30, 2017, the Company also sells non-government insured or guaranteed mortgage loans to PMT under the mortgage loan purchase agreement. The Company sells to PMT small balance commercial mortgage loans, including multifamily mortgage loans, originated as part of its commercial lending activities using the flow commercial mortgage loan purchase agreement.

Pursuant to the terms of an amended and restated MSR recapture agreement, effective September 12, 2016, if the Company refinances mortgage loans for which PMT previously held the MSRs, the Company is generally required to transfer and convey cash in an amount equal to 30% of the fair market value of the MSRs related to all the mortgage loans so originated. The MSR recapture agreement expires, unless terminated earlier in accordance with the agreement, on September 12, 2020, subject to automatic renewal for additional 18-month periods, unless terminated earlier in accordance with the terms of the agreement.

Following is a summary of mortgage loan production activities and MSR recapture between the Company and PMT:

	Quarter ended March 31,	
	2018	2017
	(in thousands)	
Net gain (loss) on mortgage loans held for sale at fair value:		
Net gain on mortgage loans held for sale to PMT	$ 13,811	$ —
Mortgage servicing rights and excess servicing spread recapture incurred	(1,425)	(1,695)
	$ 12,386	$ (1,695)
Sale of mortgage loans held for sale to PMT	$ 781,326	21,530
Fulfillment fee revenue	$ 11,944	$ 16,570
Unpaid principal balance of mortgage loans fulfilled for PMT subject to fulfillment fees	$ 4,225,631	$ 4,631,906
Sourcing fees paid to PMT	$ 2,641	$ 2,871
Unpaid principal balance of mortgage loans purchased from PMT	$ 8,847,873	$ 9,574,717
Tax service fees received from PMT included in Mortgage loan origination fees	$ 1,208	$ 1,379
Property management fees received from PMT included in Other income	$ 99	$ 71
Early purchase program fees earned from PMT included in Mortgage loan servicing fees	$ —	$ 5

Mortgage Loan Servicing

The Company has a mortgage loan servicing agreement with PMT ("Servicing Agreement"). The Servicing Agreement provides for servicing fees of per loan monthly amounts based on the delinquency, bankruptcy and/or foreclosure status of the serviced mortgage loan or the REO. The Company also remains entitled to customary ancillary income and market-based fees and charges relating to mortgage loans it services for PMT. These include boarding and deboarding fees, liquidation and disposition fees, assumption, modification and origination fees and a percentage of late charges.

· The base servicing fee rates for distressed whole mortgage loans range from $30 per month for current loans up to $85 per month for loans where the borrower has declared bankruptcy. The base servicing fee rate for REO is $75 per month.

· To the extent the Company facilitates rentals of PMT's REO under its REO rental program, the Company collects an REO rental fee of $30 per month per REO, an REO property lease renewal fee of $100 per lease renewal, and a property management fee in an amount equal to the Company's cost if property management services and/or any related software costs are outsourced to a third-party property

13

Table of Contents

management firm or 9% of gross rental income if the Company provides property management services directly. The Company is also entitled to retain any tenant paid application fees and late rent fees and seek reimbursement for certain third-party vendor fees.

· Except as otherwise provided in the MSR recapture agreement, when the Company effects a refinancing of a mortgage loan on behalf of PMT and not through a third-party lender and the resulting mortgage loan is readily saleable, or the Company originates a loan to facilitate the disposition of a REO, the Company is entitled to receive from PMT market-based fees and compensation consistent with pricing and terms the Company offers unaffiliated parties on a retail basis.

· Because PMT has a small number of employees and limited infrastructure, the Company is required to provide a range of services and activities significantly greater in scope than the services provided in connection with a customary servicing arrangement. For these services, the Company receives a supplemental servicing fee of $25 per month for each distressed mortgage loan. The Company is entitled to reimbursement for all customary, good faith reasonable and necessary out-of-pocket expenses incurred by the Company in performance of its servicing obligations.

· The Company is entitled to retain any incentive payments made to it and to which it is entitled under the U.S. Department of Treasury's Home Affordable Modification Plan; provided, however, that with respect to any such incentive payments paid to the Company in connection with a mortgage loan modification for which PMT previously paid the Company a modification fee, the Company is required to reimburse PMT an amount equal to the incentive payments.

· The Company is also entitled to certain activity-based fees for distressed whole mortgage loans that are charged based on the achievement of certain events. These fees range from $750 for a streamline modification to $1,750 for a liquidation and $500 for a deed-in-lieu of foreclosure. The Company is not entitled to earn more than one liquidation fee, reperformance fee or modification fee per mortgage loan in any 18-month period.

· The base servicing fees for non-distressed mortgage loans are calculated through a monthly per-loan dollar amount, with the actual dollar amount for each loan based on whether the mortgage loan is a fixed-rate or adjustable-rate loan. The base servicing fee rates are $7.50 per month and $8.50 per month for fixed-rate loans and adjustable-rate loans, respectively.

Table of Contents

The Servicing Agreement expires on September 12, 2020, subject to automatic renewal for additional 18-month periods, unless terminated earlier in accordance with the terms of the agreement.

Following is a summary of mortgage loan servicing fees earned from PMT:

	Quarter ended March 31,	
	2018	2017
	(in thousands)	
Mortgage loans acquired for sale at fair value:		
Base and supplemental	$ 56	$ 65
Activity-based	122	143
	178	208
Mortgage loans at fair value:		
Base and supplemental	1,005	1,958
Activity-based	2,080	2,390
	3,085	4,348
Mortgage servicing rights:		
Base and supplemental	7,649	5,837
Activity-based	107	93
	7,756	5,930
	$ 11,019	$ 10,486

Investment Management Activities

The Company has a management agreement with PMT (“Management Agreement”). The Management Agreement provides that:

- The base management fee is calculated quarterly and is equal to the sum of (i) 1.5% per year of PMT’s average shareholders’ equity up to $2 billion, (ii) 1.375% per year of PMT’s average shareholders’ equity in excess of $2 billion and up to $5 billion, and (iii) 1.25% per year of PMT’s average shareholders’ equity in excess of $5 billion.

- The performance incentive fee is calculated quarterly at a defined annualized percentage of the amount by which PMT’s “net income,” on a rolling four quarter basis and before deducting the incentive fee, exceeds certain levels of return on “equity.”

The performance incentive fee is equal to the sum of: (a) 10% of the amount by which PMT's net income for the quarter exceeds (i) an 8% return on equity plus the "high watermark," up to (ii) a 12% return on PMT's equity; plus (b) 15% of the amount by which PMT's net income for the quarter exceeds (i) a 12% return on PMT's equity plus the "high watermark," up to (ii) a 16% return on PMT's equity; plus (c) 20% of the amount by which PMT's net income for the quarter exceeds a 16% return on equity plus the "high watermark."

For the purpose of determining the amount of the performance incentive fee:

"Net income" is defined as net income or loss attributable to its common shares of beneficial interest computed in accordance with GAAP adjusted for certain other non cash charges determined after discussions between the Company and PMT's independent trustees and approval by a majority of PMT's independent trustees.

"Equity" is the weighted average of the issue price per common share of all of PMT's public offerings, multiplied by the weighted average number of common shares outstanding (including restricted share units) in the rolling four quarter period.

The "high watermark" is the quarterly adjustment that reflects the amount by which the net income (stated as a percentage of return on equity) in that quarter exceeds or falls short of the lesser of 8% and the average Fannie Mae 30 year MBS yield (the "Target Yield") for the four quarters then ended. If the net income is

Table of Contents

lower than the Target Yield, the high watermark is increased by the difference. If the net income is higher than the Target Yield, the high watermark is reduced by the difference. Each time a performance incentive fee is earned, the high watermark returns to zero. As a result, the threshold amounts required for the Company to earn a performance incentive fee are adjusted cumulatively based on the performance of PMT's net income over (or under) the Target Yield, until the net income in excess of the Target Yield exceeds the then current cumulative high watermark amount, and a performance incentive fee is earned.

The base management fee and the performance incentive fee are both receivable quarterly in arrears. The performance incentive fee may be paid in cash or a combination of cash and PMT's common shares (subject to a limit of no more than 50% paid in common shares), at PMT's option.

The Management Agreement expires on September 12, 2020, subject to automatic renewal for additional 18-month periods, unless terminated earlier in accordance with the terms of the agreement. In the event of termination of the Management Agreement between PMT and the Company, the Company may be entitled to a termination fee in certain circumstances. The termination fee is equal to three times the sum of (a) the average annual base management fee, and (b) the average annual performance incentive fee earned by the Company, in each case during the 24-month period immediately preceding the date of termination.

Following is a summary of the base management and performance incentive fees earned from PMT:

	Quarter ended March 31,	
	2018	2017
	(in thousands)	
Base management	$ 5,696	$ 5,008
Performance incentive	—	—
	$ 5,696	$ 5,008

Expense Reimbursement

Under the Management Agreement, PMT reimburses the Company for its organizational and operating expenses, including third-party expenses, incurred on PMT's behalf, it being understood that the Company and its affiliates shall allocate a portion of their personnel's time to provide certain legal, tax and investor relations services for the direct benefit of PMT. With respect to the allocation of the Company's and its affiliates' personnel, from and after September 12, 2016, the Company shall be reimbursed $120,000 per fiscal quarter, such amount to be reviewed annually and not preclude reimbursement for any other services performed by the Company or its affiliates.

PMT is also required to pay its pro rata portion of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses of the Company and its affiliates required for PMT’s and its subsidiaries’ operations. These expenses will be allocated based on the ratio of PMT’s proportion of gross assets compared to all remaining gross assets managed by the Company as calculated at each fiscal quarter end.

The Company received reimbursements from PMT for expenses as follows:

	Quarter ended March 31,	
	2018	2017
	(in thousands)	
Reimbursement of:		
Common overhead and compensation expense incurred by the Company (1)	$ 1,121	$ 1,434
Expenses incurred on PMT's behalf, net	573	255
	$ 1,694	$ 1,689
Payments and settlements during the quarter (2)	$ 7,658	$ 24,393

(1) The Company adopted ASU 2014-09 using the modified retrospective method effective January 1, 2018. Adoption of ASU 2014-09 using the modified retrospective method required the Company to include those reimbursements from PMT in Other revenue starting January 1, 2018.

Table of Contents

(2) Payments and settlements include payments for management fees and correspondent production activities itemized in the preceding tables and netting settlements made pursuant to master netting agreements between the Company and PMT.

Conditional Reimbursement of Underwriting Fees

In connection with its initial public offering of common shares of beneficial interest on August 4, 2009 (“IPO”), PMT conditionally agreed to reimburse the Company up to $2.9 million for underwriting fees paid to the IPO underwriters by the Company on PMT’s behalf. In the event a termination fee is payable to the Company under the Management Agreement, and the Company has not received the full amount of the reimbursements and payments under the reimbursement agreement, such amount will be paid in full. The term of the reimbursement agreement expires on February 1, 2019. The Company received no reimbursement of underwriting fees from PMT during the quarters ended March 31, 2018 and 2017.

Investing Activities

Master Repurchase Agreement

On December 19, 2016, the Company, through PLS, entered into a master repurchase agreement with one of PMT’s wholly-owned subsidiaries, PennyMac Holdings, LLC (“PMH”) (the “PMH Repurchase Agreement”), pursuant to which PMH may borrow from the Company for the purpose of financing PMH’s participation certificates representing beneficial ownership in ESS. PLS then re-pledges such participation certificates to PNMAC GMSR ISSUER TRUST (the “Issuer Trust”) under a master repurchase agreement by and among PLS, the Issuer Trust and PennyMac, as guarantor (the “PC Repurchase Agreement”). The Issuer Trust was formed for the purpose of allowing PLS to finance MSRs and ESS relating to such MSRs (the “GNMA MSR Facility”).

In connection with the GNMA MSR Facility, PLS pledges and/or sells to the Issuer Trust participation certificates representing beneficial interests in MSRs and ESS pursuant to the terms of the PC Repurchase Agreement. In return, the Issuer Trust (a) has issued to PLS, pursuant to the terms of an indenture, the Series 2016-MSRVF1 Variable Funding Note, dated December 19, 2016, known as the “PNMAC GMSR ISSUER TRUST MSR Collateralized Notes, Series 2016-MSRVF1” (the “VFN”), and (b) has issued and may, from time to time pursuant to the terms of any supplemental indenture, issue to institutional investors additional term notes (“Term Notes”), in each case secured on a pari passu basis by the participation certificates relating to the MSRs and ESS. The maximum principal balance of the VFN is $1,000,000,000.

The principal amount paid by PLS for the participation certificates under the PMH Repurchase Agreement is based upon a percentage of the market value of the underlying ESS. Upon PMH’s repurchase of the participation certificates, PMH is required to repay PLS the principal amount relating thereto plus accrued interest (at a rate reflective of the current market and consistent with the weighted average note rate of the VFN and any outstanding Term Notes) to the date of such repurchase. PLS is then required to repay the Issuer Trust the corresponding amount under the PC Repurchase Agreement.

Prior to the Company’s entry into the PMH Repurchase Agreement and PC Repurchase Agreement in connection with the GNMA MSR Facility, the Company was a party to a repurchase agreement with Credit Suisse First Boston Mortgage Capital LLC (“CSFB”) (the “MSR Repo”), pursuant to which it financed Ginnie Mae MSRs and servicing advance receivables and pledged to CSFB all of its rights and interests in any Ginnie Mae MSRs it owned or acquired, and a separate acknowledgement agreement with respect thereto, by and among Ginnie Mae, CSFB and the Company.

In connection with the MSR Repo described above, the Company and PMT entered into an underlying loan and security agreement, dated as of April 30, 2015, pursuant to which PMT was able to borrow up to $150 million from the Company for the purpose of financing ESS (the “Underlying LSA”). In order to secure its borrowings, PMT pledged its ESS to the Company under the Underlying LSA and the Company, in turn, re-pledged such ESS to CSFB under the MSR Repo. The principal amount of the borrowings under the Underlying LSA was based upon a percentage of the market value of the ESS pledged by PMT, subject to the $150 million sublimit described above. Pursuant to the Underlying LSA, PMT granted to the Company a security interest in all of its right, title and interest in, to and under the ESS pledged to secure the borrowings.

Table of Contents

The Company and PMT agreed in connection with the Underlying LSA that PMT was required to repay the Company the principal amount of borrowings plus accrued interest to the date of such repayment, and the Company was required to repay CSFB the corresponding amount under the MSR Repo. Interest accrued on PMT's note relating to the Underlying LSA at a rate based on CSFB's cost of funds under the MSR Repo. PMT was also required to pay the Company a fee for the structuring of the Underlying LSA in an amount equal to the portion of the corresponding fee paid by the Company to CSFB and allocable to the $150 million relating to the ESS. The Underlying LSA was replaced by the PMH Repurchase Agreement upon the closing of the GNMA MSR facility.

The Company holds an investment in PMT in the form of 75,000 common shares of beneficial interest.

Following is a summary of investing activities between the Company and PMT:

	Quarter ended March 31,	
	2018	2017
	(in thousands)	
Interest income relating to Assets purchased from PennyMac Mortgage Investment Trust under agreements to resell	$ 1,976	$ 1,805
Common shares of beneficial interest of PennyMac Mortgage Investment Trust:		
Dividends received from PennyMac Mortgage Investment Trust	$ 35	$ 36
Change in fair value of investment in common shares of PennyMac Mortgage Investment Trust	147	103
	$ 182	$ 139

	March 31, 2018	December 31, 2017
	(in thousands)	
Assets purchased from PennyMac Mortgage Investment Trust under agreements to resell	$ 142,938	$ 144,128
Common shares of beneficial interest of PennyMac Mortgage Investment Trust:		
Fair value	$ 1,352	$ 1,205
Number of shares	75	75

Financing Activities

Spread Acquisition and MSR Servicing Agreements

On December 19, 2016, the Company amended and restated a master spread acquisition and MSR servicing agreement with PMT (the “Spread Acquisition Agreement”), pursuant to which the Company may sell to PMT, from time to time, the right to receive participation certificates representing beneficial ownership in ESS arising from Ginnie Mae MSRs acquired by the Company, in which case the Company generally would be required to service or subservice the related mortgage loans for Ginnie Mae. The primary purpose of the amendment and restatement was to facilitate the continued financing of the ESS owned by PMT in connection with the parties’ participation in the GNMA MSR Facility.

To the extent the Company refinances any of the mortgage loans relating to the ESS it has acquired, the Spread Acquisition Agreement also contains recapture provisions requiring that the Company transfer to PMT, at no cost, the ESS relating to a certain percentage of the unpaid principal balance of the newly originated mortgage loans. However, under the Spread Acquisition Agreement, in any month where the transferred ESS relating to newly originated Ginnie Mae mortgage loans is not equivalent to at least 90% of the product of the excess servicing fee rate and the unpaid principal balance of the refinanced mortgage loans, the Company is also required to transfer additional ESS or cash in the amount of such shortfall. Similarly, in any month where the transferred ESS relating to modified Ginnie Mae mortgage loans is not equivalent to at least 90% of the product of the excess servicing fee rate and the unpaid principal balance of the modified mortgage loans, the Spread Acquisition Agreement contains provisions that require the Company to transfer additional ESS or cash in the amount of such shortfall. To the extent the fair market value of the aggregate ESS to be transferred for the applicable month is less than $200,000, the Company may, at its option, wire cash to PMT in an amount equal to such fair market value in lieu of transferring such ESS.

Table of Contents

Following is a summary of financing activities between the Company and PMT:

	Quarter ended March 31, 2018	2017
	(in thousands)	
Excess servicing spread financing:		
Issuance pursuant to recapture agreement	$ 904	$ 1,573
Repayment	$ 12,291	$ 14,632
Change in fair value	$ (6,921)	$ 2,773
Interest expense	$ 3,934	$ 4,647
Recapture incurred pursuant to refinancings by the Company of mortgage loans subject to excess servicing spread financing included in Net gains on mortgage loans held for sale at fair value	$ 830	$ 1,403

	March 31, 2018	December 31, 2017
	(in thousands)	
Excess servicing spread financing at fair value	$ 236,002	$ 236,534

Receivable from and Payable to PMT

Amounts receivable from and payable to PMT are summarized below:

	March 31, 2018	December 31, 2017
	(in thousands)	
Receivable from PMT:		
Allocated expenses and expenses incurred on PMT's behalf	$ 8,806	$ 11,542
Management fees	5,696	5,901
Servicing fees	5,562	6,583
Fulfillment fees	4,471	346
Correspondent production fees	1,825	1,735
Conditional Reimbursement	870	870
Interest on assets purchased under agreements to resell	126	142
	$ 27,356	$ 27,119
Payable to PMT:		
Deposits made by PMT to fund servicing advances	$ 117,674	$ 132,844
Mortgage servicing rights recapture payable	207	282
Other	106	3,872
	$ 117,987	$ 136,998

Table of Contents

Investment Funds

Management Agreements

The Company has investment management agreements with the Investment Funds pursuant to which it receives management fees consisting of base management fees and Carried Interest. The management fees are based on the lesser of the funds' net asset values or aggregate capital contributions. The base management fees accrue at annual rates ranging from 1.5% to 2.0% of the applicable amounts on which they are based.

The Carried Interest that the Company recognizes from the Investment Funds is determined by the Investment Funds' performance and its contractual rights to share in the Investments Funds' returns in excess of the preferred returns, if any, accruing to the funds' investors. The Company recognizes Carried Interest as a participation in the profits in the Investment Funds after the investors in the Investment Funds have achieved a preferred return as defined in the fund agreements. After the investors have achieved the preferred returns specified in the respective fund agreements, a "catch up" return accrues to the Company until it receives a specified percentage of the preferred return. Thereafter, the Company participates in future returns in excess of the preferred return at the rates specified in the fund agreements. The Company received $61.3 million in cash in settlement of the majority of its Carried Interest in 2017. During the quarter ended March 31, 2018, the Company received an additional distribution of $7.8 million in cash.

Mortgage Loan Servicing Agreements

The Company has loan servicing agreements with the Investment Funds. The loan servicing to be provided by the Company under the loan servicing agreements with the Investment Funds includes collecting principal, interest and escrow account payments, if any, with respect to mortgage loans, as well as managing loss mitigation, which may include, among other things, collection activities, loan workouts, modifications, foreclosures and short sales. The Company may also engage in certain loan origination activities that include refinancing mortgage loans and arranging financings that facilitate sales of REOs.

The loan servicing agreements with the Investment Funds generally provide for fee revenue, which varies depending on the type and quality of the loans being serviced. The Company is also entitled to certain customary market-based fees and charges.

In 2017 and through the quarter ended March 31, 2018, the Investment Funds sold or liquidated all of their remaining investment assets. Accordingly, future management and servicing fees from the Investment Funds will be discontinued. The terms of the Investment Funds currently run through December 31, 2018, subject to a one-year extension at the Company's discretion, in accordance with the terms of the limited liability company and limited partnership agreements that govern the Investment Funds. The Company expects to complete liquidation of the Investment Funds during 2018.

Table of Contents

Amounts due from and payable to the Investment Funds are summarized below:

	March 31, 2018	December 31, 2017
	(in thousands)	
Carried Interest due from Investment Funds:		
PNMAC Mortgage Opportunity Fund, LLC	$ 290	$ 6,389
PNMAC Mortgage Opportunity Fund Investors, LLC	248	2,163
	$ 538	$ 8,552
Receivable from Investment Funds:		
Mortgage loan servicing fee rebate deposit	$ 300	$ 300
Management fees	82	88
Expense reimbursements	78	27
Mortgage loan servicing fees	—	2
	$ 460	$ 417
Payable to Investment Funds:		
Deposits received to fund servicing advances	$ —	$ 2,329
Other	26	98
	$ 26	$ 2,427

Exchanged Private National Mortgage Acceptance Company, LLC Unitholders

The Company entered into a tax receivable agreement with owners of PennyMac other than the Company on the date of the IPO that provides for the payment from time to time by the Company to PennyMac's exchanged unitholders an amount equal to 85% of the amount of the net tax benefits, if any, that the Company is deemed to realize as a result of (i) increases in tax basis of PennyMac's assets resulting from such unitholders' exchanges and (ii) certain other tax benefits related to entering into the tax receivable agreement, including tax benefits attributable to payments under the tax receivable agreement.

Based on the PennyMac unitholder exchanges to date, the Company has recorded a $46.0 million and $44.0 million Payable to exchanged Private National Mortgage Acceptance Company, LLC unitholders under tax receivable agreement as of March 31, 2018 and December 31, 2017, respectively. The Company did not make any payments under the tax receivable agreement during the quarters ended March 31, 2018 and 2017.

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Note 5—Loan Sales and Servicing Activities

The Company originates or purchases and sells mortgage loans in the secondary mortgage market without recourse for credit losses. However, the Company maintains continuing involvement with the mortgage loans in the form of servicing arrangements and the liability under representations and warranties it makes to purchasers and insurers of the mortgage loans.

The following table summarizes cash flows between the Company and transferees as a result of the sale of mortgage loans in transactions where the Company maintains continuing involvement as servicer with the mortgage loans:

	Quarter ended March 31,	
	2018	2017
	(in thousands)	
Cash flows:		
Sales proceeds	$ 11,103,785	$ 11,860,133
Servicing fees received (1)	$ 113,091	$ 84,186
Net servicing advances	$ (10,637)	$ (10,302)

(1) Net of guarantee fees paid to the Agencies.

Table of Contents

The following table summarizes the UPB of the mortgage loans sold by the Company in which it maintains continuing involvement:

	March 31, 2018	December 31, 2017
	(in thousands)	
Unpaid principal balance of mortgage loans outstanding	$ 127,039,741	$ 120,853,138
Delinquencies:		
30-89 days	$ 3,690,693	$ 5,097,688
90 days or more:		
Not in foreclosure	$ 2,523,978	$ 2,303,114
In foreclosure	$ 670,366	$ 606,744
Foreclosed	$ 31,673	$ 30,310
Bankruptcy	$ 718,791	$ 657,368

The following tables summarize the UPB of the Company's mortgage loan servicing portfolio:

	March 31, 2018		
	Servicing rights owned	Contract servicing and subservicing	Total mortgage loans serviced
	(in thousands)		
Investor:			
Non-affiliated entities:			
Originated	$ 127,039,741	$ —	$ 127,039,741
Purchased	48,214,146	—	48,214,146
	175,253,887	—	175,253,887
Advised Entities	—	77,539,438	77,539,438
Mortgage loans held for sale	2,512,546	—	2,512,546
	$ 177,766,433	$ 77,539,438	$ 255,305,871
Subserviced for the Company (1)	$ 3,213,427	$ —	$ 3,213,427
Delinquent mortgage loans:			
30 days	$ 6,469,708	$ 345,036	$ 6,814,744
60 days	1,438,485	124,829	1,563,314
90 days or more:			
Not in foreclosure	3,520,714	448,718	3,969,432
In foreclosure	984,228	189,773	1,174,001
Foreclosed	42,960	252,265	295,225
	$ 12,456,095	$ 1,360,621	$ 13,816,716
Bankruptcy	$ 1,096,679	$ 120,942	$ 1,217,621

Custodial funds managed by the Company (2)	$ 3,316,317	$ 1,009,182	$ 4,325,499

(1) Certain of the mortgage loans serviced by the Company are subserviced on the Company’s behalf by other mortgage loan servicers on a transitional basis where the Company has purchased the rights to service the loans but servicing of the loans has not yet been transferred to the Company’s servicing system.

(2) Custodial funds include borrower and investor custodial cash accounts relating to mortgage loans serviced under the servicing agreements and are not recorded on the Company’s consolidated balance sheets. The Company earns placement fees on certain of the custodial funds it manages on behalf of the mortgage loans’ investors, which are included in Interest income in the Company’s consolidated statements of income.

Table of Contents

	December 31, 2017		
	Servicing rights owned	Contract servicing and subservicing	Total mortgage loans serviced
	(in thousands)		
Investor:			
Non-affiliated entities:			
Originated	$ 120,853,138	$ —	$ 120,853,138
Purchased	47,016,708	—	47,016,708
	167,869,846	—	167,869,846
Advised Entities	—	74,980,268	74,980,268
Mortgage loans held for sale	2,998,377	—	2,998,377
	$ 170,868,223	$ 74,980,268	$ 245,848,491
Delinquent mortgage loans:			
30 days	$ 5,326,710	$ 515,922	$ 5,842,632
60 days	1,935,216	215,957	2,151,173
90 days or more:			
Not in foreclosure	3,690,159	541,945	4,232,104
In foreclosure	916,614	293,835	1,210,449
Foreclosed	41,244	278,890	320,134
	$ 11,909,943	$ 1,846,549	$ 13,756,492
Bankruptcy	$ 1,046,969	$ 176,324	$ 1,223,293
Custodial funds managed by the Company (1)	$ 3,267,279	$ 901,041	$ 4,168,320

(1) Custodial funds include borrower and investor custodial cash accounts relating to mortgage loans serviced under the servicing agreements and are not recorded on the Company's consolidated balance sheets. The Company earns placement fees on certain of the custodial funds it manages on behalf of the mortgage loans' investors, which are included in Interest income in the Company's consolidated statements of income.

Following is a summary of the geographical distribution of mortgage loans included in the Company's mortgage loan servicing portfolio for the top five and all other states as measured by UPB:

State	March 31, 2018	December 31, 2017
	(in thousands)	
California	$ 47,802,425	$ 45,621,369
Texas	20,275,588	19,741,970
Florida	18,339,719	17,490,194
Virginia	16,725,533	16,210,673
Maryland	11,900,100	11,350,939
All other states	140,262,506	135,433,346
	$ 255,305,871	$ 245,848,491

Note 6—Fair Value

Most of the Company's assets and certain of its liabilities are measured based on their fair values. The application of fair value may be on a recurring or nonrecurring basis depending on the accounting principles applicable to the specific asset or liability and whether management has elected to carry the item at its fair value as discussed in the following paragraphs.

The Company groups its assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observability of the inputs used to determine fair value. These levels are:

- Level 1—Quoted prices in active markets for identical assets or liabilities.

- Level 2—Prices determined or determinable using other significant observable inputs. Observable inputs are inputs that other market participants would use in pricing an asset or liability and are developed based on market data obtained from sources independent of the Company. These may include quoted prices for similar assets and liabilities, interest rates, prepayment speeds, credit risk and other inputs.

· Level 3—Prices determined using significant unobservable inputs. In situations where observable inputs are unavailable, unobservable inputs may be used. Unobservable inputs reflect the Company's own judgments about the factors that market participants use in pricing an asset or liability, and are based on the best information available in the circumstances.

As a result of the difficulty in observing certain significant valuation inputs affecting "Level 3" fair value assets and liabilities, the Company is required to make judgments regarding these items' fair values. Different persons in possession of the same facts may reasonably arrive at different conclusions as to the inputs to be applied in valuing these assets and liabilities and their fair values. Likewise, due to the general illiquidity of some of these assets and liabilities, subsequent transactions may be at values significantly different from those reported.

Fair Value Accounting Elections

Management identified all of its non-cash financial assets other than Assets purchased from PennyMac Mortgage Investment Trust under agreements to resell and Mortgage servicing liabilities ("MSLs") to be accounted for at fair value so changes in fair value will be reflected in income as they occur and more timely reflect the results of the Company's performance. Management has also identified its ESS to be accounted for at fair value as a means of hedging the related MSRs' fair value risk. Beginning January 1, 2018, the Company accounts for all MSRs at fair value. Before January 1, 2018, originated MSRs backed by mortgage loans with initial interest rates of less than or equal to 4.5% were accounted for using the amortization method.

Table of Contents

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Following is a summary of assets and liabilities that are measured at fair value on a recurring basis:

	March 31, 2018			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets:				
Short-term investments	$ 105,890	$ —	$ —	$ 105,890
Mortgage loans held for sale at fair value	—	2,123,837	460,399	2,584,236
Derivative assets:				
Interest rate lock commitments	—	—	53,495	53,495
Repurchase agreement derivatives	—	—	20,974	20,974
Forward purchase contracts	—	28,796	—	28,796
Forward sales contracts	—	979	—	979
MBS put options	—	12,878	—	12,878
Put options on interest rate futures purchase contracts	1,039	—	—	1,039
Call options on interest rate futures purchase contracts	715	—	—	715
Total derivative assets before netting	1,754	42,653	74,469	118,876
Netting	—	—	—	(29,407)
Total derivative assets	1,754	42,653	74,469	89,469
Investment in PennyMac Mortgage Investment Trust	1,352	—	—	1,352
Mortgage servicing rights at fair value	—	—	2,354,489	2,354,489
	$ 108,996	$ 2,166,490	$ 2,889,357	$ 5,135,436
Liabilities:				
Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust	$ —	$ —	$ 236,002	$ 236,002
Derivative liabilities:				
Interest rate lock commitments	—	—	2,599	2,599
Forward purchase contracts	—	—	—	—
Forward sales contracts	—	19,276	—	19,276
Total derivative liabilities before netting	—	19,276	2,599	21,875
Netting	—	—	—	(17,399)
Total derivative liabilities	—	19,276	2,599	4,476
Mortgage servicing liabilities at fair value	—	—	12,063	12,063
	$ —	$ 19,276	$ 250,664	$ 252,541

Table of Contents

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets:				
Short-term investments	$ 170,080	$ —	$ —	$ 170,080
Mortgage loans held for sale at fair value	—	2,316,892	782,211	3,099,103
Derivative assets:				
Interest rate lock commitments	—	—	60,012	60,012
Repurchase agreement derivatives	—	—	10,656	10,656
Forward purchase contracts	—	4,288	—	4,288
Forward sales contracts	—	2,101	—	2,101
MBS put options	—	3,481	—	3,481
Put options on interest rate futures purchase contracts	3,570	—	—	3,570
Call options on interest rate futures purchase contracts	938	—	—	938
Total derivative assets before netting	4,508	9,870	70,668	85,046
Netting	—	—	—	(6,867)
Total derivative assets	4,508	9,870	70,668	78,179
Investment in PennyMac Mortgage Investment Trust	1,205	—	—	1,205
Mortgage servicing rights at fair value	—	—	638,010	638,010
	$ 175,793	$ 2,326,762	$ 1,490,889	$ 3,986,577
Liabilities:				
Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust	$ —	$ —	$ 236,534	$ 236,534
Derivative liabilities:				
Interest rate lock commitments	—	—	1,740	1,740
Forward purchase contracts	—	1,272	—	1,272
Forward sales contracts	—	7,031	—	7,031
Total derivative liabilities before netting	—	8,303	1,740	10,043
Netting	—	—	—	(4,247)
Total derivative liabilities	—	8,303	1,740	5,796
Mortgage servicing liabilities at fair value	—	—	14,120	14,120
	$ —	$ 8,303	$ 252,394	$ 256,450

Table of Contents

As shown above, all or a portion of the Company's mortgage loans held for sale, Interest Rate Lock Commitments ("IRLCs"), repurchase agreement derivatives, MSRs at fair value, ESS at fair value and MSLs are measured using Level 3 fair value inputs. Following are roll forwards of these items for each of the quarters ended March 31, 2018 and 2017:

	Quarter ended March 31, 2018				
	Mortgage loans held for sale (in thousands)	Net interest rate lock commitments (1)	Repurchase agreement derivatives	Mortgage servicing rights	Total
Assets:					
Balance, December 31, 2017	$ 782,211	$ 58,272	$ 10,656	$ 638,010	$ 1,489,149
Reclassification of mortgage servicing rights previously accounted for under the amortization method pursuant to a change in accounting principle	—	—	—	1,482,426	—
Balance, January 1, 2018	782,211	58,272	10,656	2,120,436	1,489,149
Purchases and issuances, net	647,269	65,598	10,751	27,606	751,224
Sales and repayments	(604,094)	—	(7)	—	(604,101)
Mortgage servicing rights resulting from mortgage loan sales	—	—	—	143,910	143,910
Changes in fair value included in income arising from:					—
Changes in instrument-specific credit risk	(8,755)	—	—	—	(8,755)
Other factors	—	(44,913)	(426)	62,537	17,198
	(8,755)	(44,913)	(426)	62,537	8,443
Transfers from Level 3 to Level 2	(356,232)	—	—	—	(356,232)
Transfers of interest rate lock commitments to mortgage loans held for sale	—	(28,061)	—	—	(28,061)
Balance, March 31, 2018	$ 460,399	$ 50,896	$ 20,974	$ 2,354,489	$ 2,886,758
Changes in fair value recognized during the quarter relating to assets still held at March 31, 2018	$ (7,598)	$ 50,896	$ (77)	$ 62,537	$ 105,758

(1) For the purpose of this table, the IRLC asset and liability positions are shown net.

	Quarter ended March 31, 2018		
	Excess servicing spread financing	Mortgage servicing liabilities	Total
	(in thousands)		
Liabilities:			
Balance, December 31, 2017	$ 236,534	$ 14,120	$ 250,654
Issuance of excess servicing spread financing pursuant to a recapture agreement with PennyMac Mortgage Investment Trust	904	—	904
Accrual of interest	3,934	—	3,934
Repayments	(12,291)	—	(12,291)
Mortgage servicing liabilities resulting from mortgage loan sales	—	2,037	2,037
Changes in fair value included in income	6,921	(4,094)	2,827
Balance, March 31, 2018	$ 236,002	$ 12,063	$ 248,065
Changes in fair value recognized during the quarter relating to liabilities still outstanding at March 31, 2018	$ 6,921	$ (4,094)	$ 2,827

Table of Contents

	Quarter ended March 31, 2017			
	Mortgage loans held for sale	Net interest rate lock commitments (1)	Mortgage servicing rights	Total
	(in thousands)			
Assets:				
Balance, December 31, 2016	$ 47,271	$ 59,391	$ 515,925	$ 622,587
Purchases	690,472	—	203	690,675
Sales and repayments	(274,302)	—	—	(274,302)
Interest rate lock commitments issued, net	—	71,757	—	71,757
Mortgage servicing rights resulting from mortgage loan sales	—	—	5,984	5,984
Changes in fair value included in income arising from:				
Changes in instrument-specific credit risk	(1,928)	—	—	(1,928)
Other factors	—	25,119	(15,196)	9,923
	(1,928)	25,119	(15,196)	7,995
Transfers from Level 3 to Level 2	(133,831)	—	—	(133,831)
Transfers of interest rate lock commitments to mortgage loans held for sale	—	(90,260)	—	(90,260)
Balance, March 31, 2017	$ 327,682	$ 66,007	$ 506,916	$ 900,605
Changes in fair value recognized during the quarter relating to assets still held at March 31, 2017	$ (4,042)	$ 25,119	$ (15,196)	$ 5,881

(1) For the purpose of this table, the IRLC asset and liability positions are shown net.

	Quarter ended March 31, 2017		
	Excess servicing spread financing	Mortgage servicing liabilities	Total
	(in thousands)		
Liabilities:			
Balance, December 31, 2016	$ 288,669	$ 15,192	$ 303,861
Issuance of excess servicing spread financing pursuant to a recapture agreement with PennyMac Mortgage Investment Trust	1,573	—	1,573
Accrual of interest	4,647	—	4,647
Repayments	(14,632)	—	(14,632)
Mortgage servicing liabilities resulting from mortgage loan sales	—	4,059	4,059
Changes in fair value included in income	(2,773)	(3,257)	(6,030)
Balance, March 31, 2017	$ 277,484	$ 15,994	$ 293,478
	$ (2,773)	$ (3,257)	$ (6,030)

Changes in fair value recognized during the quarter relating to
liabilities still outstanding at March 31, 2017

The information used in the preceding roll forwards represents activity for assets and liabilities measured at fair value on a recurring basis and identified as using “Level 3” significant fair value inputs at either the beginning or the end of the periods presented. The Company had transfers among the fair value levels arising from transfers of IRLCs to mortgage loans held for sale at fair value upon purchase or funding of the respective mortgage loans and from the return to salability in the active secondary market of certain mortgage loans held for sale.

Table of Contents

Assets and Liabilities Measured at Fair Value under the Fair Value Option

Net changes in fair values included in income for assets and liabilities carried at fair value as a result of management's election of the fair value option by income statement line item are summarized below:

	Quarter ended March 31, 2018			2017		
	Net gains on mortgage loans held for sale at fair value	Net mortgage loan servicing fees	Total	Net gains on mortgage loans held for sale at fair value	Net mortgage loan servicing fees	Total
	(in thousands)					
Assets:						
Mortgage loans held for sale at fair value	$ (6,118)	$ —	$ (6,118)	$ 82,310	$ —	$ 82,310
Mortgage servicing rights at fair value	—	62,537	62,537	—	(15,196)	(15,196)
	$ (6,118)	$ 62,537	$ 56,419	$ 82,310	$ (15,196)	$ 67,114
Liabilities:						
Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust	$ —	$ (6,921)	$ (6,921)	$ —	$ 2,773	$ 2,773
Mortgage servicing liabilities at fair value	—	4,094	4,094	—	3,257	3,257
	$ —	$ (2,827)	$ (2,827)	$ —	$ 6,030	$ 6,030

Following are the fair value and related principal amounts due upon maturity of assets accounted for under the fair value option:

March 31, 2018			December 31, 2017		
Fair value	Principal amount due upon maturity	Difference	Fair value	Principal amount due upon maturity	Difference

	(in thousands)					
Mortgage loans held for sale:						
Current through 89 days delinquent	$ 2,257,840	$ 2,177,185	$ 80,655	$ 2,430,517	$ 2,326,772	$ 103,745
90 days or more delinquent:						
Not in foreclosure	269,172	274,615	(5,443)	614,329	614,357	(28)
In foreclosure	57,224	60,746	(3,522)	54,257	57,248	(2,991)
	$ 2,584,236	$ 2,512,546	$ 71,690	$ 3,099,103	$ 2,998,377	$ 100,726

Assets Measured at Fair Value on a Nonrecurring Basis

Following is a summary of assets and liabilities that were measured at fair value on a nonrecurring basis during the periods presented:

	March 31, 2018			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Real estate acquired in settlement of loans	$ —	$ —	$ 1,273	$ 1,273

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Mortgage servicing rights at lower of amortized cost or fair value	$ —	$ —	$ 1,463,552	$ 1,463,552
Real estate acquired in settlement of loans	—	—	2,355	2,355
	$ —	$ —	$ 1,465,907	$ 1,465,907

Table of Contents

The following table summarizes the total gains (losses) on assets measured at fair value on a nonrecurring basis:

	Quarter ended March 31,	
	2018	2017
	(in thousands)	
Mortgage servicing rights at lower of amortized cost or fair value	$ —	$ 13,999
Real estate acquired in settlement of loans	27	(37)
	$ 27	$ 13,962

Fair Value of Financial Instruments Carried at Amortized Cost

The Company's Assets purchased from PennyMac Mortgage Investment Trust under agreements to resell, Assets sold under agreements to repurchase, Mortgage loan participation purchase and sale agreements, Notes payable, and Obligations under capital lease are carried at amortized cost. These assets and liabilities' fair values do not have observable inputs and the fair value is measured using management's estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation. Accordingly, the Company has classified these financial instruments as "Level 3" fair value assets and liabilities and has concluded that those assets and liabilities' fair values approximate the carrying value due to their short terms and/or variable interest rates.

Valuation Techniques and Inputs

Most of the Company's financial assets, and all of its MSRs, ESS and MSLs, are carried at fair value with changes in fair value recognized in current period income. Certain of the Company's financial assets and all of its MSRs, ESS and MSLs are "Level 3" fair value assets and liabilities which require the use of unobservable inputs that are significant to the estimation of the items' fair values. Unobservable inputs reflect the Company's own judgments about the factors that market participants use in pricing an asset or liability, and are based on the best information available under the circumstances.

Due to the difficulty in estimating the fair values of "Level 3" fair value assets and liabilities, management has assigned the responsibility for estimating the fair value of these items to specialized staff and subjects the valuation process to significant senior management oversight. The Company's Financial Analysis and Valuation group (the "FAV group") is the Company's specialized staff responsible for estimating the fair values of "Level 3" fair value assets and liabilities other than IRLCs.

With respect to the non-IRLC "Level 3" valuations, the FAV group reports to the Company's senior management valuation committee, which oversees and approves the valuations. The FAV group monitors the models used for valuation of the Company's "Level 3" fair value assets and liabilities, including the models' performance versus actual results, and reports those results to the Company's senior management valuation committee. The Company's senior management valuation committee includes the Company's executive chairman, chief executive, chief financial, chief risk and deputy chief financial officers.

The FAV group is responsible for reporting to the Company's senior management valuation committee on the changes in the valuation of the non-IRLC "Level 3" fair value assets and liabilities, including major factors affecting the valuation and any changes in model methods and inputs. To assess the reasonableness of its valuations, the FAV group presents an analysis of the effect on the valuation of changes to the significant inputs to the models.

With respect to IRLCs, the Company has assigned responsibility for developing fair values to its Capital Markets Risk Management staff. The fair values developed by the Capital Markets Risk Management staff are reviewed by the Company's Capital Markets Operations group.

Following is a description of the techniques and inputs used in estimating the fair values of “Level 2” and “Level 3” fair value assets and liabilities:

Mortgage Loans Held for Sale

Most of the Company’s mortgage loans held for sale at fair value are saleable into active markets and are therefore categorized as “Level 2” fair value assets and their fair values are determined using their quoted market or contracted selling price or market price equivalent.

Certain of the Company’s mortgage loans held for sale are not saleable into active markets and are therefore categorized as “Level 3” fair value assets. Mortgage loans held for sale categorized as “Level 3” fair value assets include:

- Certain delinquent government guaranteed or insured mortgage loans purchased by the Company from Ginnie Mae guaranteed pools in its mortgage loan servicing portfolio. The Company’s right to purchase delinquent government guaranteed or insured mortgage loans arises as the result of the borrower’s failure to make payments for at least three consecutive months preceding the month of repurchase by the Company and provides an alternative to the Company’s obligation to continue advancing principal and interest at the coupon rate of the related Ginnie Mae security. Such repurchased mortgage loans may be resold to third-party investors and thereafter may be repurchased to the extent they become eligible for resale into a new Ginnie Mae guaranteed pool. Such eligibility for resale generally occurs when the repurchased mortgage loans become current either through the borrower’s reperformance or through completion of a modification of the mortgage loan’s terms.

- Certain of the Company’s mortgage loans held for sale that become non-saleable into active markets due to identification of a defect by the Company or to the repurchase by the Company of a mortgage loan with an identified defect.

The Company uses a discounted cash flow model to estimate the fair value of its “Level 3” fair value mortgage loans held for sale at fair value. The significant unobservable inputs used in the fair value measurement of the Company’s “Level 3” fair value mortgage loans held for sale at fair value are discount rates, home price projections, voluntary prepayment/resale speeds and total prepayment speeds. Significant changes in any of those inputs in isolation could result in a significant change to the mortgage loans’ fair value measurement. Increases in home price projections are generally accompanied by an increase in voluntary prepayment speeds.

Following is a quantitative summary of key “Level 3” fair value inputs used in the valuation of mortgage loans held for sale at fair value:

Key inputs	March 31, 2018	December 31, 2017
Discount rate:		
Range	3.2% – 9.8%	2.9% – 10.0%
Weighted average	3.2%	2.9%
Twelve-month projected housing price index change:		
Range	2.0% – 5.8%	3.1% – 5.6%
Weighted average	2.6%	3.6%
Voluntary prepayment / resale speed (1):		
Range	0.2% – 66.7%	0.2% – 72.2%
Weighted average	25.2%	44.6%
Total prepayment speed (2):		
Range	0.2% – 70.2%	0.2% – 75.2%
Weighted average	42.3%	55.8%

(1) Voluntary prepayment/resale speed is measured using Life Voluntary Conditional Prepayment Rate ("CPR").

(2)Total prepayment speed is measured using Life Total CPR.

Table of Contents

Changes in fair value attributable to changes in instrument specific credit risk are measured by reference to the change in the respective mortgage loan's delinquency status and performance history at period end from the later of the beginning of the period or acquisition date. Changes in fair value of mortgage loans held for sale are included in Net gains on mortgage loans held for sale at fair value in the Company's consolidated statements of income.

Derivative Financial Instruments

Interest Rate Lock Commitments

The Company categorizes IRLCs as a "Level 3" fair value asset or liability. The Company estimates the fair value of an IRLC based on quoted Agency MBS prices, its estimate of the fair value of the MSRs it expects to receive in the sale of the mortgage loans and the probability that the mortgage loan will fund or be purchased (the "pull-through rate").

The significant unobservable inputs used in the fair value measurement of the Company's IRLCs are the pull-through rate and the MSR component of the Company's estimate of the fair value of the mortgage loans it has committed to purchase. Significant changes in the pull-through rate or the MSR component of the IRLCs, in isolation, could result in significant changes in the IRLCs' fair value measurement. The financial effects of changes in these inputs are generally inversely correlated as increasing interest rates have a positive effect on the fair value of the MSR component of IRLC fair value, but increase the pull-through rate for the mortgage loan principal and interest payment cash flow component, which has decreased in fair value. Changes in fair value of IRLCs are included in Net gains on mortgage loans acquired for sale at fair value and may be allocated to Net mortgage loan servicing fees – Amortization, impairment and change in fair value of mortgage servicing rights and mortgage servicing liabilities as a hedge of the fair value of MSRs in the consolidated statements of income when it is included as a component of the MSR hedging strategy.

Following is a quantitative summary of key "Level 3" fair value inputs used in the valuation of IRLCs:

Key inputs	March 31, 2018	December 31, 2017
Pull-through rate:		
Range	24.8% – 100%	25.0% – 100%
Weighted average	83.7%	85.6%
Mortgage servicing rights value expressed as:		
Servicing fee multiple:		
Range	1.2 – 5.7	1.4 – 5.8
Weighted average	3.9	4.0

Percentage of unpaid principal balance:		
Range	0.3% – 3.1%	0.3% – 3.0%
Weighted average	1.4%	1.4%

Hedging Derivatives

Fair value of exchange-traded hedging derivative financial instruments are categorized by the Company as “Level 1” fair value assets and liabilities. Fair value of hedging derivative financial instruments based on observable MBS prices or interest rate volatilities in the MBS market are categorized as “Level 2” fair value assets and liabilities. Changes in the fair value of hedging derivatives are included in Net gains on mortgage loans acquired for sale at fair value, or Net mortgage loan servicing fees – Amortization, impairment and change in fair value of mortgage servicing rights and mortgage servicing liabilities, as applicable, in the consolidated statements of income.

Table of Contents

Repurchase Agreement Derivatives

The Company has a master repurchase agreement that includes incentives for financing mortgage loans approved for satisfying certain consumer relief characteristics. These incentives are classified for financial reporting purposes as embedded derivatives and are accounted for separate from the master repurchase agreement. The Company classifies these derivatives as "Level 3" fair value assets. The significant unobservable input into the valuation of these derivative assets is the ratio of derivative value to the outstanding receivable, which represents a discount for the time value of money and the Company's expected approval rate of the mortgage loans financed under the master repurchase agreement. The ratio included in the Company's fair value estimate was 97% at March 31, 2018 and December 31, 2017.

Mortgage Servicing Rights

MSRs are categorized as "Level 3" fair value assets. The Company uses a discounted cash flow approach to estimate the fair value of MSRs. This approach consists of projecting net servicing cash flows discounted at a rate that management believes market participants would use in their determinations of fair value. The key inputs used in the estimation of the fair value of MSRs include the applicable pricing spread (discount rate), the prepayment rates of the underlying mortgage loans, and the per-loan annual cost to service the respective mortgage loans. Changes in the fair value of MSRs are included in Net mortgage loan servicing fees—Amortization, impairment and change in fair value of mortgage servicing rights and mortgage servicing liabilities in the consolidated statements of income. Through December 31, 2017, the Company accounted for certain of its MSRs using the amortization method. Beginning January 1, 2018, the Company accounts for all MSRs at fair value prospectively.

Following are the key inputs used in determining the fair value of MSRs at the time of initial recognition, excluding MSR purchases:

	Quarter ended March 31,		
	2018	2017	
	Fair value	Fair value	Amortized cost
	(Amount recognized and unpaid principal balance of underlying mortgage loans in		
MSR and pool characteristics:			
Amount recognized	$ 143,910	$ 5,984	$ 130,218
Unpaid principal balance of underlying mortgage loans	$ 10,162,316	$ 504,065	$ 10,700,600
Weighted average servicing fee rate (in basis points)	35	31	29
Key inputs:			

Pricing spread (1)			
Range	7.4% – 14.1%	7.6% – 11.0%	7.6% – 14.9%
Weighted average	10.3%	10.5%	10.6%
Annual total prepayment speed (2)			
Range	3.9% – 49.0%	4.2% – 50.5%	3.4% – 45.4%
Weighted average	8.9%	10.8%	8.2%
Life (in years)			
Range	1.1 – 11.6	0.9 – 11.3	1.6 – 12.2
Weighted average	8.2	7.2	8.6
Per-loan annual cost of servicing			
Range	$78 – $98	$78 – $101	$79 – $101
Weighted average	$89	$90	$91

(1) Pricing spread represents a margin that is applied to a reference interest rate’s forward rate curve to develop periodic discount rates. The Company applies a pricing spread to the United States Dollar London Interbank Offered Rate (“LIBOR”) curve for purposes of discounting cash flows relating to MSRs.

(2) Prepayment speed is measured using Life Total CPR.

Table of Contents

Following is a quantitative summary of key inputs used in the valuation and assessment for impairment of the Company's MSRs as of the dates presented and the effect on fair value from adverse changes in those inputs (weighted averages are based upon UPB):

	March 31, 2018	December 31, 2017	
	Fair value	Fair value	Amortized cost
	(Carrying value, unpaid principal balance of underlying mortgage loans and effect on fair value amounts in thousands)		
MSR and pool characteristics:			
Carrying value	$2,354,489	$638,010	$1,481,578
Unpaid principal balance of underlying mortgage loans	$173,487,165	$51,883,539	$114,365,698
Weighted average note interest rate	3.9%	4.0%	3.8%
Weighted average servicing fee rate (in basis points)	32	32	31
Key inputs:			
Pricing spread (1):			
Range	7.4% – 14.4%	7.6% – 14.1%	7.6% – 14.1%
Weighted average	10.2%	9.8%	10.3%
Effect on fair value of (2):			
5% adverse change	($42,903)	($10,760)	($27,700)
10% adverse change	($84,255)	($21,155)	($54,376)
20% adverse change	($162,614)	($40,916)	($104,869)
Prepayment speed (3):			
Range	7.3% – 58.6%	7.9% – 46.2%	7.4% – 44.1%
Weighted average	8.9%	10.5%	9.7%
Average life (in years):			
Range	0.9 – 8.3	1.2 – 7.8	2.0 – 8.3
Weighted average	7.7	6.6	7.5
Effect on fair value of (2):			
5% adverse change	($33,489)	($10,809)	($23,544)
10% adverse change	($65,896)	($21,239)	($46,284)
20% adverse change	($127,676)	($41,038)	($89,514)
Annual per-loan cost of servicing:			
Range	$78 – $97	$78 – $97	$79 – $97
Weighted average	$89	$89	$89
Effect on fair value of (2):			
5% adverse change	($18,880)	($6,247)	($11,216)
10% adverse change	($37,760)	($12,494)	($22,431)
20% adverse change	($75,520)	($24,987)	($44,863)

(1) The Company applies a pricing spread to the United States Dollar LIBOR curve for purposes of discounting cash flows relating to MSRs.

(2) For MSRs carried at fair value, an adverse change in one of the above-mentioned key inputs is expected to result in a reduction in fair value which will be recognized in income. For MSRs carried at lower of amortized cost or

fair value, an adverse change in one of the above-mentioned key inputs resulted in recognition of MSR impairment. The extent of the recognized MSR impairment depended on the relationship of fair value to the carrying value of such MSRs.

(3) Prepayment speed is measured using Life Total CPR.

The preceding sensitivity analyses are limited in that they were performed at a particular point in time; only contemplate the movements in the indicated inputs; do not incorporate changes to other inputs; are subject to the accuracy of various models and inputs used; and do not incorporate other factors that would affect the Company's overall financial performance in such events, including operational adjustments made by management to account for changing circumstances. For these reasons, the preceding estimates should not be viewed as earnings forecasts.

Table of Contents

Excess Servicing Spread Financing at Fair Value

The Company categorizes ESS as a “Level 3” fair value liability. Because the ESS is a claim to a portion of the cash flows from MSRs, the fair value measurement of the ESS is similar to that of MSRs. The Company uses the same discounted cash flow approach to measuring the ESS as used to measure MSRs except that certain inputs relating to the cost to service the mortgage loans underlying the MSR and certain ancillary income are not included as these cash flows do not accrue to the holder of the ESS. The key inputs used in the estimation of ESS fair value include pricing spread (discount rate) and prepayment speed. Significant changes to either of those inputs in isolation could result in a significant change in the fair value of ESS. Changes in these key inputs are not necessarily directly related.

ESS is generally subject to fair value increases when mortgage interest rates increase. Increasing mortgage interest rates normally slow mortgage refinancing activity. Decreased refinancing activity increases the life of the mortgage loans underlying the ESS, thereby increasing its fair value. Changes in the fair value of ESS are included in Net mortgage loan servicing fees—Change in fair value of excess servicing spread payable to PennyMac Mortgage Investment.

Following are the key inputs used in estimating the fair value of ESS:

	March 31, 2018	December 31, 2017
Carrying value (in thousands)	$236,002	$236,534
ESS and pool characteristics:		
Unpaid principal balance of underlying mortgage loans (in thousands)	$26,236,839	$27,217,199
Average servicing fee rate (in basis points)	34	34
Average excess servicing spread (in basis points)	19	19
Key inputs:		
Pricing spread (1):		
Range	3.6% – 4.1%	3.8% – 4.3%
Weighted average	3.9%	4.1%
Annualized prepayment speed (2):		
Range	8.0% – 52.4%	8.4% – 41.4%
Weighted average	9.9%	10.8%
Average life (in years):		
Range	1.1 – 7.8	1.4 – 7.7
Weighted average	6.8	6.5

(1)The Company applies a pricing spread to the United States Dollar LIBOR curve for purposes of discounting cash flows relating to ESS.

(2)Prepayment speed is measured using Life Total CPR.

Mortgage Servicing Liabilities

MSLs are categorized as “Level 3” fair value liabilities. The Company uses a discounted cash flow approach to estimate the fair value of MSLs. This approach consists of projecting net servicing cash flows discounted at a rate that management believes market participants would use in their determinations of fair value. The key inputs used in the estimation of the fair value of MSLs include the applicable pricing spread (discount rate), the prepayment rates of the underlying mortgage loans, and the per-loan annual cost to service the respective mortgage loans. Changes in the fair value of MSLs are included in Net servicing fees—Amortization, impairment and change in fair value of mortgage servicing rights and mortgage servicing liabilities in the consolidated statements of income.

Table of Contents

Following are the key inputs used in determining the fair value of MSLs:

	March 31, 2018	December 31, 2017
MSL and pool characteristics:		
Carrying value (in thousands)	$ 12,063	$ 14,120
Unpaid principal balance of underlying mortgage loans (in thousands)	$ 1,766,722	$ 1,620,609
Weighted average servicing fee rate (in basis points)	25	25
Key inputs:		
Pricing spread (1)	8.5%	7.7%
Prepayment speed (2)	29.1%	32.9%
Average life (in years)	4.1	3.5
Annual per-loan cost of servicing	$ 387	$ 404

(1) The Company applies a pricing spread to the United States Dollar LIBOR curve for purposes of discounting cash flows relating to MSLs.
(2) Prepayment speed is measured using Life Total CPR.

Note 7—Mortgage Loans Held for Sale at Fair Value

Mortgage loans held for sale at fair value include the following:

	March 31, 2018	December 31, 2017
	(in thousands)	
Government-insured or guaranteed	$ 1,989,293	$ 2,085,764
Conventional conforming	134,544	231,128
Purchased from Ginnie Mae pools serviced by the Company	454,651	777,300
Repurchased pursuant to representations and warranties	5,748	4,911
	$ 2,584,236	$ 3,099,103
Fair value of mortgage loans pledged to secure:		
Assets sold under agreements to repurchase	$ 2,036,895	$ 2,530,299
Mortgage loan participation purchase and sale agreements	532,294	551,688
	$ 2,569,189	$ 3,081,987

Note 8—Derivative Activities

The Company holds and issues derivative financial instruments in connection with its operating activities. Derivative financial instruments are created as a result of certain of the Company's operations and the Company also enters into derivative transactions as part of its interest rate risk management activities. Derivative financial instruments created as a result of the Company's operations include:

- IRLCs that are created when the Company commits to purchase or originate a mortgage loan acquired for sale.

- Derivatives that are embedded in a master repurchase agreement that provides for the Company to receive incentives for financing mortgage loans that satisfy certain consumer relief characteristics under the master repurchase agreement.

The Company also engages in interest rate risk management activities in an effort to reduce the variability of earnings caused by changes in market interest rates. To manage this fair value risk resulting from interest rate risk, the Company uses derivative financial instruments acquired with the intention of reducing the risk that changes in market interest rates will result in unfavorable changes in the fair value of the Company's IRLCs, inventory of mortgage loans held for sale and the portion of its MSRs not financed with ESS.

Table of Contents

The Company records all derivative financial instruments at fair value and records changes in fair value in current period income.

Derivative Notional Amounts and Fair Value of Derivatives

The Company had the following derivative financial instruments recorded on its consolidated balance sheets:

	March 31, 2018			December 31, 2017		
		Fair value			Fair value	
Instrument	Notional amount	Derivative assets	Derivative liabilities	Notional amount	Derivative assets	Derivative liabilities
	(in thousands)					
Derivatives not designated as hedging instruments:						
Not subject to master netting arrangements:						
Interest rate lock commitments	4,275,126	$ 53,495	$ 2,599	3,654,955	$ 60,012	$ 1,740
Repurchase agreement derivatives		20,974	—		10,656	—
Used for hedging purposes:						
Forward purchase contracts	6,543,783	28,796	—	4,920,883	4,288	1,272
Forward sales contracts	6,924,346	979	19,276	5,204,796	2,101	7,031
MBS put options	3,750,000	12,878	—	4,925,000	3,481	—
Put options on interest rate futures purchase contracts	2,800,000	1,039	—	2,125,000	3,570	—
Call options on interest rate futures purchase contracts	225,000	715	—	100,000	938	—
Treasury futures purchase contracts	510,000	—	—	100,000	—	—
Treasury futures sale contracts	1,250,000	—	—	—	—	—
Interest rate swap futures purchase contracts	465,000	—	—	1,400,000	—	—
Total derivatives before netting		118,876	21,875		85,046	10,043
Netting		(29,407)	(17,399)		(6,867)	(4,247)
		$ 89,469	$ 4,476		$ 78,179	$ 5,796
Deposits placed with derivative counterparties		$ 12,008			$ 2,620	

The following table summarizes the notional amount activity for derivative contracts used in the Company's hedging activities:

Instrument	Quarter ended March 31, 2018 Amount beginning of quarter (in thousands)	Additions	Dispositions/ expirations	Amount end of quarter
Forward purchase contracts	4,920,883	45,330,785	(43,707,885)	6,543,783
Forward sale contracts	5,204,796	56,355,552	(54,636,002)	6,924,346
MBS put options	4,925,000	4,500,000	(5,675,000)	3,750,000
MBS call options	—	5,675,000	(5,675,000)	—
Put options on interest rate futures purchase contracts	2,125,000	5,525,000	(4,850,000)	2,800,000
Call options on interest rate futures purchase contracts	100,000	375,000	(250,000)	225,000
Put options on interest rate futures sale contracts	—	4,850,000	(4,850,000)	—
Call options on interest rate futures sale contracts	—	250,000	(250,000)	—
Treasury futures purchase contracts	100,000	1,904,900	(1,494,900)	510,000
Treasury futures sale contracts	—	3,406,200	(2,156,200)	1,250,000
Interest rate swap futures purchase contracts	1,400,000			