



## **2017 Annual Report**



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

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2017 or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number: 1-14100

**IMPAC MORTGAGE HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Maryland** **33-0675505**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**19500 Jamboree Road, Irvine, California 92612**  
(Address of principal executive offices)

**(949) 475-3600**

(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value	NYSE MKT
Preferred Stock Purchase Rights	NYSE MKT

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a 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 Exchange Act Rule 12b-2) Yes  No

As of June 30, 2017, the aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$162.0 million, based on the closing sales price of common stock on the NYSE MKT on June 30, 2017. For purposes of the calculation only, all directors and executive officers and beneficial holders of more than 10% of the stock of the registrant have been deemed affiliates. There were 20,952,679 shares of common stock outstanding as of March 1, 2018.

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**IMPAC MORTGAGE HOLDINGS, INC.**  
**2017 FORM 10-K ANNUAL REPORT**  
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## **PART I**

### **ITEM 1. BUSINESS**

Impac Mortgage Holdings, Inc., sometimes referred to herein as the “Company,” “we,” “our” or “us,” is a Maryland corporation incorporated in August 1995 and includes the following subsidiaries: Integrated Real Estate Service Corporation, or IRES, IMH Assets Corp. and Impac Funding Corporation. IRES subsidiary, Impac Mortgage Corp. (IMC), formerly known as Excel Mortgage Servicing, Inc., or Excel, conducts our mortgage lending and real estate services operations.

#### **Forward-Looking Statements**

This report on Form 10-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements, some of which are based on various assumptions and events that are beyond our control, may be identified by reference to a future period or periods or by the use of forward-looking terminology, such as “may,” “will,” “believe,” “expect,” “likely,” “should,” “could,” “seem to,” “anticipate,” “plan,” “intend,” “project,” “assume,” or similar terms or variations on those terms or the negative of those terms. The forward-looking statements are based on current management expectations. Actual results may differ materially as a result of several factors, including, but not limited to the following: inability to increase origination volume and successfully use our CCM marketing platform to expand the volume of our loan products; successful development, marketing, sale and financing of new and existing financial products, including expansion of non-Qualified Mortgage originations and conventional and government loan programs; legal and other risks related to new financial products, origination channels, geographic footprint and revenue streams; ability to successfully diversify our financial products; ability to increase origination of purchase money loans; volatility in the mortgage and consumer financial industry; interest rate fluctuations and margin compression; our ability to manage personnel expenses in relation to mortgage production levels; our ability to successfully use warehousing capacity; increased competition in the mortgage lending industry by larger or more efficient companies; issues and system risks related to our technology; ability to successfully create cost and product efficiencies through new technology; more than expected increases in default rates or loss severities and mortgage related losses; ability to obtain additional financing, through lending and repurchase facilities, debt or equity funding, strategic relationships or otherwise; the terms of any financing, whether debt or equity, that we do obtain and our expected use of proceeds from any financing; increase in loan repurchase requests and ability to adequately settle repurchase obligations; failure to create brand awareness; the outcome, including any settlements, of litigation or regulatory actions pending against us or other legal contingencies; and our compliance with applicable local, state and federal laws and regulations and other general market and economic conditions.

For a discussion of these and other risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements, see Item 1A. “Risk Factors” and Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this report. This document speaks only as of its date and we do not undertake, and specifically disclaim any obligation, to release publicly the results of any revisions that may be made to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

#### **Available Information**

Our internet website address is [www.impacompanies.com](http://www.impacompanies.com). We make available our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and proxy statements for our annual stockholders’ meetings, as well as any amendments to those reports, free of charge through our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission, or the SEC. You can learn more about us by reviewing our SEC filings on our website by clicking on “Investor Relations—Stockholder Relations” located on our home page and proceeding to “SEC Filings.” We also make available on our website, under “Corporate Governance,” charters for the audit, compensation, and governance and nominating committees of our board of directors, our Code of Business Conduct and Ethics, our Corporate Governance Guidelines and other company information, including amendments to such documents and waivers, if any, to our Code of Business Conduct and Ethics. These

documents will also be furnished, free of charge, upon written request to Impac Mortgage Holdings, Inc., Attention: Stockholder Relations, 19500 Jamboree Road, Irvine, California 92612. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding SEC registrants, including our Company.

## **Our Company**

We are an established nationwide independent residential mortgage lender. We were founded in 1995 by certain members of our current management team, who have extensive experience and an established track record of operating our Company through multiple market cycles. We originate, sell and service residential mortgage loans. We primarily originate conventional mortgage loans eligible for sale to U.S. government-sponsored enterprises, or GSEs, including Fannie Mae, Freddie Mac (conventional loans), and government-insured mortgage loans eligible for government securities issued through Ginnie Mae (government loans).

## **Segments**

Our business activities are organized and presented in three primary operating segments: Mortgage Lending, Real Estate Services and the Long-Term Mortgage Portfolio. Our mortgage lending segment provides mortgage lending products through three lending channels, retail, wholesale and correspondent, retains mortgage servicing rights and provides warehouse lending facilities. Our real estate services segment performs master servicing and provides loss mitigation services for primarily our securitized long-term mortgage portfolio. And, our long-term mortgage portfolio consists of residual interests in securitization trusts. A description of each operating segment is presented below with further details and discussions of each segment's results of operations presented in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations."

In addition to the segments described above, we also have a corporate segment, which supports all of the operating segments. The corporate segment includes unallocated corporate and other administrative costs as described below.

### ***Mortgage Lending***

We are focused on expanding our mortgage lending platform which provides conventional and government-insured mortgage loans as well as providing innovative products to meet the needs of borrowers not met by traditional conventional and government products. Our mortgage lending operation generates origination and processing fees, net of origination costs, at the time of origination as well as gains or unexpected losses when the loans are sold to third party investors, including the GSEs and Ginnie Mae. We retain mortgage servicing rights from the sale of mortgage loans and earn servicing fees, net of sub-servicer costs, from our mortgage servicing portfolio. From time to time, we sell mortgage servicing rights from our servicing portfolio.

We also provide non-qualified mortgages (NonQM) which are generally loans that do not meet the qualified mortgage (QM) guidelines set out by the Consumer Financial Protection Bureau (CFPB). We believe there is an underserved mortgage market for borrowers with good credit who may not meet the NonQM guidelines for example self-employed borrowers. During 2014, we rolled out and began originating NonQM loans. As the demand by consumers for the NonQM product grows we expect the investor appetite will increase for the NonQM mortgages. A NonQM borrower is generally less sensitive to interest rates and generally does not have the same income documentation that a conforming loan borrower does, nonetheless the borrower is still required to meet the "ability to repay" guidelines.

As a nationwide mortgage lender, we are approved to originate and service Fannie Mae, Freddie Mac and Ginnie Mae eligible loans. We primarily originate, sell and service conventional, conforming agency and government insured residential mortgage loans originated or acquired through our three channels: Retail (consumer direct), Correspondent and Wholesale.

- **Retail (consumer direct) channel** - CashCall Mortgage (CCM), operates as a centralized call center that utilizes a marketing platform to generate customer leads through the internet and call center loan

agents. As a centralized retail call center, loan applications are received and taken by loan agents directly from consumers and through the internet.

- **Wholesale channel** - Originates loans sourced through mortgage brokers.
- **Correspondent channel** - Acquires closed loans from approved correspondent sellers.

Our warehouse lending group offers funding facilities to approved lenders focusing on smaller mortgage bankers and credit unions. These facilities allow our customers the ability to fund mortgage loans and sell closed loans to their investors. Our funding facilities are repaid when our customer sells the loans to the investor. Offering warehouse lending provides added value for our correspondent customers, which we believe will increase the capture rate from our currently approved customers and increase volumes in our correspondent channel.

Our mortgage lending activities primarily consist of the origination, sale and servicing of conventional loans eligible for sale to Fannie Mae and Freddie Mac, and government-insured loans eligible for Ginnie Mae securities issuance. We currently originate and fund mortgages through our wholly-owned subsidiary, IMC. In order to originate mortgage loans we must be able to finance them and hold them on our balance sheet until such loans are sold, generally within 10 to 20 days. In order to do this we must have lines of credit with banks (called warehouse lines) that allow us the short term funding required.

The following table presents selected data from our mortgage lending operations for the years ended December 31, 2017, 2016 and 2015:

(in millions)	<u>2017</u>	<u>2016</u>	<u>2015</u>
Originations	\$ 7,111.7	\$ 12,924.2	\$ 9,259.0
Servicing Portfolio	16,330.1	12,351.5	3,570.7
Mortgage servicing rights	154.4	131.5	36.4
Servicing fees, net	31.9	13.7	6.1

Our origination volumes decreased 45% in 2017 to \$7.1 billion as compared to \$12.9 billion in 2016 and \$9.3 billion in 2015. Of the \$7.1 billion in total originations in 2017, approximately \$4.6 billion, or 65%, was originated through the retail channel. In contrast, during 2016, our retail originations contributed 75% to our total origination volume. The decline in originations was the result of higher interest rates throughout 2017 as compared to the historically low interest rate environment during the previous years, causing a sharp drop in refinance volume.

Our mortgage servicing portfolio increased in 2017 primarily due to servicing-retained sales of conforming GSE-eligible loans and government-insured loans eligible for Ginnie Mae securities, net of bulk sales of mortgage servicing rights. In 2017, we had servicing retained loan sales of \$4.2 billion of conforming GSE-eligible loans and issued \$1.9 billion of government securities through Ginnie Mae on a servicing retained basis as well as a purchase of approximately \$570.0 million in unpaid principal balance (UPB) of mortgage servicing rights (MSR).

Each of our three origination channels, Retail, Wholesale and Correspondent, produces similar mortgage loan products and applies similar underwriting standards.

(in millions)	<u>For the year ended December 31,</u>					
	<u>2017</u>	<u>%</u>	<u>2016</u>	<u>%</u>	<u>2015</u>	<u>%</u>
<b>Originations by Channel:</b>						
Retail	\$ 4,611.5	65 %	\$ 9,670.1	75 %	\$ 5,571.8	60 %
Correspondent	1,420.4	20	1,919.9	15	2,238.0	24
Wholesale	1,079.8	15	1,334.2	10	1,449.2	16
Total originations	<u>\$ 7,111.7</u>	100 %	<u>\$ 12,924.2</u>	100 %	<u>\$ 9,259.0</u>	100 %

*Retail*—Our retail channel today consists of our consumer direct call center CCM, a leading originator based in Orange, California, which utilizes a high-volume, rapid turn time funding model with a focus on providing exceptional customer service. The acquisition of CCM's residential lending platform in 2015 added a centralized retail call center to IMC's current business-to-business origination channels and provides additional



capacity to process increased origination volumes of expanded products including our NonQM loan programs and government insured Ginnie Mae programs, while profitably creating servicing assets for IMC.

When loans are originated on a retail basis, the origination documentation is completed inclusive of customer disclosures and other aspects of the lending process and funding of the transaction is completed internally. Our call center representatives contact borrowers through either inbound or outbound marketing campaigns sourced from purchase-money and refinance mortgage leads, including leads sourced from customer referrals and retention of customers in the servicing portfolio that are seeking to refinance or purchase a property. For the year ended December 31, 2017, we closed \$4.6 billion of loans in this origination channel, which equaled 65% of total originations, as compared to \$9.7 billion or 75% of total originations during 2016.

*Wholesale*—In a wholesale transaction, our account executives work directly with mortgage brokers who originate and document loans for delivery to our operational center where we underwrite and fund the mortgage loan. Each loan is underwritten to our underwriting standards and, if approved, the borrower is sent new disclosures under our name and the loan is funded in the name of Impac Mortgage.

Prior to accepting loans from mortgage brokers, each mortgage broker is required to meet our guidelines for minimum experience, credit score and net worth. We also obtain a third-party due diligence report for each prospective broker that verifies licensing and provides information on any industry sanctions that might exist. In addition, each mortgage broker is required to sign our broker agreement that contains certain representations and warranties from the brokers. For the year ended December 31, 2017, we closed loans totaling \$1.1 billion in this origination channel, which equaled 15% of total originations, as compared to \$1.3 billion or 10% of total originations during 2016.

*Correspondent*—Our correspondent channel represents mortgage loans acquired from our correspondent sellers. Our correspondent channel has historically targeted a market of small banks, credit unions and small mortgage banking firms. Prior to accepting loans from correspondent sellers, each seller is underwritten to determine if it meets financial and other guidelines. Our review of each prospective seller includes obtaining a third party due diligence report that verifies licensing, insurance coverage, quality of recent Federal Housing Administration (FHA) originations and provides information on any industry sanctions that might exist. In addition, each seller is required to sign our correspondent seller agreement that contains certain representations and warranties from the seller allowing us to require the seller to repurchase a loan sold to us for various reasons including (i) ineligibility for sale to GSEs, (ii) early payment default, (iii) early pay-off or (iv) if the loan is uninsurable by a government agency.

In our correspondent channel, the correspondent seller originates and closes the loan. After the loan is originated, the correspondent seller provides the needed documentation and information to us to review and determine if it meets our underwriting guidelines. The loan is acquired by us only after we approve it for purchase. We focus on customer service for our clients by facilitating prompt review by our due diligence team, providing bid pricing on both newly originated and seasoned portfolios, enabling clients to deliver one loan at a time on a flow basis and providing clients with expedited funding timelines. We purchase conventional loans eligible for sale to the GSEs and government-insured loans eligible for Ginnie Mae securities. For the year ended December 31, 2017, we closed loans totaling \$1.4 billion in the correspondent origination channel, which equaled 20% of total originations, compared to \$1.9 billion or 15% of total originations during 2016.

Since 2011, we have provided loans to customers predominantly in the Western U.S. with California, Washington and Arizona comprising 77.8% of originations in 2017. Currently, we provide nationwide lending with our retail call center and correspondent sellers and mortgage brokers.

### *Loan Types*

Our loan products primarily include conventional loans eligible for sale to Fannie Mae and Freddie Mac and loans eligible for government insurance by FHA, Veteran's Administration (VA) and U.S. Department of Agriculture (USDA) and also NonQM. The FHA, VA and USDA loans are government-insured loans eligible for Ginnie Mae securities issuance. We have enhanced our product offering to include more loan products less sensitive to changing interest rates, including FHA 203(k), a home improvement loan that provides the borrower funds to make renovations, intermediate Adjustable Rate Mortgages and GSE and government-insured loan



programs such as Home Affordable Refinance Program (HARP) loans which help timely paying borrowers to refinance into a loan with a lower interest rate despite the loan balance being greater than the estimated fair value of their home. We believe that these loan products will prepay at a slower rate as compared to other products. By retaining these loan products in our servicing portfolio, we expect to maintain a less volatile mortgage servicing portfolio.

We have established strict lending guidelines, including determining the prospective borrowers' ability to repay the mortgage, which we believe will keep delinquencies and foreclosures at acceptable levels. We continue to refine our guidelines to expand our reach to the underserved market of credit worthy borrowers who can fully document and substantiate an ability to repay mortgage loans, but unable to obtain financing through traditional programs (QM loans), for example self-employed borrowers. In 2016, we rebranded our NonQM loan programs as "The Intelligent NonQM Mortgage", to better communicate our NonQM loan value proposition to consumers, brokers, sellers and investors. In conjunction with establishing strict lending guidelines, we have also established investor relationships which provide us with an exit strategy for these nonconforming loans. In 2017, our NonQM origination volume was \$891.2 million with an average Fair Isaac Company credit score (FICO) of 723 and a weighted average loan to value ratio (LTV) of 64%.

The following table indicates the breakdown of our originations by loan type for the periods indicated:

(in millions)	For the year ended December 31,		
	2017	2016	2015
<b>Originations by Loan Type:</b>			
Government-insured	\$ 1,991.4	\$ 1,721.1	\$ 1,805.5
Conventional	4,229.1	10,907.8	7,270.8
NonQM	891.2	289.6	132.4
Other	—	5.7	50.3
Total originations	<u>\$ 7,111.7</u>	<u>\$ 12,924.2</u>	<u>\$ 9,259.0</u>

*Loan Sales—Selling Loans to GSEs, Issuing Ginnie Mae Securities and Selling Loans on a Whole Loan Basis*

We sell the mortgage loans to the secondary market, including sales to the GSEs and issuing securities through Ginnie Mae. We primarily sell loans on a servicing-retained basis where the loan is sold to an investor such as Fannie Mae, and we retain the right to service that loan, called mortgage servicing rights, or MSRs. We securitize government-insured loans by issuing Ginnie Mae securities through a process whereby a pool of loans is transferred to Ginnie Mae as collateral for a government mortgage-backed security. To a lesser extent, we sell our residential mortgage loans on a whole loan basis where the investor also acquires the servicing rights.

The following table indicates the breakdown of our loan sales to GSEs, issuance of Ginnie Mae securities and loans sold to investors on a whole loan basis for the periods as indicated:

(in millions)	For the year ended December 31,		
	2017	2016	2015
Fannie Mae	\$ 2,052.4	\$ 6,212.1	\$ 5,434.3
Freddie Mac	2,149.7	4,693.2	1,793.0
Ginnie Mae	1,879.0	1,682.5	1,770.6
Total servicing retained sales	6,081.1	12,587.8	8,997.9
Other (servicing released)	854.9	255.1	173.5
Total loan sales	<u>\$ 6,936.0</u>	<u>\$ 12,842.9</u>	<u>\$ 9,171.4</u>

*Mortgage Servicing*

Upon our sale of loans to GSEs or the issuance of securities through Ginnie Mae, we generally retain the mortgage servicing rights with respect to the mortgage loans. We also sell loans on a servicing-released

basis to secondary market investors where we do not retain the servicing rights. When we retain servicing rights, we are entitled to receive a servicing fee which is collected from interest payments made by the borrower and paid to us on a monthly basis equal to a specified percentage, typically between 0.25% and 0.44% per annum of the outstanding principal balance of the loans. We may also be entitled to receive additional servicing compensation, such as late payment fees and earn additional income through the use of non-interest bearing escrows. As a mortgage servicer, we are required to advance certain amounts to meet the contractual loan servicing requirements for certain investors. We may advance principal, interest, property taxes and insurance for borrowers that have become delinquent, plus any other costs to preserve the property. Also, we will advance funds to maintain, repair and market foreclosed real estate properties. Such advances are typically repaid when the loan becomes current or repaid from the proceeds generated from the sale of the property subsequent to foreclosure.

We have hired a nationally recognized residential servicer to sub-service the servicing portfolio. Although we use a sub-servicer to provide primary servicing and certain default servicing functions, our servicing surveillance team, which is experienced in loss mitigation and real estate recovery, monitors and surveys the performance of the loans and sub-servicer. We generally earn a servicing fee on each loan, but we also incur the cost of the sub-servicer as well as the internal servicing surveillance team. Incurring the cost of both a sub-servicer and an internal surveillance team reduces the net revenues we earn from the mortgage servicing portfolio, however, we believe it reduces our risk by minimizing delinquencies and repurchase risk.

During 2017, the mortgage servicing portfolio increased to \$16.3 billion as of December 31, 2017 from \$12.4 billion at the end of 2016, generating net servicing income of \$31.9 million and \$13.7 million, in 2017 and 2016, respectively. We also sell mortgage servicing rights to fund the expansion of origination volumes resulting in a decrease in our mortgage servicing portfolio. We may continue to monetize mortgage servicing rights as needed in the future. Furthermore, the value of mortgage servicing rights are affected by increases and decreases in mortgage interest rates. Therefore, volatility in mortgage rates generally causes volatility in the value of mortgage servicing rights.

### *Risk Management*

Our risk management committee, comprised of senior management, meets monthly to identify, monitor, measure and mitigate key risks in the organization. The committee's responsibilities, sometimes delegated to subcommittees, include monitoring the hedging positions and its effectiveness in mitigating interest rate risk, status of aged unsold loans, status of loans on the warehouse lines, the review of quality control reports, review of servicing portfolio and loan performance and the adequacy of the repurchase reserve and methodology.

### *Underwriting*

We primarily originate residential first mortgage loans for sale that conform to the respective underwriting guidelines established by Fannie Mae, Freddie Mac, FHA, VA and USDA. Our mortgage loans are underwritten individually on a loan-by-loan basis. Each mortgage loan originated from our retail and wholesale channel are underwritten by one of our underwriters or by a third party contract underwriter using our underwriting guidelines. Each mortgage loan originated from our correspondent channel is reviewed internally or by a third party underwriting company to determine if the borrower meets our underwriting guidelines.

Our criteria for underwriting generally include, but are not limited to, full documentation of borrower's income, assets, other relevant financial information, the specific agency's eligible loan-to-value ratios (LTV), borrower's debt-to-income ratio and full appraisals when required. Variances from any of these standards are permitted only to the extent allowable under the specific program requirements. Our underwriting procedures for all retail and wholesale loans require the use of a GSE automated underwriting system (AUS). Our underwriting procedures for all correspondent loans that have been originated by a correspondent seller includes a file review verifying that the borrower's credit and the collateral meet our applicable program guidelines and an appropriate AUS report has been completed. We also confirm the loan is compliant with regulatory guidelines. In addition, we perform quality control procedures on selected pools prior to our acquisition of the loan.

### *Quality Control*

Prior to funding, retail and wholesale loans are reviewed internally by our quality control department to verify the loan conforms to our program guidelines and meets state and federal compliance guidelines. Prior to the acquisition of a correspondent loan, we perform quality control procedures on selected pools. Management reviews the reports prior to the acquisition of any correspondent loan. We also perform post origination quality controls procedures on at least 10% of all mortgage loans funded or acquired. Additionally, we closely monitor the servicing performance of loans retained in our mortgage servicing portfolio to identify any opportunities to improve our underwriting process or procedures and identify any issues with mortgage brokers or correspondent sellers. Findings are summarized monthly and the appropriate changes are implemented.

### *Hedging*

We are exposed to interest rate risks relating to our mortgage lending operations. We use derivative instruments to manage some of our interest rate risk. However, we do not attempt to hedge interest rate risk completely. Our strategy is to mitigate the market and interest rate risk from loan originations by either selling newly originated loans to GSEs or issuing Ginnie Mae mortgage-backed securities. We typically attempt to sell our mortgage loans within 10 to 20 days from acquisition or origination.

We enter into interest rate lock commitments, or IRLCs, and commitments to sell mortgages to help mitigate some of the exposure to the effect of changing interest rates on our mortgage lending operation. We actively manage the IRLCs and uncommitted mortgage loans held for sale on a daily basis. To manage the risk, we utilize forward sold Fannie Mae and Ginnie Mae mortgage-backed securities, known as to-be-announced mortgage-backed securities (TBA MBS or Hedging Instruments), to hedge the fair value changes associated with changes in interest rates.

We are also exposed to interest rate risk associated with our mortgage servicing portfolio. Changes in interest rates affect the value of mortgage servicing rights on our consolidated balance sheets. To help manage the risk, in the fourth quarter of 2015, we began to use TBA MBS securities to hedge a portion of the fair value changes associated with changes in interest rates.

### *Data Security*

Sensitive borrower information, such as name, address and social security number is included in nearly all mortgage loan files. We seek to keep this information secure for every borrower. To do so, our policy requires all sensitive borrower data to be transmitted to us through our secure website portal which allows all of our customers, correspondent sellers, mortgage brokers and individual borrowers to send data to us securely in an encrypted manner.

### **Real Estate Services**

In 2008, we established our Real Estate Services segment to provide solutions to the distressed mortgage and real estate markets. We provide loss mitigation and real estate services primarily on our own long-term mortgage portfolio, including default surveillance, loan modification services, short sale services (where a lender agrees to take less than the balance owed from the borrower), real estate owned (REO) surveillance and disposition services and monitoring, reconciling and reporting services for residential and multifamily mortgage portfolios. The activities and related revenues have declined in recent years, and we expect these revenues to gradually decline over time as our long-term mortgage portfolio declines. These operations are conducted by IMC.

### **Long-Term Mortgage Portfolio**

The long-term mortgage portfolio primarily consists of residual interests in the securitization trusts reflected as trust assets and liabilities in our consolidated balance sheets that hold non-conforming mortgage loans originated between 2002 and 2007. Since we are no longer adding new mortgage loans to the long-term mortgage portfolio, the long-term mortgage portfolio continues to decrease and is a smaller component of our overall operating results.

Our long-term mortgage portfolio consists of our residual interests in securitizations represented on our consolidated balance sheet as the difference between total trust assets and total trust liabilities. Our long-term mortgage portfolio includes adjustable rate and, to a lesser extent, fixed rate Alt-A single-family residential mortgages and commercial (primarily multifamily residential loans) mortgages that were acquired and originated primarily by our discontinued, non-conforming mortgage lending operations and retained in our long-term portfolio before 2008. Alt-A mortgages are primarily first lien mortgages made to borrowers whose credit was generally within established Fannie Mae and Freddie Mac guidelines but have loan characteristics that make them non-conforming under those guidelines.

In previous years, we securitized mortgage loans by transferring originated residential single-family mortgage loans and multifamily commercial loans (the “transferred assets”) into non-recourse bankruptcy remote trusts which in turn issued tranches of bonds to investors supported only by the cash flows of the transferred assets. Because the assets and liabilities in the securitizations are nonrecourse to us, the bondholders cannot look to us for repayment of their bonds in the event of a shortfall. These securitizations were structured to include interest rate derivatives. We retained the residual interest in each trust, and in most cases would perform the master servicing. A trustee and servicer, unrelated to us, was named for each securitization. Cash flows from the loans (the loan payments and liquidation of foreclosed real estate properties) collected by the loan servicer are remitted to us, the master servicer. The master servicer remits payments to the trustee who remits payments to the bondholders (investors). The servicer collects loan payments and performs loss mitigation activities for defaulted loans. These activities include foreclosing on properties securing defaulted loans, which results in REO.

Commercial mortgages in our long-term mortgage portfolio are primarily adjustable rate mortgages with initial fixed interest rate periods of two, three, five, seven and ten years that subsequently convert to adjustable rate mortgages (hybrid ARMs), and are primarily secured with multi-family residential real estate. Commercial mortgages have provided greater asset diversification on our balance sheet as borrowers of commercial mortgages typically have higher credit scores and commercial mortgages typically have lower LTVs.

Historically, we securitized mortgage loans in the form of collateralized mortgage obligations, or CMOs, which were consolidated and accounted for as secured borrowings for financial statement purposes. Securitized mortgages in the form of real estate mortgage investment conduits, or REMICs, were either consolidated or unconsolidated depending on the design of the securitization structure. We consolidated the variable interest entity, or VIE, as the primary beneficiary of the sole residual interest in each securitization trust where we also performed the master servicing. Amounts consolidated were included in trust assets and liabilities as securitized mortgage collateral, real estate owned, derivative assets, securitized mortgage borrowings and derivative liabilities in the accompanying consolidated balance sheets. At December 31, 2017, our residual interests in securitizations (represented by the difference between total trust assets and total trust liabilities) increased to \$17.3 million, compared to \$15.7 million at December 31, 2016.

Since 2007, we have not added any mortgage loans to our long-term mortgage portfolio.

For additional information regarding the long-term mortgage portfolio refer to Item 7. “*Management’s Discussion and Analysis of Financial Condition,*” and Note 10. “*Securitized Mortgage Trusts*” in the notes to the consolidated financial statements.

### *Master Servicing*

Until 2007, we were retaining master servicing rights on substantially all of our non-conforming single-family residential and commercial mortgage acquisitions and originations that were sold through securitizations. Since 2008, we have not retained any additional master servicing rights, but have continued to be the master servicer of previously retained master servicing rights.

The function of a master servicer includes collecting loan payments from loan servicers and remitting loan payments, less master servicing fees receivable and other fees, to a trustee or other purchaser for each series of mortgage-backed securities or mortgages master serviced. In addition, as master servicer, we monitor compliance with the servicing guidelines and perform or contract with third parties to perform all functions not adequately performed by any loan servicer. The master servicer is also required to advance funds, or cause

the loan servicers to advance funds, to cover principal and interest payments not received from borrowers depending on the status of their mortgages, but only to the extent that it is determined that such advances are recoverable either from the borrower or from the liquidation of the property.

Master servicing fees are generally 0.03% per annum on the collected unpaid principal balance of the mortgages serviced. As a master servicer, we also earn income or incur expense on principal and interest payments received from borrowers until those payments are remitted to the investors of those mortgages. Fees from the master servicing portfolio have declined significantly due to a decrease in principal balances since the end of 2008, which in turn affects the amount we earn on balances held in custodial accounts. At December 31, 2017, we were the master servicer for approximately 19,100 mortgages with an UPB of approximately \$4.9 billion of which \$1.1 billion of those loans were 60 or more days delinquent. At December 31, 2017, we were also the master servicer for unconsolidated securitizations (included in the total master servicing portfolio above) totaling approximately \$578 million in unpaid principal balance of which \$235 million of those loans were 60 or more days delinquent. Fees earned from master servicing are separate from those earned from mortgage servicing which are generated from servicing rights from new originations since 2011.

### **Corporate**

This segment includes all corporate services groups including information technology, human resources, legal, facilities, accounting, treasury and corporate administration. This corporate services group supports all operating segments. A portion of these costs are allocated to the operating segments based on certain allocation methods. These corporate services groups are centralized to be efficient and avoid any duplicate cost burdens. Specific costs associated with being a publicly traded company are not allocated and remain in this segment.

At our corporate headquarters in Irvine, California, we occupy office space under our lease agreement. In January 2016, an amendment to our lease became effective modifying certain terms as well as extending the lease to 2024. The modification of the lease effectively eliminates the shortfall we were recording as lease impairment attributable to the office space we were subletting associated with our previously discontinued operations.

The corporate segment also includes debt expense related to the Convertible Notes due in 2020, term financing as well as capital leases. Debt service expense is not allocated and remains in this segment. We have taken advantage of very low financing rates and entered into capital lease arrangements to finance the purchase of equipment, mostly computer equipment, used in all three segments. The interest expense associated with the capital leases is not allocated and remains in this segment.

### **Regulation**

The U.S. mortgage industry is heavily regulated. Our mortgage lending operations, as well as our real estate services, are subject to federal, state and local laws that regulate and restrict the manner in which we operate in the residential mortgage industry. Plus, mortgage bankers and brokers in our wholesale production channel and correspondents from which we purchase loans are also subject to regulation, which may have an effect on our business and the mortgage loans we are able to fund or acquire. Compliance with regulations in the mortgage industry requires us to incur costs and expenses in our operations. To the extent we, or others with which we conduct business, do not comply with applicable laws and regulations, we may be subject to fines, reimbursements and other penalties. The laws and regulations that we are subject to include the following:

- the Federal Truth-in-Lending Act (known as TILA) and Regulation Z promulgated there under, which require certain disclosures to the borrowers regarding the terms of the loans and require substantial changes in compensation that can be paid to brokers and loan originators;
- the Equal Credit Opportunity Act and Regulation B promulgated there under, which prohibit discrimination on the basis of age, race, color, sex, religion, marital status, national origin, receipt of public assistance or the exercise of any right under the Consumer Credit Protection Act, in the extension of credit;



- the Fair Housing Act, which prohibits discrimination in housing on the basis of race, color, national origin, religion, sex, familial status, or handicap, in housing-related transactions;
- the Fair Credit Reporting Act, which regulates the use and reporting of information related to the borrower's credit experience;
- the Fair and Accurate Credit Transaction Act, which regulates credit reporting and use of credit information in making unsolicited offers of credit;
- the Gramm-Leach-Bliley Act, which imposes requirements on all lenders with respect to their collection and use of nonpublic financial information and requires them to maintain the security of that information;
- the Real Estate Settlement Procedures Act (known as RESPA) and Regulation X, promulgated thereunder, outlaws kickbacks that increase the cost of settlement services;
- the Home Mortgage Disclosure Act, which requires the reporting of public loan data;
- the Telephone Consumer Protection Act and the Can Spam Act, which regulate commercial solicitations via telephone, fax, and the Internet;
- the Depository Institutions Deregulation and Monetary Control Act of 1980, which preempts certain state usury laws;
- the Alternative Mortgage Transaction Parity Act of 1982, which preempts certain state lending laws which regulate alternative mortgage transactions;
- the Fair Debt Collection Practices Act, which prohibits unfair debt collection practices; and
- the Secure and Fair Enforcement for Mortgage Licensing Act of 2008, which establishes national minimum standards for mortgage licensees.

In addition, the Dodd-Frank Wall Street Reform and Consumer Protection Act is a sweeping overhaul of the financial regulatory system. The Dodd-Frank Act increased regulation of the mortgage industry, including: generally prohibiting lenders from making residential mortgage loans unless a good faith determination is made of a borrower's creditworthiness based on verified and documented information; requiring the CFPB to enact regulations to help assure that consumers are provided with timely and understandable information about residential mortgage loans that protect them against unfair, deceptive and abusive practices; and requiring federal regulators to establish minimum national underwriting guidelines for residential mortgages that lenders will be allowed to securitize without retaining any of the loans' default risk.

Our mortgage lending operations is an approved Housing and Urban Development (HUD) lender, a Ginnie Mae approved issuer and servicer and an approved seller/servicer of Fannie Mae and Freddie Mac. As such, we are required to submit annually to Fannie Mae, Freddie Mac, and HUD, as applicable, audited financial statements, or the equivalent, according to the financial reporting requirements of each regulatory entity for its sellers/servicers. Our lending activities are also subject to examination by Fannie Mae, Ginnie Mae, Freddie Mac, HUD, CFPB and state regulatory agencies at any time to assure compliance with applicable regulations, policies and procedures. Also refer to "Regulatory Risks" under Item 1A. Risk Factors for a further discussion of regulations that may affect us.

## **Competition**

We operate in a highly competitive industry that could become even more competitive as a result of legislative, regulatory, economic, and technological changes, as well as continued consolidation or expansion. Our competitors include banks, thrifts, credit unions, real estate brokerage firms, mortgage brokers and mortgage banking companies. Competition is based on a number of factors including, among others, customer

service, quality and range of products and services offered, price, reputation, interest rates, lending limits and customer convenience. To compete effectively, we must have a very high level of operational, technological, and managerial expertise, as well as access to capital at a competitive cost. Many of our competitors are larger than we are and have access to greater financial resources than we do, which can place us at a competitive disadvantage. In addition, many of our largest competitors are banks or affiliated with banking institutions, the advantages of which include, but are not limited to, the ability to hold new mortgage loan originations in an investment portfolio and having access to financing with more favorable terms than we do, including lower funding costs with bank deposits as a source of liquidity.

Our real estate services segment competes with firms that provide similar services, including loan modification companies, real estate asset management and disposition companies and real estate brokerage firms. Our competitors include mega mortgage servicers, established subprime loan servicers, and newer entrants to the specialty servicing and recovery collections business. Efforts to market our ability to provide real estate services for others is more difficult than many of our competitors because we have not historically provided such services to unrelated third parties, and we are not a rated primary or special servicer of residential mortgage loans as designated by a rating agency.

Risk factors, as outlined below, provide additional information related to risks associated with competition in the mortgage industry.

## **Employees**

As of December 31, 2017 and 2016, we had a total of 588 and 714 employees, respectively. Management believes that relations with our employees are good. We are not a party to any collective bargaining agreements.

## **ITEM 1A. RISK FACTORS**

Some of the following risk factors relate to a discussion of our assets. For additional information on our asset categories refer to Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as the accompanying notes to the consolidated financial statements.

### **Risks Related To Our Businesses**

***Our long-term success is primarily dependent on our ability to increase the profitability of our mortgage originations.***

We believe that a key driver of growth of our profitability will be increasing the profitability of our mortgage lending operations. Our success is dependent on many factors such as the documentation and data capture technology, increasing our loan origination operational capacities, increasing our mortgage origination efficiencies, attracting qualified employees, ability to maintain our approvals with Fannie Mae, Freddie Mac, Ginnie Mae and other investors, ability to increase our mortgage servicing portfolio, the ability to obtain adequate warehouse borrowing capacity, the ability to adequately maintain loan quality and manage the risk of losses from repurchases, the changing regulatory environment for mortgage lending and the ability to fund our originations.

If we are unable to generate sufficient net earnings from our mortgage lending operations and real estate services and cash flows from our mortgage portfolio, we may be unable to satisfy our future operating costs and liabilities, including repayment of our debt obligations.

***A decline in the unpaid principal balance of the servicing portfolio and the related estimated fair value of the MSR's could adversely affect our net earnings, financial condition, future servicing fees and our ability to borrow on our MSR financing facilities.***

The servicing portfolio and the value of the related MSR's are sensitive to changes in prevailing interest rates:



- a decrease in interest rates may increase prepayment speeds which may lead to (i) increased amortization expense; (ii) decrease in servicing fees; and (iii) decrease in the value of our MSRs;
- an increase in interest rates, together with an increase in monthly payments when an adjustable mortgage loan's interest rate adjusts upward from an initial fixed rate or a low introductory rate, may cause increased delinquency, default and foreclosure. Increased mortgage defaults and foreclosures may adversely affect our business as they increase our expenses and reduce the number of mortgages we service;

Our servicing portfolio is subject to "run off", meaning that mortgage loans serviced by us may be prepaid prior to maturity or repaid through standard amortization of principal. As a result, our ability to maintain the size of our servicing portfolio depends on our ability to retain the right to service the existing residential mortgages or to originate additional mortgages. Significant "run off" could result in decreasing the estimated value of the MSRs, which could have an adverse impact on our net earnings.

Our MSR financing facilities generally allow us to borrow up to 55% of the estimated fair value of MSRs. A decline in value of the MSRs could limit our ability to borrow on these facilities. Limitations on borrowings on these financing facilities imposed by the amount of eligible collateral pledged could affect the borrowing capacity of the facility, which could have an adverse impact on our financial condition.

***Our performance may be adversely affected by the performance of parties who service or sub-service our mortgage loans.***

We contract with third parties for the servicing of our mortgage loans in our long-term mortgage portfolio, for which we are the master servicer, and the servicing portfolio in our mortgage lending operations, however we retain primary responsibility to insure the loans are serviced meeting contractual and regulatory requirements. Our operations, performance and liabilities are subject to risks associated with inadequate or untimely servicing. If a servicer defaults or fails to perform to certain standards then this can be deemed to be a default or failure by us to perform those duties or functions. If we, or our sub-servicers, commit a material breach of our obligations as a servicer or master servicer, we may be subject to damages or termination if the breach is not cured within a specified period of time following notice, causing us to lose servicing rights income. In addition, we may be required to indemnify the investor or securitization trustee against losses from any failure by us, as master servicer or on behalf of the sub-servicer, to perform the servicing obligations properly. If, as a result of a servicer or sub-servicer's failure to perform adequately, we were terminated as servicer by an investor, trustee or master servicer, the value of any servicing or master servicing rights held by us could be adversely affected. Also, this could affect the cash flow generated by our servicing rights portfolio.

Poor performance by a sub-servicer may result in greater than expected delinquencies and foreclosures and losses on our mortgage loans or, in the case of our long-term mortgage portfolio, in our resulting exposure to investors, bond holders, bond insurers or others to whom we are responsible for the performance of our loan sub-servicers. As Master Servicer in our securitizations we are responsible for the duties, responsibilities and actions of the subservicers. Their actions, or lack thereof, may impose liability upon us from third party claims. A substantial increase in our delinquency or foreclosure rate could adversely affect our ability to access the capital and secondary markets for our financing needs. With respect to our long-term mortgage portfolio, greater delinquencies would adversely affect the value of our cash flows and residual interests, if any, we hold in connection with that securitization.

Mortgage servicing rights are a material asset on our consolidated balance sheets. The value of these rights are dependent upon various factors, including, but not limited to, the adequate performance of the servicing function by our sub-servicer, the responsibilities imposed on us by the investors of our loans for which we hold the servicing rights, interest rates, the cost of our sub-servicers, loan prepayments and delinquencies. As these factors and others vary, the value of our mortgage servicing rights may fluctuate which may affect our ability to meet financial covenants, maintain credit facilities, expand our operations and generate income from our operations.

***Mortgage market conditions have had and may continue to have a material adverse effect on our earnings and financial condition.***

Volatility in the real estate market, as well as inflation, energy costs, mortgage compliance, geopolitical issues and the availability and cost of credit, may contribute to increased volatility and diminished expectations for the mortgage markets. The mortgage market has been severely affected by changes in the lending landscape. Previous unprecedented disruptions and deterioration of the mortgage market have had, and may continue to have, an adverse effect on our results of operations and financial condition.

As a result of higher interest rates, a decline in refinancing transactions, current economic conditions, the mortgage regulatory environment and other factors it is projected by some mortgage organizations that mortgage originations during 2018 may be at lower volumes than 2017. As a result we may experience reduced volumes and reduced income unless we are able to garner a greater market share of originations or sufficiently reduce costs. In addition, volatility in mortgage interest rates could cause volatility in the value of our mortgage servicing rights, resulting in volatile or adverse financial results.

***If we are unable to satisfy our debt obligations or to meet or maintain the necessary financial covenant requirements with lenders or satisfy, or obtain waivers from, the continuing covenants, this could have a material adverse effect on our financial condition and results of operations.***

We have significant debt obligations including:

- \$25.0 million Convertible Promissory Notes due May 2020;
- \$70.0 million revolving debt facilities secured by MSRs of which \$35.1 million was outstanding at December 31, 2017;
- Junior Subordinated Notes with an outstanding principal balance of \$62.0 million at December 31, 2017; and
- Warehouse facilities with third-party lenders which are secured by and used to fund residential mortgage loans until such loans are sold.

Our ability to make scheduled payments on our debt obligations depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not generate cash flow from operations in the future sufficient to service our debt. If we are unable to generate cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be unfavorable to us or highly dilutive, any of which may be material to the holders of our common stock. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could have a material adverse effect on our financial condition and results of operations. Additionally, if we are unable to sell loans timely to repay the warehouse lenders prior to required curtailments, our liquidity may be adversely affected.

Furthermore, our credit and warehouse facilities contain covenants, including requirements to maintain a certain minimum net worth, liquidity, litigation judgment thresholds, debt ratios, profitability levels and other customary debt covenants. A breach of the covenants can result in an event of default under these facilities and as such allows the lender to pursue certain remedies, which may constitute a cross default under other agreements.

***Our principal stockholders beneficially own a large portion of our stock, and accordingly, may have control over stockholder matters and sales may adversely affect the market price of our common stock.***

As of February 28, 2018, Todd M. Pickup and Richard H. Pickup and their respective affiliates beneficially owned approximately 16.1% and 26.8%, respectively, of our outstanding common stock. Their beneficial ownership includes 465,116 shares and 639,535 shares of our common stock that Todd Pickup and Richard Pickup, respectively, has the right to acquire at any time by converting the outstanding principal balance of Convertible Notes Due 2020, at the initial conversion price of \$21.50 per share. As of February 28, 2018,

Thomas B. Akin and his respective affiliate beneficially owned approximately 13.3% of our outstanding common stock. These stockholders could exercise significant influence over our Company. Such ownership may have the effect of control over substantially all matters requiring stockholder approval, including the election of directors. Furthermore, such ownership and control may have the effect of delaying or preventing a change in control of our Company, impeding a merger, consolidation, takeover or other business combination involving our Company or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We do not expect that these stockholders will vote together as a group. In addition, sales of significant amounts of shares held by these stockholders, or the prospect of these sales, could adversely affect the market price of our common stock.

***We may not realize all of the anticipated benefits of our acquisitions, which could adversely affect our business, financial condition and results of operations.***

Historically, we have completed material acquisitions and may in the future look for opportunities to grow our business through acquisitions of businesses and assets. The performance of the businesses and assets we acquire through acquisitions may not match the historical performance of our other assets. Nor can we assure you that the businesses and assets we may acquire will perform at levels meeting our expectations. We may find that we overpaid for the acquired business or assets or that the economic conditions underlying our acquisition decision have changed. It may also take several quarters or longer for us to fully integrate newly acquired business and assets into our business, during which period our results of operations and financial condition may be negatively affected. Further, certain one-time expenses associated with such acquisitions may have a negative impact on our results of operations and financial condition. We cannot assure you that acquisitions will not adversely affect our results of operations and financial condition. The risks associated with acquisitions include, among others:

- unanticipated issues in integrating information, communications and other systems;
- unanticipated incompatibility in lending, purchasing, logistics, marketing and administration methods;
- direct and indirect costs and liabilities;
- not retaining key employees;
- the diversion of management's attention from ongoing business concerns;
- compliance and regulatory scrutiny; and
- goodwill impairment.

The integration process can be complicated and time consuming and could potentially be disruptive to our other operations. If the integration process is not conducted successfully and with minimal effect on the acquired business, we may not realize the anticipated economic benefits of particular acquisitions within our expected timeframe.

Through acquisitions, we may enter into business lines in which we have not previously operated. Such acquisitions could require additional integration costs and efforts, including significant time from senior management. We may not be able to achieve the synergies we anticipate from acquired businesses, and we may not be able to grow acquired businesses in the manner we anticipate. In fact, the businesses we acquire could decrease in size, even if the integration process is successful.

Further, acquisition prices can fluctuate with market conditions. We have experienced times during which acquisitions could not be made in specific markets at prices that we considered to be acceptable, and we expect that we will experience this condition in the future. In addition, in order to finance an acquisition we may borrow funds, thereby increasing our leverage and diminishing our liquidity, or we could raise additional equity capital, which could dilute the interests of our existing shareholders.

The timing of closing of our acquisitions is often uncertain. We have in the past and may in the future experience delays in closing our acquisitions, or certain tranches of them. For example, we and the applicable seller are often required to obtain certain contractual and regulatory consents as a prerequisite to closing, such as the consents of state regulators, Fannie Mae and Freddie Mac. Accordingly, even if we and the applicable

seller are efficient and proactive, the actions of third parties can impact the timing under which such consents are obtained. We and the applicable seller may not be able to obtain all of the required consents, which may mean that we are unable to acquire all of the assets that we wish to acquire. Regulators may have questions relating to aspects of our acquisitions and we may be required to devote time and resources responding to those questions. It is also possible that we will expend considerable resources in the pursuit of an acquisition that, ultimately, either does not close or is terminated.

***If our goodwill, other intangible assets or deferred tax assets become impaired, we may be required to record a significant charge to earnings which might have a significant impact on our financial position and results of operations.***

As required by accounting rules, we review our goodwill for impairment at least annually as of December 31 or more frequently if facts and circumstances indicate that it is more likely than not that the fair value of a reporting unit that has goodwill is less than its carrying value. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill might not be recoverable include declines in our profitability, a significant decline in projections of future cash flows and lower future growth rates in our industry. As of December 31, 2017, we had approximately \$104.6 million of goodwill and \$21.6 million of intangible assets, which could be subject to impairment in future periods.

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. Significant judgment is required in determining our provision for income taxes. We regularly review our deferred tax assets for recoverability and establish a valuation allowance if it is more likely than not that some portion or all of a deferred tax asset will not be realized. If we are unable to generate sufficient future taxable income, if there is a material change in the actual effective tax rates, if there is a change to the time period within which the underlying temporary differences become taxable or deductible, then we could be required to increase our valuation allowance against our deferred tax assets, which could result in a material increase in our tax rate and an adverse impact on future operating results. As a result of a reduction in projected future utilization and the recent change in tax rates, we recorded a \$17.8 million decrease in our deferred tax assets. Our deferred tax assets, net of valuation allowances, totaled approximately \$6.6 million at December 31, 2017.

***Our hedging strategies implemented by our mortgage lending operations may not be successful in mitigating our risks associated with the market movement of interest rates.***

We use various derivative financial instruments to provide a level of protection against interest rate risks in our mortgage lending operations, but no hedging strategy can protect us completely. When interest rates change, we expect to record a gain or loss on derivatives which would be offset by an inverse change in the value of mortgage loans held for sale, our held mortgage servicing rights and interest rate lock commitments. We cannot assure you, however, that our use of derivatives will offset the risks related to changes in interest rates. There have been periods, and it is likely that there will be periods in the future, during which we will not have offsetting gains or losses in mortgage loans, mortgage servicing rights and interest rate lock commitment values after accounting for our derivative financial instruments. The derivative financial instruments we select may not have the effect of reducing our interest rate risk. In addition, the nature and timing of hedging transactions may influence the effectiveness of these strategies. Poorly designed strategies, improperly executed and recorded transactions or inaccurate assumptions could actually increase our risk and losses. In addition, hedging strategies involve transaction and other costs. We cannot assure you that our hedging strategy and the derivatives that we use will adequately offset the risk of interest rate volatility or that our hedging transactions will not result in losses.

***Regulatory laws affecting our operations, or interpretations of them, may affect our mortgage lending operations.***

Existing laws, regulations, or regulatory policies and changes thereto or to the way they are interpreted can affect whether and to what extent we may be able to expand our mortgage lending activities and compliance with such requirements could expose us to fines, penalties or licensing restrictions that could affect our operations. Many states and local governments and the Federal government have enacted or may enact laws or regulations that restrict or prohibit some provisions in some programs or businesses that we currently

participate in or plan to participate in the future. As such, we cannot be sure that in the future we will be able to engage in activities that were similar to those we engaged or participated in in the past thereby limiting our ability to commence new operations. As a result, we might be at a competitive disadvantage which would affect our operations and profitability.

We are subject to federal, state and local laws and regulations related to the mortgage industry that generally regulate interest rates and other charges, require certain disclosures, and require applicable licensing. In addition, other state and local laws, public policy and general principles of equity relating to the protection of consumers, unfair and deceptive practices and debt collection practices may apply to the origination, servicing and collection of our loans. Violations of certain provisions of these federal and state laws and regulations may limit our ability to collect all or part of the principal of or interest on the loans and in addition could subject us to damages, could result in the mortgagors rescinding the loans whether held by us or subsequent holders of the loans, or could cause us to repurchase the loan and thereby suffer a loss on the transaction. In addition, such violations could subject us to fines and penalties imposed by state and federal regulators and cause us to be in default under our credit and repurchase lines and could result in the loss of licenses held by us.

The regulatory changes in loan originator compensation, qualified mortgage requirements and other regulatory restrictions may put us at a competitive disadvantage to our competitors. Since some banks and financial institutions are not subject to the same regulatory changes as mortgage lenders, they could have an advantage over independent mortgage lenders. As a result of the nature of our operations, our capital, costs, source of funds and other similar factors may affect our ability to maintain and grow lending.

The Consumer Financial Protection Bureau has implemented rules and interpretations with strict residential mortgage loan compliance and underwriting standards as called for in the Dodd-Frank Act. The Act imposes significant liability for violation of those underwriting standards, and offers certain protection from that liability only for loans that comply with tight limitations and that do not contain certain alternative features (like balloon payments or interest only provisions). Those requirements and subsequent changes may affect our ability to originate residential mortgage loans or the profitability of those operations.

Additionally, the Mortgage Reform and Anti-Predatory Lending Act (“Mortgage Act”) imposes a number of additional requirements on lenders and servicers of residential mortgage loans by amending certain existing provisions and adding new sections to TILA, RESPA, and other federal laws. This includes the TILA RESPA Integrated Disclosure requirements and new disclosure requirements, fee limitations and timing requirements in most of our loan products. The Mortgage Act also broadly prohibits unfair, deceptive or abusive acts or practices, and knowingly or recklessly providing substantial assistance to a covered person in violation of that prohibition. The penalties for noncompliance with any of these laws are also significantly increased by the Mortgage Act, which could lead to an increase in lawsuits against mortgage lenders and servicers or could lead to fines, penalties licensing restrictions or a loss of licenses which could restrict our ability to expand or continue lending in certain states.

***Our share prices have been and may continue to be volatile and the trading of our shares may be limited.***

The market price of our securities has been volatile. We cannot guarantee that a consistently active trading market for our securities will continue. In addition, there can be no assurances that such markets will continue or that any shares which may be purchased may be sold without incurring a loss. Any such market price variation of our shares may not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value, and may not be indicative of the market price for the shares in the future. The market price of our securities is likely to continue to be highly volatile and could be significantly affected by factors including:

- unanticipated fluctuations in our operating results;
- general market and mortgage industry conditions;
- mortgage and real estate fees;
- delinquencies and defaults on outstanding mortgages;



- loss severities on loans and REO;
- prepayments on mortgages;
- the regulatory environment and results of our mortgage originations;
- mark to market adjustments related to the fair value of loans held- for-sale, mortgage servicing rights, long-term debt and derivatives;
- interest rates; and
- litigation.

During 2017, our common stock reached an intra-day high sales price of \$17.40 on May 10, 2017, and an intra-day low sales price of \$9.92 on December 27, 2017. As of March 1, 2018, our stock price closed at \$9.43 per share. In addition, significant price and volume fluctuations in the stock market have particularly affected the market prices for the securities of mortgage companies such as ours. Furthermore, general conditions in the mortgage industry may adversely affect the market price of our securities. These broad market fluctuations have adversely affected and may continue to adversely affect the market price of our securities. If our results of operations fail to meet the expectations of security analysts or investors in a future quarter, the market price of our securities could also be materially adversely affected and we may experience difficulty in raising capital.

***Growth may place significant demands on our management and our infrastructure.***

For our operations to continue to grow in size, scope and complexity, we will need to improve and upgrade our systems and infrastructure to meet the demands and maintain efficiency of our business. Growth could strain our ability to maintain reliable service levels, develop and improve our operational, financial and management controls, enhance our reporting systems and procedures and recruit, train and retain highly skilled personnel. Managing our growth will require significant expenditures and allocation of valuable management resources. If we fail to achieve the necessary level of efficiency in our organization as it grows, our business would be harmed.

***Loss of our approvals with, or the potential limitation or wind-down of, the role Ginnie Mae, Fannie Mae and Freddie Mac play in the residential mortgage-backed security (MBS) market could adversely affect our business, operations and financial condition.***

We originate loans eligible for sale to Fannie Mae, Freddie Mac, government insured or guaranteed loans, such as FHA, VA and USDA loans, and loans eligible for Ginnie Mae securities issuance. We also service loans sold to the GSEs and other investors. We believe that having the ability to both sell loans directly to these agencies and issue Ginnie Mae securities gives us an advantage in the overall mortgage origination market. The government may limit over time the role of the GSEs in guaranteeing mortgages and purchasing mortgage loans, as well as proposals to implement reforms relating to borrowers, lenders, and investors in the mortgage market, including reducing the maximum size of a loan that the GSEs can purchase, phasing-in a minimum down payment requirement for borrowers, changing underwriting standards, and increasing accountability and transparency in the securitization process. The GSEs may also limit the amount of loans a company can sell to them based upon the company's net worth or the performance of loans sold to them. This could negatively impact our financial condition, net earnings and growth.

We also service loans on behalf of Fannie Mae and Freddie Mac, as well as loans that have been delivered into securitization programs sponsored by Ginnie Mae in connection with the issuance of agency guaranteed mortgage-backed securities. These entities establish the base service fee to compensate us for servicing loans as well as the assessment of fines and penalties that may be imposed upon us for failing to meet servicing standards.

The extent and timing of any regulatory reform regarding the GSEs and the home mortgage market, as well as any effect on Impac's business operations and financial results, are uncertain. If the agencies cease to

exist, wind down, or otherwise significantly change their business operations or if we lose our approved seller/servicer status with the GSEs, the GSE's limit the amount of loans we can sell to them, or we otherwise are unable to sell loans to them there could be a material adverse effect on our mortgage lending operations, financial condition, results of operations and cash flows.

***Our product offering may expose us to a higher risk of delinquencies, regulatory risks, foreclosures and losses adversely affecting our earnings and financial condition.***

We originate and acquire various types of residential mortgage products, which include NonQM and non-conforming loan products. Unlike Qualified Mortgages, NonQM loans do not benefit from a presumption that the borrower has the ability to repay the loan. We understand that these types of products may be relatively new in today's marketplace and while we have taken great steps to try and mitigate any exposure and insure that we have made a reasonable determination that the borrowers will have the ability to repay the loan, this type of product does have increased risk and exposure to litigation and claims of borrowers. If, however, we were to make a loan as to which we did not satisfy the regulatory standards for ascertaining the borrower's ability to repay the loan, the consequences could include giving the borrower a defense to repayment of the loan, which may prevent us from collecting interest and principal on that loan.

These are mortgages that generally did not qualify for purchase by government-sponsored agencies such as Fannie Mae and Freddie Mac. Credit risks associated with all these mortgages may be greater than those associated with conforming mortgages. Mortgages made to these borrowers may entail a higher risk of delinquency and higher losses than mortgages made to borrowers who utilize conventional mortgage sources. Delinquency, foreclosures and losses generally increase during economic slowdowns or recessions. The actual risk of delinquencies, foreclosures and losses on mortgages made to these borrowers may be higher under current economic conditions than those in the past. Additionally, the combination of different underwriting criteria and higher rates of interest leads to greater risk, including higher prepayment rates and higher delinquency rates and /or credit losses. These also include loans that are interest only. If there is a decline in real estate values, as previously seen, borrowers may default on these types of loans since they have not reduced their principal balances, which, therefore, could exceed the value of their property. In addition, a reduction in property values would also cause an increase in the loan-to-value (LTV) ratio for that loan which could have the effect of reducing the value of the property collateralized by that loan, reducing the borrowers' equity in their homes to a level that would increase the risk of default. If we have sold the loan or the servicing of the loan, this may violate the representations and warranties we made in such a sale and impose upon us an obligation to repurchase the loan. In addition, if we expand our products beyond residential mortgages to other types of consumer lending products, we may encounter additional risks associated with these products.

***A failure in or breach of our technology infrastructure, or the systems operated by our third-party service providers, to protect confidential information of borrowers could damage our reputation and substantially harm our business.***

We, or our third party service providers, maintain certain confidential information relating to our borrowers for mortgage loans. If the information is maintained electronically, we rely on encryption and authentication technology licensed from third parties to affect secure transmission of confidential information, including personal information and credit card numbers. Advances in computer capabilities, new discoveries in the field of cryptography or other developments may result in a compromise or breach of the technology used by us to protect customer transaction data. We may also be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems, which could lead to loss of critical data or the unauthorized disclosure of confidential borrower data. The possession and use of personal information in conducting our business subjects us to legislative and regulatory burdens that may require notification to customers of a security breach, restrict our use of personal information and hinder our ability to operate our mortgage lending business. A failure in or breach of the security of our information systems, or those of our service providers, could result in damage to our reputation and harm our business.

***Our ability to utilize our net operating losses and certain other tax attributes may be limited.***

At the end of our 2017 taxable year, we had federal and California net operating loss (NOL) carry-forwards of approximately \$619.9 million and \$431.0 million, respectively. Federal NOLs begin to expire



in 2027 and California NOLs begin to expire in 2028. We may not generate sufficient taxable income in future periods to be able to realize fully the tax benefits of our NOL carry-forwards. Although, under existing tax rules, we are generally allowed to use those NOL carry-forwards to offset taxable income in subsequent taxable years, our ability to use those NOL carry-forwards to offset income may be severely limited to the extent that we experience an ownership change within the meaning of Section 382 of the Internal Revenue Code. These provisions could also limit our ability to deduct certain losses (built-in losses) we recognize after an ownership change with respect to assets we own at the time of the ownership change. In general, an ownership change, as defined by Section 382, results from transactions increasing ownership of certain stockholders or public groups in our stock by more than 50% over a three-year period. In addition, the generation of taxable income from cancellation of debt may further reduce the NOL. Any limitation on our NOL carry-forwards that could be used to offset taxable income would adversely affect our liquidity and cash flow, as and when we become profitable. In 2013, we enacted a NOL rights plan, approved by stockholders, which is designed to mitigate the risk of losing net operating loss carry-forwards and certain other tax attributes from being limited in reducing future income taxes. On July 19, 2016, our stockholders approved an amendment to our Rights Plan extending the expiration date to September 2, 2019. An NOL rights plan does not prevent a change of control transaction but instead strongly discourages it.

***We may become, and in some cases are, a defendant in lawsuits, some of which may be class action matters, and we may not prevail in these matters; We recently received an adverse ruling which may have a material adverse effect on our financial condition or results of operations.***

Individual and class action lawsuits and regulatory actions alleging improper marketing practices, abusive loan terms and fees, disclosure violations and other matters are risks faced by all mortgage originators. We are a defendant in purported class actions pending in different states and could be named in other matters. Some of the actions allege generally that the loan originator (whether or not Impac) improperly charged fees in violation of various state lending or consumer protection laws in connection with mortgages that we acquired while others allege that our lending or servicing practice was a statutory violation, an unlawful business practice, an unfair business practice or a breach of a contract. They generally seek unspecified compensatory damages, punitive damages, pre- and post-judgment interest, costs and expenses and rescission of the mortgages, as well as a return of any improperly collected fees. We will incur defense costs and other expenses in connection with the lawsuits, and we cannot assure you that the ultimate outcome of these or other actions will not have a material adverse effect on our financial condition or results of operations. In addition to the expense and burden incurred in defending any of these actions and any damages that we may suffer, our management's efforts and attention may be diverted from the ordinary business operations in order to address these claims. We may also issue shares of common stock to settle outstanding obligations and liabilities which could also affect the market price of our common stock. Plus, we may be deemed in default of our warehouse lines if a judgment for money that exceeds specified thresholds is rendered against us. If the final resolution of this litigation is unfavorable to us in any of these actions, our financial condition, results of operations and cash flows might be materially adversely affected.

We are subject to a purported class action lawsuit relating to our Series B Preferred Stock in which holders are seeking cumulative dividends, unpaid dividends, certain restrictions on our actions, including the ability to pay common stock dividends, and the election of two directors by the preferred holders. In December 2017, we received an unfavorable court ruling that the rights, preferences and terms of the Series B Preferred Stock prior to the 2009 closing of the tender offer and consent solicitation remain in effect, that the 2009 amendments were ineffective, and the 2004 rights remain in effect. We intend to appeal the decision. If not reversed, the decision affects the rights of the Series B holders to receive, when and as authorized by the Board of Directors, cumulative preferential cash dividends at a rate of 9.375% of the \$25.00 liquidation preference per annum (equivalent to a fixed annual amount of \$2.34375 per shares) payable on a quarterly basis. Further, plaintiffs have presented post-decision arguments that Impac is required to pay three quarters of dividends to Series B stockholders and to accrue all unpaid dividends. In addition, under the Series B Preferred Stock terms prior to the 2009 amendments, whenever dividends are in arrears for six or more quarters, whether or not consecutive, the Series B Preferred Stock will be entitled to call a special meeting for the election of two additional directors. The 2004 rights also provide for certain other voting rights prior to amendment of any provisions of our charter so as to materially and adversely affect the Series B Preferred Stock, or approve a merger or similar transaction unless the Series B Preferred Stock remain outstanding and materially unchanged. We would also be prohibited from paying any dividend on our common stock until dividends on

the Series B Preferred Stock are paid in full. Appeal of the court ruling will continue the cost and expense related to defending this lawsuit and diversion of our management's efforts and attention from ordinary business operations in order to address the claims. This court ruling and the possible judgment may have a material adverse effect on our financial condition or results of operations.

***Issuances of additional shares of our common stock may adversely affect its market price and significantly dilute stockholders.***

In order to support our business objectives, we may raise capital through the sale of equity or convertible securities. In April 2017, we sold 4,423,381 shares of common stock in a registered direct offering and during 2016 we sold 3,450,000 shares of common stock in a public offering as well as issued an aggregate of 361,429 shares pursuant to an "At-the Market" offering. The issuance or sale, or the proposed sale, of substantial amounts of our common stock in the public market could materially adversely affect the market price of our common stock or other outstanding securities. We do not know the actual or perceived effect of these issuances, the timing of any offerings or issuances of securities, the potential dilution of the book value or earnings per share of our securities then outstanding and the effect on the market price of our securities then outstanding.

***We do not expect to pay dividends in the foreseeable future and we may be restricted in paying dividends on our common stock.***

We do not anticipate paying any dividends on our common stock in the foreseeable future as we intend to retain any future earnings for funding growth. In addition, our existing and any future warehouse facilities may contain covenants prohibiting dividend payments upon an occurrence of a default or otherwise. Furthermore, if we do not succeed in appealing and reversing an adverse judgment on the proposed class action relating to our Series B Preferred stock and we are required to pay dividends on the Series B Preferred stock, we will be prohibited from paying dividends on our common stock until such preferred stock dividends are paid. As a result, you should not rely on an investment in our stock if you require dividend income. Capital appreciation, if any, of our stock may be your sole source of gain for the foreseeable future.

***Representations and warranties made by us in our loan sales, servicing rights sales and securitizations may subject us to liability.***

In connection with our loan and/or servicing rights sales to third parties and our prior securitizations, we transferred mortgages and/or servicing rights to third parties or, to a lesser extent, into a trust in exchange for cash and, in the case of a securitized mortgage, residual certificates issued by the trust. The trustee, purchaser, bondholder, guarantor or other entities involved in the sales or issuance of the securities (which may include bond insurers) may have recourse to us with respect to the breach of the representations and warranties made by us at the time such mortgages and/or servicing rights are transferred or when the securities are sold. We attempt to mitigate the potential recourse from such purchasers by seeking remedies from correspondent sellers and wholesale brokers who originated the mortgages if we did not originate the loan. However, many of the entities we acquired loans from in the past are no longer in business or may not be able to financially cover the losses. Furthermore, if we discover, prior to the sale or transfer of a loan, that there is any fraud or misrepresentation with respect to the mortgage and the originator fails to repurchase the mortgage, then we may not be able to sell the mortgage or we may have to sell the mortgage at a discount. Changes in the timing, processes and procedures of our primary investors' review of loans which they purchase from us may affect the number of loans that are rejected, the timing of our loan sales, or the frequency of repurchase demands issued to us. Also, similar changes by mortgage insurers who agree to insure loans may also affect the frequency and timing of our loan sales. As a result, the effectiveness of our loan sales, our repurchase reserves and our profitability may be affected as we may have to sell loans at a discount.

***Litigation in the mortgage industry related to securitizations against issuers, sellers, servicers, originators, underwriters and others may adversely affect our business operations.***

As defaults, delinquencies, foreclosures, and losses in the real estate market continue, there have been lawsuits by various investors, insurers, underwriters and others against various participants in securitizations, such as sponsors, depositors, underwriters, servicers and loan sellers. Some lawsuits have alleged that the

mortgage loans had origination defects, that there were misrepresentations made about the mortgage loans and that the parties failed to properly disclose the quality of the mortgage loans or repurchase defective loans wherein servicing standards were not maintained or that there were other misrepresentations or false representations. Historically, we both securitized and sold mortgage loans to third parties that may have been deposited or included in pools for securitizations. As a result, we may incur significant legal and other expenses in defending against claims and litigation and we may be required to pay settlement costs, damages, penalties or other charges which could adversely affect our financial results.

***Loss of our current executive officers or other key management could significantly harm our business.***

We depend on the diligence, skill and experience of our senior executives. We believe that our future results will also depend in part upon our attracting and retaining highly skilled and qualified management. We seek to compensate our executive officers, as well as other employees, through competitive salaries, bonuses and other incentive plans, but there can be no assurance that these programs will allow us to retain key management executives or hire new key employees. The loss of senior executive officers and key management could have a material adverse effect on our operations because other officers may not have the experience and expertise to readily replace these individuals. Competition for such personnel is intense, and we cannot assure you that we will be successful in attracting or retaining such personnel. The loss of, and changes in, key personnel and their responsibilities may be disruptive to our business and could have a material adverse effect on our business, financial condition and results of operations.

***The geographic concentration of our mortgages increases our exposure to risks in those areas.***

We do not set limitations on the percentage of mortgages composed of properties located in any one area (whether by state, zip code or other geographic measure). Concentration in any one area increases our exposure to the economic and natural hazard risks associated with that area. A majority of our mortgage acquisitions and originations and mortgages held in our long-term mortgage portfolio are secured by properties in California and, to a lesser extent, Florida, Washington and Arizona. These states have previously experienced, and may experience in the future, economic downturns and California and Florida have also suffered the effects of certain natural hazards. During past economic downturns, real estate values in California and Florida have decreased drastically, which could have a material adverse effect on our results of operations or financial condition. In addition, Florida is among several states with higher than average costs for investors in circumstances of mortgage default and foreclosure, since the foreclosure process takes significantly longer than average. Accordingly, to the extent the mortgages we originate or are held in our long-term mortgage portfolio experience defaults or foreclosures in that area, we may be exposed to higher losses.

Furthermore, if borrowers are not insured for natural disasters, which are typically not covered by standard hazard insurance policies, then they may not be able to repair the property or may stop paying their mortgages if the property is damaged. This would cause increased foreclosures and decrease our ability to recover losses on properties affected by such disasters. This would have a material adverse effect on our results of operations or financial condition.

***Our vendor relationships subject us to a variety of risks.***

We have significant vendors that, among other things, provide us with financial, technology and other services to support our mortgage loan servicing and origination businesses. Some of these outsourced services, such as technology, could have a material effect on our business and operations if our third party provider was unable to, or failed to, properly provide such services. With respect to vendors engaged to perform activities required by servicing criteria, we have elected to take responsibility for assessing compliance with the applicable servicing criteria for the applicable vendor and are required to have procedures in place to provide reasonable assurance that the vendor's activities comply in all material respects with servicing criteria applicable to the vendor, including but not limited to, monitoring compliance with our predetermined policies and procedures and monitoring the status of payment processing operations. In the event that a vendor's activities do not comply with the servicing criteria, it could negatively impact our servicing agreements. In addition, if our current vendors were to stop providing services to us on acceptable terms, including as a result of one or more vendor bankruptcies due to poor economic conditions, we may be unable to procure alternatives from other vendors in a timely and efficient manner and on acceptable terms, or at all. Further, we may incur

significant costs to resolve any such disruptions in service and this could adversely affect our business, financial condition and results of operations. Additionally, in April 2012 the CFPB issued CFPB Bulletin 2012-03 which states that supervised banks and non-banks could be held liable for actions of their service providers. As a result, we could be exposed to liability, CFPB enforcement actions or other administrative penalties if the vendors with whom we do business violate consumer protection laws.

***We may not be able to access financing sources on favorable terms, or at all, which could adversely affect our ability to implement and operate our business as planned.***

Future financing sources may include borrowings in the form of credit facilities (including term loans and revolving facilities), repurchase agreements, warehouse facilities, structured financing arrangements, public and private equity and debt issuances and derivative instruments, in addition to transactions or asset specific funding arrangements. Our access to sources of financing depends upon a number of factors some of which we have little or no control, including general market conditions, resources and policies of lenders. Under current market conditions, many forms of structured financing arrangements are generally unavailable, which also in the past has limited our ability to borrow under short term warehouse and repurchase agreements that are intended to be refinanced by such financings. In addition, if regulatory capital requirements imposed on our private lenders change, they may be required to limit, or increase the cost of, financing they provide to us. In general, this could potentially increase our financing costs and reduce our liquidity. Consequently, the expansion of our mortgage lending operations may be dictated by the cost and availability of financing, specifically warehouse facilities. Depending on market conditions at the relevant time, we may have to rely more heavily on additional equity issuances, which may be dilutive to our shareholders, or on less efficient forms of debt financing that require a larger portion of our cash flow from operations, thereby reducing funds available for our operations and future business opportunities. We cannot assure you that we will have access to such equity or debt capital on favorable terms (including, without limitation, cost and term) at the desired times, or at all, which could negatively affect our results of operations. If our access to such funds are restricted or are on terms that are materially changed, we may not be able to continue those operations which may affect our income and loan origination volumes.

***If we are forced to liquidate, we may have few unpledged assets for distribution to unsecured creditors or equity holders.***

In the event we are forced to liquidate, the majority of our assets is either collateral for specific borrowings or pledged as collateral for secured liabilities. We may have few remaining assets available for unsecured creditors and equity holders.

***If we fail to maintain effective systems of internal control over financial reporting and disclosure controls and procedures, we may not be able to report our financial results accurately or prevent fraud, which could cause current and potential stockholders to lose confidence in our financial reporting, adversely affect the trading price of our securities or harm our operating results.***

Effective internal control over financial reporting and disclosure controls and procedures are necessary for us to provide reliable financial reports and effectively prevent fraud and operate successfully as a public company. We cannot be certain that our efforts to improve or maintain our internal control over financial reporting and disclosure controls and procedures will be successful or that we will be able to maintain adequate controls over our financial processes and reporting in the future. Any failure to develop or maintain effective controls or difficulties encountered in their implementation or other effective improvement of our internal control over financial reporting and disclosure controls and procedures could harm our operating results, or cause us to fail to meet our reporting obligations. If we are unable to adequately establish or maintain our internal control over financial reporting, our external auditors will not be able to issue an unqualified opinion on the effectiveness of our internal control over financial reporting. In the past, we have reported, and may discover in the future, material weaknesses in our internal control over financial reporting.

Ineffective internal control over financial reporting and disclosure controls and procedures could cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our securities or affect our ability to access the capital markets and could result in regulatory proceedings against us by, among others, the SEC. In addition, a material weakness in internal control over



financial reporting, which may lead to deficiencies in the preparation of financial statements, could lead to litigation claims against us. The defense of any such claims may cause the diversion of management's attention and resources, and we may be required to pay damages if any such claims or proceedings are not resolved in our favor. Any litigation, even if resolved in our favor, could cause us to incur significant legal and other expenses or cause delays in our public reporting. Such events could harm our business, affect our ability to raise capital and adversely affect the trading price of our securities.

***Provisions in our charter documents and Maryland law, as well as our NOL Rights Plan, impose limitations that may delay or prevent our acquisition by a third party.***

Our charter and bylaws contain provisions that may make it more difficult for a third party to acquire control of us without the approval of our board of directors. These provisions include, among other things, advance notice for raising business issues or making nominations at meetings and blank check preferred stock that allows our board of directors, without stockholder approval, to designate and issue additional series of preferred stock with rights and terms as our board of directors may determine, including rights to dividends and proceeds in a liquidation that are senior to our common stock.

We are also subject to certain provisions of the Maryland General Corporation Law, which could delay, prevent or deter a merger, acquisition, tender offer, proxy contest or other transaction that might otherwise result in our stockholders receiving a premium over the price for their common stock or may otherwise be in the best interests of our stockholders. This includes the "business combinations" statute that prohibits transactions between a Maryland corporation and "interested stockholders," which is any person who beneficially owns 10% or more of the voting power of our then-outstanding voting stock for a period of five years unless the board of directors approved the transaction prior to the party's becoming an interested stockholder. The five-year period runs from the most recent date on which the interested stockholder became an interested stockholder. The law also requires a super majority stockholder vote for such transactions after the end of the five-year period.

Maryland law also provides that "control shares" of a Maryland corporation acquired in a "control share acquisition" have no voting rights except to the extent approved by a vote of two-thirds of the shares eligible to vote. The control share acquisition statute would not apply to shares acquired in a merger, consolidation or share exchange if we were a party to the transaction. The control share acquisition statute could have the effect of discouraging offers to acquire us and of increasing the difficulty of consummating any such offers, even if our acquisition would be in our stockholders' best interests.

We have also adopted a Tax Benefits Preservations Rights Agreement, also known as an NOL rights plan, pursuant to which each share of common stock also has a "right" attached to it. Although the NOL rights plan was adopted to help preserve the value of certain deferred tax benefits, including those generated by net operating losses, it also has the effect of deterring or delaying an acquisition of our Company by a third party. The rights are not exercisable except upon the occurrence of certain takeover-related events—most importantly, the acquisition by a third party (the "Acquiring Person") of more than 4.99% of our outstanding voting shares. Once triggered, the rights entitle the stockholders, other than the Acquiring Person, to certain "flip-in", "flip-over" and exchange rights. The effect of triggering the rights is to expose the Acquiring Person to severe dilution of its ownership interest, as the shares of our common stock (or any surviving corporation) are offered to all of the stockholders other than the Acquiring Person at a steep discount to their market value. On July 19, 2016, our stockholders approved an amendment to the Company's Rights Plan extending the expiration date to September 2, 2019. We have in the past, and may in the future, grant waivers to the limitations imposed by our Tax Benefits Preservations Rights Agreement. This may effect the holdings of those shareholders who obtained the waivers and may affect the protection of, and hence the ability to make use of, our NOL's.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## **ITEM 2. PROPERTIES**

Our primary executive and administrative offices are located at 19500 Jamboree Road, Irvine, California 92612 where we have a premises lease expiring in September 2024. The premises consist of four floors where we occupy approximately 119,600 square feet with a weighted annual rental rate of \$33.11 per square foot, which amount increases every 12 months. We also have an office in Orange, California consisting of approximately 57,200 square feet at an annual rate of \$26.05 per square foot.

## **ITEM 3. LEGAL PROCEEDINGS**

Information with respect to this item may be found in Note 17 – Commitments and Contingencies in the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

## **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND PURCHASES OF EQUITY SECURITIES**

Our common stock is currently listed on the NYSE MKT under the symbol "IMH".

The following table summarizes the high and low sales prices for our common stock for the periods indicated:

	2017			2016		
	High	Low	Close	High	Low	Close
First Quarter	15.23	12.04	12.46	18.34	11.51	13.87
Second Quarter	17.40	12.11	15.13	16.26	13.15	15.68
Third Quarter	15.69	12.20	13.06	18.50	13.00	13.19
Fourth Quarter	13.85	9.92	10.16	16.74	13.17	14.02

On March 1, 2018, the last quoted price of our common stock on the NYSE MKT was \$9.43 per share. As of March 1, 2018, there were 185 holders of record, including holders who are nominees for an undetermined number of beneficial owners, of our common stock.

Our Board of Directors authorizes in its discretion the payment of cash dividends on its common stock, subject to an ongoing review of our profitability, liquidity and future operating cash requirements. We and some of our subsidiaries are subject to restrictions under our warehouse borrowings and long-term debt agreements on our ability to pay dividends if there is an event of default or otherwise. Plus, certain debt arrangements require the maintenance of ratios and contain restrictive financial covenants that could limit our ability, and the ability of our subsidiaries, to pay dividends. Furthermore, if we do not succeed in appealing and reversing an adverse judgment on the purposed class action relating to our Series B Preferred stock and we are required to pay dividends on the Series B Preferred stock, we will be prohibited from paying dividends on our common stock until such preferred stock dividends are paid. The Board of Directors did not declare cash dividends on our common stock during the years ended December 31, 2017 and 2016. We do not expect to declare or pay any cash dividends on our common stock in the foreseeable future.

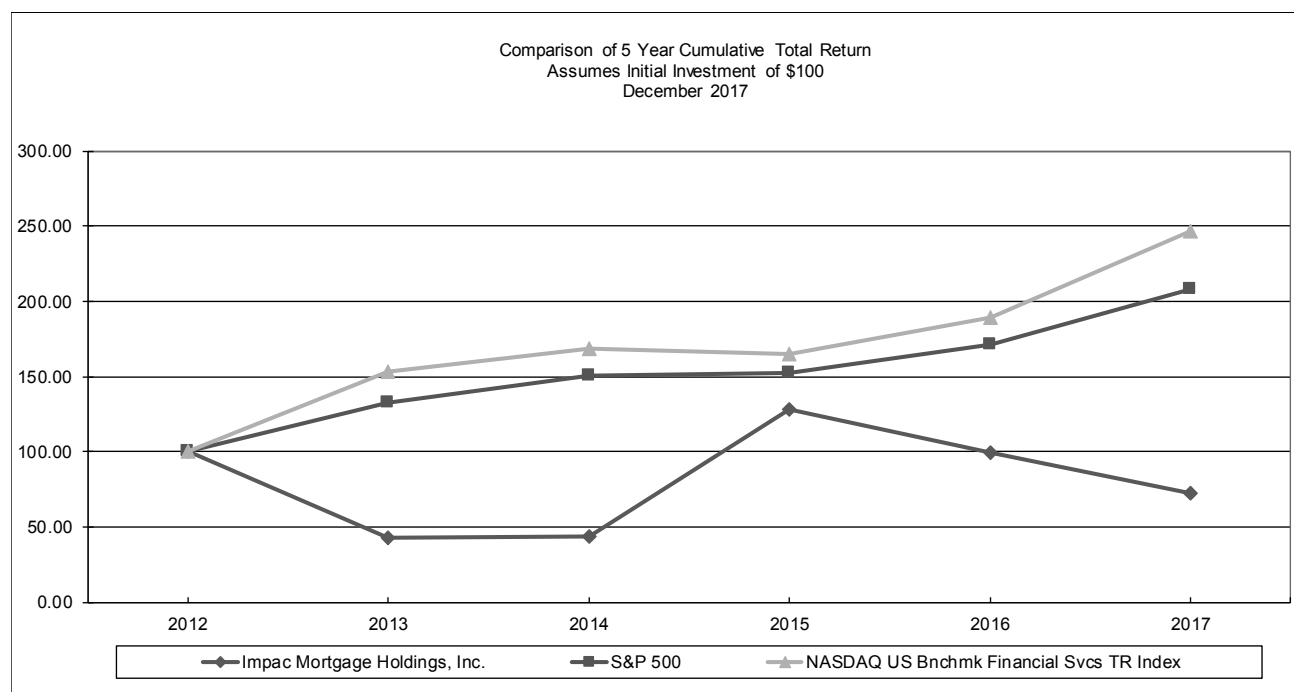
#### *Performance Graph*

The following graph shows a comparison of the cumulative total stockholder return for our common stock, S&P 500 and the S&P North American Financial Services Sector Index from January 1, 2013 through December 31, 2017. This graph assumes an initial investment of \$100 on January 1, 2013 in each of our common stock, S&P 500 and the S&P North American Financial Services Sector Index (and the reinvestment of all dividends).

The comparisons shown in the graph below are based on historical data and we caution that the stock price performance shown in the graph is not indicative of, and is not intended to forecast, the potential future performance of our common stock. The following graph and related information shall not be deemed soliciting



materials" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filings under the Securities Act.



## ITEM 6. SELECTED FINANCIAL DATA

The following selected condensed consolidated statements of operations data for each of the years in the five-year period ended December 31, 2017 and the condensed consolidated balance sheet data as of the year-end for each of the years in the five-year period ended December 31, 2017 were derived from the audited consolidated financial statements. Such selected financial data should be read in conjunction with the consolidated financial statements and the notes to the consolidated financial statements starting on page F-1 and with Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

### Statement of Operations Data (1): (in thousands, except per share data)

	For the year ended December 31,				
	2017	2016	2015	2014	2013
Gain on sale of loans, net	\$ 136,147	\$ 311,017	\$ 169,206	\$ 28,217	\$ 55,854
Real estate services fees, net	5,856	8,395	9,850	14,729	19,370
Servicing fees, net	31,902	13,734	6,102	4,586	4,298
(Loss) gain on mortgage servicing rights, net	(35,880)	(36,441)	(18,598)	(5,116)	6,567
Personnel expense	(89,647)	(124,559)	(77,821)	(37,398)	(64,769)
Business promotion	(40,276)	(42,571)	(27,650)	(1,182)	(2,737)
Accretion of contingent consideration	(2,058)	(6,997)	(8,142)	—	—
Change in fair value of contingent consideration	13,326	(30,145)	45,920	—	—
Other	(30,753)	(44,670)	(39,944)	(8,853)	(27,662)
(Loss) earnings before income taxes	(11,383)	47,763	58,923	(5,017)	(9,079)
Income tax (expense) benefit	(20,138)	(1,093)	21,876	(1,305)	1,031
Net (loss) earnings	(31,521)	46,670	80,799	(6,322)	(8,048)
Net earnings attributable to noncontrolling interest	—	—	—	—	(136)
Net (loss) earnings attributable to common stockholders	\$ (31,521)	\$ 46,670	\$ 80,799	\$ (6,322)	\$ (8,184)
(Loss) earnings per common share :					
Basic	\$ (1.62)	\$ 3.54	\$ 8.00	\$ (0.68)	\$ (0.94)
Diluted	\$ (1.62)	\$ 3.31	\$ 6.40	\$ (0.68)	\$ (0.94)

(1) Prior to 2015, the statement of operations data and earnings (loss) per common share were reported on a continuing/discontinued basis which have been combined in the table and may not reflect what was previously reported.

**Balance Sheet Data (1):**  
**(in thousands)**

	<b>As of December 31,</b>				
	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
Cash and cash equivalents	\$ 33,223	\$ 40,096	\$ 32,409	\$ 10,073	\$ 9,969
Mortgage loans held-for-sale	568,781	388,422	310,191	239,391	129,191
Finance receivables	41,777	62,937	36,368	8,358	—
Mortgage servicing rights	154,405	131,537	36,425	24,418	35,981
Securitized mortgage trust assets	3,670,550	4,033,290	4,594,534	5,268,531	5,513,166
Goodwill	104,587	104,938	104,938	—	—
Intangible assets, net	21,582	25,778	29,975	—	—
Total assets	4,681,700	4,863,734	5,210,852	5,578,572	5,718,325
Warehouse borrowings	\$ 575,363	\$ 420,573	\$ 325,616	\$ 226,718	\$ 119,634
MSR financing	35,133	—	—	—	—
Term financing	—	29,910	29,716	—	—
Convertible notes	24,974	24,965	44,819	20,000	20,000
Long-term debt	44,982	47,207	31,898	22,122	15,871
Securitized mortgage trust liabilities	3,653,265	4,017,603	4,580,326	5,251,307	5,502,585
Contingent consideration	554	31,072	48,079	—	—
Total liabilities	4,416,553	4,632,694	5,096,362	5,553,616	5,692,454
Total stockholders' equity	265,147	231,040	114,490	24,956	25,871

**Operating Data:**  
**(in millions)**

	<b>For the year ended December 31,</b>				
	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
Originations	\$ 7,111.7	\$ 12,924.2	\$ 9,259.0	\$ 2,848.8	\$ 2,548.4
Servicing Portfolio (2)	16,330.1	12,351.5	3,570.7	2,267.1	3,128.6
Warehouse Capacity	960.0	925.0	675.0	415.0	265.0

(1) Prior to 2015, the balance sheet data was reported on a continuing/discontinued basis and may not reflect what was previously reported.

(2) Represents the unpaid principal balance of loans serviced (UPB).

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Management's discussion and analysis of financial condition and results of operations contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Refer to Item 1. "Business—Forward- Looking Statements" for a complete description of forward-looking statements. Refer to Item 1. "Business" for information on our businesses and operating segments.

Amounts are presented in thousands, except per share data or as otherwise indicated.

### **Market Conditions**

The U.S. economy continued to grow during 2017. U.S. Gross Domestic Product (GDP) grew at an estimated annual rate of 2.3 percent in 2017, higher than 2016's GDP annual growth rate, while inflation in 2017 remained subdued. In December 2017, the Federal Reserve Board (FRB) increased short-term interest rates by 25 basis points, the third such rate increase during the year, and many believe the FRB will increase short-term interest rates further during 2018. During the fourth quarter of 2017, the FRB also began reducing its holdings of U.S. Treasury bonds and mortgage-backed securities. These actions by the FRB will likely cause longer term interest rates to rise over time. The U.S. economy added approximately 2.2 million jobs during 2017 and the total unemployment rate fell to 4.1 percent at December 2017 as compared with 4.7 percent at December 2016.

While the U.S. economy continued to grow in 2017, economic uncertainty concerning the outlook and the future economic environment exists despite continued improvements in many segments of the global economy. In addition, on-going geopolitical events and the implications of those events could potentially impact the capital markets and trade further adding to global uncertainty. The sustainability of the economic recovery will be determined by numerous variables including consumer sentiment, energy prices, credit market volatility, employment levels and housing market conditions which will impact corporate earnings and the capital markets. These conditions in combination with global economic conditions, fiscal and monetary policy, geopolitical concerns and the level of regulatory and government scrutiny of financial institutions will continue to impact our results in 2018 and beyond.

## Selected Financial Results for 2017, 2016 and 2015

	For the Three Months Ended			For the Year Ended		
	December 31, 2017	September 30, 2017	December 31, 2016	December 31, 2017	December 31, 2016	December 31, 2015
<b>Revenues:</b>						
Gain on sale of loans, net	\$ 19,545	\$ 42,476	\$ 65,168	\$ 136,147	\$ 311,017	\$ 169,206
Real estate services fees, net	1,364	1,355	1,622	5,856	8,395	9,850
Servicing fees, net	8,327	8,492	5,054	31,902	13,734	6,102
(Loss) gain on mortgage servicing rights, net	(17,721)	(10,513)	4,808	(35,880)	(36,441)	(18,598)
Other	140	266	598	680	1,051	397
Total revenues	11,655	42,076	77,250	138,705	297,756	166,957
<b>Expenses:</b>						
Personnel expense	20,294	23,062	31,534	89,647	124,559	77,821
Business promotion	9,532	10,403	11,742	40,276	42,571	27,650
General, administrative and other	12,931	8,497	10,030	37,775	33,771	27,988
Accretion of contingent consideration	109	396	1,753	2,058	6,997	8,142
Change in fair value of contingent consideration	(2,273)	(4,798)	(4,424)	(13,326)	30,145	(45,920)
Total expenses	40,593	37,560	50,635	156,430	238,043	95,681
<b>Operating (loss) income:</b>	(28,938)	4,516	26,615	(17,725)	59,713	71,276
<b>Other income (expense):</b>						
Net interest income	1,253	1,546	754	4,343	2,790	1,946
Loss on extinguishment of debt	—	—	—	(1,265)	—	—
Change in fair value of long-term debt	(292)	104	(7,150)	(2,949)	(14,436)	(8,661)
Change in fair value of net trust assets	(365)	(1,745)	(2,913)	6,213	(304)	(5,638)
Total other income (expense)	596	(95)	(9,309)	6,342	(11,950)	(12,353)
Net (loss) earnings before income taxes	(28,342)	4,421	17,306	(11,383)	47,763	58,923
Income tax expense (benefit)	16,563	2,104	365	20,138	1,093	(21,876)
Net (loss) earnings	\$ (44,905)	\$ 2,317	\$ 16,941	\$ (31,521)	\$ 46,670	\$ 80,799
Diluted weighted average common shares						
	20,949	21,195	17,479	19,438	14,856	13,045
Diluted earnings per share	\$ (2.14)	\$ 0.11	\$ 1.00	\$ (1.62)	\$ 3.31	\$ 6.40

## Status of Operations

For the year ended 2017, net loss was \$31.5 million, or \$1.62 per diluted common share as compared to net earnings of \$46.7 million, or \$3.31 per diluted common share in 2016 and net earnings of \$80.8 million, or \$6.40 per diluted common share in 2015. Adjusted Operating (loss) income (as defined below) was \$29.0 million, or \$1.49 per diluted common share for 2017, as compared to income of \$96.9 million, or \$6.52 per diluted common share in 2016, and income of \$33.5 million, or \$2.56 per diluted common share in 2015.

For the quarter ended December 31, 2017, net loss was \$44.9 million, or \$2.14 per diluted common share as compared to net earnings of \$16.9 million, or \$1.00 per diluted common share in the fourth quarter of 2016, and net earnings of \$2.3 million, or \$0.11 per diluted common share in the third quarter of 2017. Adjusted operating loss was \$31.1 million, or \$1.48 per diluted common share for the quarter ended December 31, 2017 as compared to income of \$23.9 million, or \$1.37 per diluted common share in the fourth quarter of 2016, and income of \$114 thousand, or \$0.01 per diluted common share in the third quarter of 2017.

Operating (loss) income, excluding the changes in contingent consideration (adjusted operating (loss) income), which is not considered an accounting principle generally accepted in the United States of America (non-GAAP) financial measurement; see the discussion and reconciliation on non-GAAP financial measures below.

Net (loss) earnings include fair value adjustments for changes in the contingent consideration, long-term debt and net trust assets. The contingent consideration is related to the CashCall Mortgage (CCM) acquisition transaction, while the other fair value adjustments are related to our legacy portfolio. These fair value adjustments are non-cash items and are not related to current operating results. Although we are required to record change in fair value and accretion of the contingent consideration, management believes operating income excluding contingent consideration changes and the related accretion is more useful to discuss our ongoing and future operations.

We calculate adjusted operating (loss) income excluding changes in contingent consideration and operating (loss) income excluding changes in contingent consideration per share as performance measures, which are considered non-GAAP financial measures, to further aid our investors in understanding and analyzing our core operating results and comparing them among periods. Operating income (loss) excluding changes in contingent consideration and operating (loss) income excluding changes in contingent consideration per share exclude certain items that we do not consider part of our core operating results. These non-GAAP financial measures are not intended to be considered in isolation or as a substitute for net earnings before income taxes, net earnings or diluted earnings per share (EPS) prepared in accordance with GAAP. The table below shows operating income excluding these items:

	For the Three Months Ended			For the Year Ended		
	December 31, 2017	September 30, 2017	December 31, 2016	December 31, 2017	December 31, 2016	December 31, 2015
<b>Net (loss) earnings:</b>	\$ (44,905)	\$ 2,317	\$ 16,941	\$ (31,521)	\$ 46,670	\$ 80,799
Total other (income) expense	(596)	95	9,309	(6,342)	11,950	12,353
Income tax expense (benefit)	16,563	2,104	365	20,138	1,093	(21,876)
<b>Operating (loss) income:</b>	\$ (28,938)	\$ 4,516	\$ 26,615	\$ (17,725)	\$ 59,713	\$ 71,276
Accretion of contingent consideration	109	396	1,753	2,058	6,997	8,142
Change in fair value of contingent consideration	(2,273)	(4,798)	(4,424)	(13,326)	30,145	(45,920)
<b>Adjusted operating (loss) income</b>	\$ (31,102)	\$ 114	\$ 23,944	\$ (28,993)	\$ 96,855	\$ 33,498
Diluted weighted average common shares	20,949	21,195	17,479	19,438	14,856	13,045
<b>Diluted adjusted operating (loss) income per share</b>	\$ (1.48)	\$ 0.01	\$ 1.37	\$ (1.49)	\$ 6.52	\$ 2.56
<b>Diluted (loss) earnings per share</b>	\$ (2.14)	\$ 0.11	\$ 1.00	\$ (1.62)	\$ 3.31	\$ 6.40
Adjustments:						
Total other (expense) income (1)	(0.03)	—	0.50	(0.33)	0.64	0.74
Income tax expense (benefit)	0.79	0.10	0.02	1.04	0.07	(1.68)
Accretion of contingent consideration	0.01	0.02	0.10	0.11	0.47	0.62
Change in fair value of contingent consideration	(0.11)	(0.22)	(0.25)	(0.69)	2.03	(3.52)
<b>Diluted adjusted operating (loss) income per share</b>	\$ (1.48)	\$ 0.01	\$ 1.37	\$ (1.49)	\$ 6.52	\$ 2.56

(1) Except for when anti-dilutive, convertible debt interest expense, net of tax, is included for calculating diluted EPS and is excluded for purposes of reconciling GAAP diluted EPS to non-GAAP diluted adjusted operating income (loss) per share.

Net (loss) earnings and adjusted operating (loss) income primarily decreased due to the \$174.9 million decline in gain on sale revenues. Origination volumes declined 45% in 2017 to \$7.1 billion from \$12.9 billion in 2016, and gain on sale margins declined 20% to 191 bps in 2017 from 241 bps in 2016 resulting in gain on sale revenues declining 56% to \$136.1 million in 2017 from \$311.0 million in 2016.

Offsetting the decline in gain on sale revenues was an increase in servicing fees, net and decrease in operating expenses. The mortgage servicing portfolio increased 32% to \$16.3 billion at the end of 2017 from \$12.4 billion at the end of 2016, resulting in an increase in servicing fees, net of 132% to \$31.9 million in 2017 from \$13.7 million in 2016.

Additionally, personnel expense decreased \$34.9 million to \$89.6 million for the year ended December 31, 2017. The decrease is primarily related to a reduction in commission expense due to a decrease in loan originations as well as staff reductions made in 2017. Due to the decline in origination volumes in 2017, we made staff reductions, which reduced average headcount 15% for the year ended December 31, 2017 as compared to the same period in 2016. As we continue to more closely align operating and staffing levels to origination volumes, we have continued to right size the organization into 2018.

Net (loss) earnings was also affected by an increase in income tax expense and changes in the estimated fair value of long term debt and net trust assets. Income tax expense increased by \$19.0 million in 2017 to \$20.1 million from \$1.1 million in 2016 is primarily due to a reduction in future utilization of the deferred tax assets and changes in tax rates due to the Tax Act re-measurement of deferred tax assets and liabilities at end of 2017. The change in estimated fair value of long-term debt and net trust assets resulted in a favorable change in other income (expense) of \$18.3 million to \$6.3 million in 2017 from expense of \$12.0 million in 2016.

### Summary Highlights

- Mortgage servicing portfolio increased to \$16.3 billion at December 31, 2017 as compared to

\$15.7 billion at September 30, 2017 and \$12.4 billion at December 31, 2016.

- Servicing fees, net increased to \$31.9 million during the year ended December 31, 2017 as compared to \$13.7 million during 2016 and \$6.1 million in 2015.
- Mortgage servicing rights increased to \$154.4 million at December 31, 2017 as compared to \$159.0 million at September 30, 2017 and \$131.5 million at December 31, 2016.
- NonQM mortgage origination volumes increased to \$891.2 million in 2017 as compared to \$289.6 in 2016.
- Issued 4,423,381 shares of common stock in a registered direct offering at a price of \$12.66 per share generating proceeds of approximately \$55.5 million.
- Entered into MSR financing facilities of up to \$70.0 million and used a portion of the proceeds to pay off the Term Financing, which had a higher interest rate, thus reducing interest expense. See Liquidity and Capital Resources for a more detailed description.
- In our long-term mortgage portfolio, the residual interests generated cash flows of \$1.7 million in the fourth quarter of 2017 and \$12.7 million in 2017, as compared to \$2.7 million in the third quarter of 2017 and \$8.1 million in 2016.
- Exchanged \$8.5 million of trust preferred securities, at a discount to par, for 412,264 shares of common stock.

#### *Mortgage Lending*

During the year ended 2017, total originations decreased 45% to \$7.1 billion as compared to \$12.9 billion in 2016 and \$9.3 billion in 2015. In 2017, retail originations were still the main driver of total originations representing 65% or \$4.6 billion of total originations. For the fourth quarter of 2017, our total originations decreased to \$1.7 billion, a 47% decrease as compared to \$3.1 billion for the fourth quarter of 2016. The decrease in originations from 2016 was a result of higher interest rates throughout 2017 as compared to the historically low interest rate environment the previous year, causing a sharp drop in refinance volume.

(in millions)	For the year ended December 31,					
	2017	%	2016	%	2015	%
<b>Originations by Channel:</b>						
Retail	\$ 4,611.5	65 %	\$ 9,670.1	75 %	\$ 5,571.8	60 %
Correspondent	1,420.4	20	1,919.9	15	2,238.0	24
Wholesale	1,079.8	15	1,334.2	10	1,449.2	16
Total originations	<u>\$ 7,111.7</u>	100 %	<u>\$ 12,924.2</u>	100 %	<u>\$ 9,259.0</u>	100 %

Our loan products primarily include conventional loans for Fannie Mae and Freddie Mac and government loans insured by FHA, VA and USDA.

Originations by Loan Type:

(in millions)	For the Year Ended December 31,		
	2017	2016	2015
Conventional	\$ 4,229.1	\$ 10,907.8	\$ 7,270.8
Government (1)	1,991.4	1,721.1	1,805.5
NonQM	891.2	289.6	132.4
Other	—	5.7	50.3
Total originations	<u>\$ 7,111.7</u>	<u>\$ 12,924.2</u>	<u>9,259.0</u>
Weighted average FICO (2)	711	740	736
Weighted average LTV (3)	71.6 %	66.0 %	69.4 %
Weighted average Coupon	4.47 %	3.72 %	3.87 %
Avg. Loan size (in thousands)	\$ 304.7	\$ 309.5	\$ 293.0

(1) Includes government-insured loans including FHA, VA and USDA.

(2) FICO—Fair Isaac Company credit score.

(3) LTV—loan to value—measures ratio of loan balance to estimated property value based upon third party appraisal.

Originating conventional and government-insured loans and having the ability to sell loans direct to GSEs and issue Ginnie Mae securities is a critical aspect to our business with regard to products, pricing, operational efficiencies and overall recruitment of high quality loan originators. As interest rates rise, non-agency originations will become a more significant portion of our originations. In a higher interest rate environment, we believe the non-agency loan product becomes a more desirable product, as it caters more towards the purchase money market in that its guidelines allow for more qualified borrowers to be approved, which will reduce our dependency on the refinance market. We believe this product will also help in expanding the volumes in our correspondent and wholesale channels.

We continue to believe there is an underserved mortgage market for borrowers with good credit who may not meet the qualified mortgage (QM) guidelines set out by the Consumer Financial Protection Bureau (CFPB). NonQM borrowers generally have a good credit history but income documentation that does not allow them to qualify for an agency loan, such as a self-employed borrower. We have established strict lending guidelines, including determining the prospective borrowers' ability to repay the mortgage, which we believe will keep delinquencies and foreclosures at acceptable levels. We continue to refine our guidelines to expand our reach to the underserved market of credit worthy borrowers who can fully document and substantiate an ability to repay mortgage loans, but unable to obtain financing through traditional programs (QM loans), for example self-employed borrowers.

In 2016, we rebranded our NonQM loan programs as "The Intelligent NonQM Mortgage", to better communicate our NonQM loan value proposition to consumers, brokers, sellers and investors. In conjunction with these products, we have established investor relationships that provides us with an exit strategy for these nonconforming loans. In 2017, our NonQM origination volume was \$891.2 million with an average FICO of 723 and a weighted average LTV of 64%.

In 2017, NonQM and government-insured originations represented approximately 41% of total originations, as compared to just 16% of total originations in 2016. In 2017, the retail channel accounted for 32% of NonQM originations while the wholesale and correspondent channels accounted for 68% of NonQM production. In 2016, the retail channel accounted for just 19% of NonQM originations, while the wholesale and correspondent channels accounted for 81% of NonQM production.

For the year ended December 31, 2017, refinance volume decreased \$5.9 billion or approximately 53% as compared to 2016. The decrease was the result of rising mortgage interest rates at the end of 2016 and throughout 2017. To help mitigate against reduced refinance volumes with the increase in mortgage interest rates, we have been focusing on opportunities to increase our origination of purchase money loans, expand our NonQM and government-insured origination volumes and increase our geographic footprint of our origination platform.



(in millions)	For the Year Ended December 31,					
	2017	%	2016	%	2015	%
Refinance	\$ 5,336.5	75 %	\$ 11,259.9	87 %	\$ 7,520.2	81 %
Purchase	1,775.2	25	1,664.3	13	1,738.8	19 %
Total originations	<u>\$ 7,111.7</u>	100	<u>\$ 12,924.2</u>	100	<u>\$ 9,259.0</u>	100 %

As of December 31, 2017, we have approximately 977 approved wholesale relationships with mortgage brokerage companies and are approved to lend in 47 states. We have approximately 294 approved correspondent relationships with banks, credit unions and mortgage companies and are approved to lend in 50 states, however currently approximately 77.8% of our mortgage originations are generated from California, Arizona and Washington.

## Mortgage Servicing

The following table includes information about our mortgage servicing portfolio:

(in millions)	At December 31,	% 60+ days	At December 31,	% 60+ days	At December 31,	% 60+ days
	2017	delinquent (1)	2016	delinquent (1)	2015	delinquent (1)
Fannie Mae	\$ 7,518.2	0.32 %	\$ 6,204.2	0.12 %	\$ 1,970.4	0.27 %
Freddie Mac	5,975.3	0.29	4,611.8	0.08	829.4	0.21
Ginnie Mae	2,834.7	2.90	1,359.5	1.25	675.7	1.06
Other	1.9	16.67	176.0	0.00	95.2	0.00
<b>Total servicing portfolio</b>	<u>\$ 16,330.1</u>	0.81	<u>\$ 12,351.5</u>	0.25	<u>\$ 3,570.7</u>	0.43
Number of loans	57,471		41,736		12,709	
Weighted average Coupon	3.82%		3.70%		3.96%	
Weighted average FICO	733		741		731	
Weighted average LTV	67.4%		65.5%		69.1%	
Avg. Portfolio balance (in millions)	14,655.0		7,668.5		3,516.9	
Avg. Loan size (in thousands)	\$ 284.1		\$ 295.4		\$ 281.0	

(1) Based on loan count.

At December 31 2017, the mortgage servicing portfolio increased to \$16.3 billion as compared to \$12.4 billion at December 31, 2016. The increase was due to a shift in our strategy in 2016 to retain our mortgage servicing as well as initiating a retention program to recapture portfolio runoff during the low interest rate environment. During 2017, we have continued with our strategy of growing the mortgage servicing portfolio. During 2017, the mortgage servicing portfolio increased due to servicing retained loan sales of \$6.1 billion in UPB as well as a purchase of approximately \$570.0 million in UPB of MSR. As a result, the UPB of our mortgage servicing portfolio increased 32% to \$16.3 billion as of December 31, 2017. The servicing portfolio generated net servicing income of \$31.9 million, \$13.7 million and \$6.1 million for the years ended December 31, 2017, 2016 and 2015, respectively. Delinquencies within the servicing portfolio have increased slightly but remain low at 0.81% for 60+ days delinquent as of December 31, 2017 as compared to 0.25% as of December 31, 2016 and 0.43 % as of December 31, 2015. With the acquisition of MSRs in the second quarter of 2017, we added Specialized Loan Servicing LLC as a servicer in addition to our current servicer LoanCare, LLC.

During 2017, our warehouse borrowing capacity increase from \$925.0 million to \$960.0 million. At December 31, 2017, we had six warehouse lender relationships. In addition to funding our mortgage loan originations, we also use a portion of our warehouse borrowing capacity to provide re-warehouse facilities to our customers, correspondent sellers and other small mortgage banking companies. During 2017, our outstanding commitments to our customers was \$123.0 million. By leveraging our re-warehousing division, we hope to increase the capture rate of our approved correspondent sellers business as well as expand our active customer base to include new customers seeking warehouse lines.

## Real Estate Services

We provide portfolio loss mitigation and real estate services including real estate owned (REO) surveillance and disposition services, default surveillance and loss recovery services, short sale and real estate

brokerage services, portfolio monitoring and reporting services. The source of revenue for this segment is primarily from the long-term mortgage portfolio, along with a small number of third party clients as well.

The real estate services segment continues to be profitable and posted net earnings of \$2.2 million for the year ended December 31, 2017, as compared to \$1.9 million for the same period in 2016. As the long-term mortgage portfolio continues to decline, we expect real estate services and the related revenues to decline.

### *Long-Term Mortgage Portfolio*

The long-term mortgage portfolio primarily includes a) the residual interests in securitizations, b) master servicing rights from the securitizations and c) long-term debt.

Although we have seen some stabilization and improvement in defaults, and a recent improvement in residual cash flows, the portfolio is expected to continue to suffer losses and may continue for the foreseeable future. Such losses have been included in estimating the fair value of the related securitized mortgage collateral and borrowings.

For the year ended December 31, 2017, our residual interest in securitizations (represented by the difference between total trust assets and total trust liabilities) generated cash flows of \$12.7 million as compared to \$8.1 million for the year ended December 31, 2016. At December 31, 2017, our residual interest in securitizations (represented by the difference between total trust assets and total trust liabilities) increased to \$17.3 million compared to \$15.7 million at December 31, 2016. The increase in residual fair value in 2017 was the result of an increase in projected cash flows due to an improvement in the loans within certain trusts.

For additional information regarding the long-term mortgage portfolio refer to *Financial Condition and Results of Operations* below.

### *Corporate*

The corporate segment includes all corporate services groups, public company costs as well as debt expense related to the Convertible Notes and capital leases. This corporate services group supports all operating segments. A portion of the corporate services costs are allocated to the operating segments. The costs associated with being a public company, unused space for growth as well as the interest expense related to the Convertible Notes and capital leases is not allocated to our operating segments and remains in this segment.

For additional information regarding the corporate segment refer to *Results of Operations by Business Segment* below.

### **Critical Accounting Policies**

We define critical accounting policies as those that are important to the portrayal of our financial condition and results of operations. Our critical accounting policies require management to make difficult and complex judgments that rely on estimates about the effect of matters that are inherently uncertain due to the effect of changing market conditions and/or consumer behavior. In determining which accounting policies meet this definition, we considered our policies with respect to the valuation of our assets and liabilities and estimates and assumptions used in determining those valuations. We believe the most critical accounting issues that require the most complex and difficult judgments and that are particularly susceptible to significant change to our financial condition and results of operations include the following:

- fair value of financial instruments;
- variable interest entities and transfers of financial assets and liabilities;
- goodwill and intangible assets;
- net realizable value of REO;

- repurchase reserve;
- interest income and interest expense;
- income taxes; and
- business combinations.

### ***Fair Value of Financial Instruments***

Financial Accounting Standards Board—Accounting Standards Codification FASB ASC 820-10-35 defines fair value, establishes a framework for measuring fair value and outlines a fair value hierarchy based on the inputs to valuation techniques used to measure fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (also referred to as an exit price). Fair value measurements are categorized into a three-level hierarchy based on the extent to which the measurement relies on observable market inputs in measuring fair value. Level 1, which is the highest priority in the fair value hierarchy, is based on unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 is based on observable market-based inputs, other than quoted prices, in active markets for similar assets or liabilities. Level 3, which is the lowest priority in the fair value hierarchy, is based on unobservable inputs. Assets and liabilities are classified within this hierarchy in their entirety based on the lowest level of any input that is significant to the fair value measurement.

The use of fair value to measure our financial instruments is fundamental to our financial statements and is a critical accounting estimate because a substantial portion of our assets and liabilities are recorded at estimated fair value. Financial instruments classified as Level 3 are generally based on unobservable inputs, and the process to determine fair value is generally more subjective and involves a high degree of management judgment and assumptions. These assumptions may have a significant effect on our estimates of fair value, and the use of different assumptions, as well as changes in market conditions and interest rates, could have a material effect on our results of operations or financial condition.

Mortgage loans held-for-sale—We elected to carry our mortgage loans held-for-sale originated or acquired from the mortgage lending operation at fair value. Fair value is based on quoted market prices, where available, prices for other traded mortgage loans with similar characteristics, and purchase commitments and bid information received from market participants.

Mortgage servicing rights—We elected to carry all of our mortgage servicing rights arising from our mortgage lending operation at fair value. The fair value of mortgage servicing rights is based upon a discounted cash flow model. The valuation model incorporates assumptions that market participants would use in estimating the fair value of servicing. These assumptions include estimates of prepayment speeds, discount rate, cost to service, escrow account earnings, contractual servicing fee income, prepayment and late fees, among other considerations.

Derivative financial instruments—We utilize certain derivative instruments in the ordinary course of our business to manage our exposure to changes in interest rates. These derivative instruments include forward sales of MBS and forward loan sale commitments (Hedging Instruments). We also issue IRLCs to borrowers in connection with single family mortgage loan originations. We recognize all derivative instruments at fair value. The estimated fair value of IRLCs are based on underlying loan types with similar characteristics using the TBA MBS market, which is actively quoted and easily validated through external sources. The data inputs used in this valuation include, but are not limited to, loan type, underlying loan amount, note rate, loan program, and expected sale date of the loan, adjusted for current market conditions. These valuations are adjusted at the loan level to consider the servicing release premium and loan pricing adjustments specific to each loan. For all IRLCs, the base value is then adjusted for the anticipated Pull-through Rate. The fair value of the Hedging Instruments is based on the actively quoted TBA MBS market using observable inputs related to characteristics of the underlying MBS stratified by product, coupon and settlement date and are recorded in other liabilities in the consolidated balance sheet. The initial and subsequent changes in value of IRLCs and forward sale commitments are a component of gain on sale of loans, net in the consolidated statements of operations.

Long-term debt—Long-term debt (consisting of trust preferred securities and junior subordinated notes) is reported at fair value within the long-term mortgage portfolio. These securities are measured based upon an analysis prepared by management, which utilizes a discounted cash flow analysis which takes into consideration our credit risk. Unrealized gains and losses are recognized in earnings in the accompanying consolidated statements of operations as change in fair value of long-term debt. Our estimate of the fair value of the long-term debt requires us to exercise significant judgment as to the timing and amount of the future obligation. Changes in assumptions resulting from changes in our credit risk profile will affect the estimated fair value of the long-term debt and those changes are recorded as a component of net earnings. A change in assumptions associated with the improvement in our credit risk profile could result in a significant increase in the estimated fair value of the long-term debt which would result in a significant charge to net earnings.

### ***Variable Interest Entities and Transfers of Financial Assets and Liabilities***

Historically, we securitized mortgages in the form of collateralized mortgage obligations (CMO), which were consolidated and accounted for as secured borrowings for financial statement purposes. We also securitized mortgages in the form of real estate mortgage investment conduits (REMICs), which were either consolidated or unconsolidated depending on the design of the securitization structure. CMO and certain REMIC securitizations contained structural terms that resulted in the transferee (securitization trust) to not be a qualifying special purpose entity (QSPE), therefore we consolidated the variable interest entity (VIE) as it was the primary beneficiary of the sole residual interest in each securitization trust. Generally, this was achieved by including terms in the securitization agreements that gave us the ability to unilaterally cause the securitization trust to return specific mortgages, other than through a clean-up call. Amounts consolidated are included in trust assets and liabilities as securitized mortgage collateral, real estate owned, derivative assets, securitized mortgage borrowings and derivative liabilities in the accompanying consolidated balance sheets.

Our estimate of the fair value of our net retained residual interests in unconsolidated securitizations, which are included in investment securities available-for-sale in the consolidated balance sheets, requires us to exercise significant judgment as to the timing and amount of future cash flows from the residual interests. We are exposed to credit risk from the underlying mortgage loans in unconsolidated securitizations to the extent we retain subordinated interests. Changes in expected cash flows resulting from changes in expected net credit losses will impact the value of our subordinated retained interests and those changes are recorded as a component of change in fair value of net trust assets.

In contrast, for securitizations that are structured as secured borrowing, we recognize interest income over the life of the securitized mortgage collateral and interest expense incurred for the securitized mortgage borrowings. We refer to these transactions as consolidated securitizations. The mortgage loans collateralizing the debt securities for these financings are included in securitized mortgage collateral and the debt securities payable to investors in these securitizations are included in securitized mortgage borrowings in our consolidated balance sheet.

Whether a securitization is consolidated or unconsolidated, investors in the securities issued by the securitization trust have no recourse to our non-securitized assets or to us and have no ability to require us to provide additional assets, but rather have recourse only to the assets transferred to the trust. Whereas the accounting differences are significant, the underlying economic impact to us, over time, will be the same regardless of whether the securitization trust is consolidated or unconsolidated.

These securitizations are evaluated for consolidation based on the provisions of FASB ASC 810-10-25, which eliminated the concept of a QSPE and changed the approach to determine a securitization trust's primary beneficiary. Amounts consolidated are included in trust assets and liabilities as securitized mortgage collateral, real estate owned, derivative assets, securitized mortgage borrowings and derivative liabilities in the accompanying consolidated balance sheets.

### ***Goodwill and Intangible Assets***

We account for business combinations using the acquisition method, under which the total consideration transferred (including contingent consideration) is allocated to the fair value of the assets acquired

(including identifiable intangible assets) and liabilities assumed. The excess of the consideration transferred over the fair value of the assets acquired and liabilities assumed results in goodwill.

We perform an initial assessment of qualitative factors to determine whether the existence of events and circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. In performing the qualitative assessment, we identify and consider the significance of relevant key factors, events, and circumstances that affect the fair value of our reporting units. These factors include external factors such as macroeconomic, industry, and market conditions, as well as entity-specific factors, such as our actual and planned financial performance. We also give consideration to the difference between the reporting unit fair value and carrying value as of the most recent date a fair value measurement was performed. If, after assessing the totality of relevant events and circumstances, we determine that it is more likely than not that the fair value of the reporting unit exceeds its carrying value and there is no indication of impairment, no further testing is performed; however, if we conclude otherwise, the first step of the two-step impairment test is performed by estimating the fair value of the reporting unit and comparing it with its carrying value, including goodwill. If the carrying amount of the goodwill exceeds the fair value, the amount of the impairment is measured as the difference between the carrying amount of the asset and its fair value. Impairment is permanently recognized by writing down the asset to the extent that the carrying value exceeds the estimated fair value.

Intangible assets with finite lives are amortized over their estimated lives using an amortization method that reflects the pattern in which the economic benefits of the asset are consumed. We review intangible assets for impairment whenever events or changes in circumstances indicate their carrying amounts may not be recoverable, in which case any impairment charge would be recorded to earnings.

### **Acquisition of CashCall Mortgage**

On January 6, 2015, we entered into an Asset Purchase Agreement with CashCall, Inc. (CashCall), an unrelated entity, pursuant to which we agreed to purchase certain assets of CashCall's residential mortgage operations. The CashCall Mortgage (CCM) acquisition was accounted for under the acquisition method of accounting pursuant to FASB ASC 805. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the acquisition date. We made significant estimates and exercised significant judgment in estimating fair values of the acquired assets and assumed liabilities. We retained the services of a third party to assist in the valuation of the intangible assets. The application of the acquisition method of accounting resulted in tax deductible goodwill of \$104.6 million.

We perform an assessment each year, or whenever events and circumstances indicate that impairment may have occurred, to determine if the estimated fair value of CCM exceeds its carrying value, which would be an indication that goodwill impairment may exist. In previous years, the estimated fair value of CCM substantially exceeded its carrying value. As of December 31, 2017, the estimated fair value of CCM did not substantially exceed its carrying value. The significant assumptions in the assessment include expected future origination levels and expected future gain on sale margins. CCM is a consumer direct call center that provides residential mortgages. Given that the mortgage industry often fluctuates with the fluctuation of prevailing interest rates, the market that CCM operates in is inherent with uncertainty. In addition, the ongoing dynamic mortgage compliance landscape contributes to the uncertainty of the mortgage market. Each of these factors can have effect on expected mortgage origination volumes as well as the gain on sale margins which generally tend to follow origination volumes, more originations means higher margins, lower originations mean lower margins. Given the macroeconomic forces that exist today, it is difficult to predict volumes and margins into the future. If our assumptions are not correct, it is possible that an assessment of the estimated fair value of CCM will not exceed its carrying value in the future, in which case impairment of goodwill will be recorded.

### ***Net Realizable Value (NRV) of REO***

We consider the NRV of REO properties in evaluating REO losses. When real estate is acquired in settlement of mortgage loans, or other real estate owned, the mortgage is written-down to a percentage of the property's appraised value, broker's price opinion or list price less estimated selling costs and including mortgage insurance proceeds expected to be received. Subsequent changes in the NRV of the REO is reflected as a write-down of REO and results in additional losses.



## ***Repurchase Reserve***

When we sell loans through whole loan sales we are required to make normal and customary representations and warranties about the loans to the purchaser. Our whole loan sale agreements generally require us to repurchase loans if we breach a representation or warranty given to the loan purchaser. In addition, we may be required to repurchase loans as a result of borrower fraud or if a payment default occurs on a mortgage loan shortly after its sale.

Investors may request us to repurchase loans or to indemnify them against losses on certain loans which the investors believe either do not comply with applicable representations or warranties or defaulted shortly after its purchase. Upon completion of its own investigation regarding the investor claims, we repurchase or provide indemnification on certain loans, as appropriate. We maintain a liability reserve for expected losses on dispositions of loans expected to be repurchased or on which indemnification is expected to be provided. We regularly evaluate the adequacy of this repurchase liability reserve based on trends in repurchase and indemnification requests, actual loss experience, settlement negotiations, and other relevant factors including economic conditions.

We record a provision for losses relating to such representations and warranties as part of each loan sale transactions. The method used to estimate the liability for representations and warranties is a function of the representations and warranties given and considers a combination of factors, including, but not limited to, estimated future defaults and loan repurchase rates and the potential severity of loss in the event of defaults and the probability of reimbursement by the correspondent loan seller. We establish a liability at the time loans are sold and continually update our estimated repurchase liability. The level of the repurchase liability for representations and warranties is difficult to estimate and requires considerable management judgment. The level of mortgage loan repurchase losses is dependent on economic factors, investor demand strategies, and other external conditions that may change over the lives of the underlying loans.

## ***Interest Income and Interest Expense***

Interest income on securitized mortgage collateral and interest expense on securitized mortgage borrowings are recorded using the effective interest method for the period based on the previous quarter-end's estimated fair value. Interest expense on long-term debt is recorded using the effective interest method based on estimated future interest rates and cash flows.

## ***Income Taxes***

Provision for income taxes is calculated using the asset and liability method, which requires the recognition of deferred income taxes. Deferred tax assets and liabilities are recognized and reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and certain changes in the valuation allowance. Deferred tax assets are recognized subject to management's judgment that realization is more likely than not. A valuation allowance is recognized for a deferred tax asset if, based on the weight of the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. In making such judgments, significant weight is given to evidence that can be objectively verified. We provide a valuation allowance against deferred tax assets if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. In determining the adequacy of the valuation allowance, we consider all forms of evidence, including: (1) historic earnings or losses; (2) the ability to realize deferred tax assets through carry back to prior periods; (3) anticipated taxable income resulting from the reversal of taxable temporary differences; (4) tax planning strategies; and (5) anticipated future earnings exclusive of the reversal of taxable temporary differences.

## ***Business Combinations***

Business combinations are accounted for under the acquisition method of accounting in accordance with FASB ASC Topic 805, "Business Combinations." Under the acquisition method, the acquiring entity in a business combination recognizes 100 percent of the acquired assets and assumed liabilities, regardless of the percentage owned, at their estimated fair values as of the date of acquisition. Any excess of the purchase price



over the fair value of net assets and other identifiable intangible assets acquired is recorded as goodwill. To the extent the fair value of net assets acquired, including other identifiable assets, exceeds the purchase price, a bargain purchase gain is recognized. Assets acquired and liabilities assumed which involve contingencies must also be recognized at their estimated fair value, provided such fair value can be determined during the measurement period. Acquisition-related costs, including severance, conversion and other restructuring charges, such as abandoned space accruals, are expensed at the time of the acquisition. Results of operations of an acquired business are included in the statement of operations from the date of acquisition.

## Financial Condition and Results of Operations

### Financial Condition

For the years ended December 31, 2017 and 2016

The following table shows the condensed consolidated balance sheets for the following periods:

	December 31, 2017	December 31, 2016	Increase (Decrease)	% Change
<b>ASSETS</b>				
Cash	\$ 33,223	\$ 40,096	\$ (6,873)	(17)%
Restricted cash	5,876	5,971	(95)	(2)
Mortgage loans held-for-sale	568,781	388,422	180,359	46
Finance receivables	41,777	62,937	(21,160)	(34)
Mortgage servicing rights	154,405	131,537	22,868	17
Securitized mortgage trust assets	3,670,550	4,033,290	(362,740)	(9)
Goodwill	104,587	104,938	(351)	(0)
Intangibles, net	21,582	25,778	(4,196)	(16)
Loans eligible for repurchase from Ginnie Mae	47,697	9,917	37,780	381
Other assets	33,222	60,848	(27,626)	(45)
<b>Total assets</b>	<u>\$ 4,681,700</u>	<u>\$ 4,863,734</u>	<u>\$ (182,034)</u>	<u>(4)%</u>
<b>LIABILITIES &amp; EQUITY</b>				
Warehouse borrowings	\$ 575,363	\$ 420,573	\$ 154,790	37 %
MSR financings	35,133	—	35,133	n/a
Convertible notes	24,974	24,965	9	0
Contingent consideration	554	31,072	(30,518)	(98)
Long-term debt (Par value; \$62,000 and \$70,500)	44,982	47,207	(2,225)	(5)
Securitized mortgage trust liabilities	3,653,265	4,017,603	(364,338)	(9)
Liability for loans eligible for repurchase from Ginnie Mae	47,697	9,917	37,780	381
Repurchase reserve	6,020	5,408	612	11
Term financing, net	—	29,910	(29,910)	(100)
Other liabilities	28,565	46,039	(17,474)	(38)
<b>Total liabilities</b>	<u>4,416,553</u>	<u>4,632,694</u>	<u>(216,141)</u>	<u>(5)</u>
<b>Total equity</b>	<u>265,147</u>	<u>231,040</u>	<u>34,107</u>	<u>15</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 4,681,700</u>	<u>\$ 4,863,734</u>	<u>\$ (182,034)</u>	<u>(4)%</u>
<b>Book value per share</b>	<u>\$ 12.66</u>	<u>14.42</u>	<u>(1.77)</u>	<u>(12)%</u>

At December 31, 2017, cash decreased to \$33.2 million from \$40.1 million at December 31, 2016. Significant cash outflows affecting the decrease in cash were the \$56.0 million investment in MSR's, repayment of the \$30.0 million term financing, \$19.3 million earn-out payments to CashCall Inc., \$5.6 million purchase of mortgage servicing rights, a \$4.4 million increase in warehouse haircuts (difference between loan balance funded and amount advanced by warehouse lender) associated with the increase in mortgage loans held-for-sale (LHFS) and the payment of operating expenses. Partially offsetting the decrease in cash was \$55.5 million in proceeds from common stock offering, \$35.1 million in net borrowings under the MSR financing facility and \$12.7 million in residual cash flows.

Mortgage loans held-for-sale increased \$180.4 million to \$568.8 million at December 31, 2017 as compared to \$388.4 million at December 31, 2016. The increase was due to \$7.1 billion in originations offset by \$6.9 billion in loan sales. As a normal course of our origination and sales cycle, loans held-for-sale at the end of any period are generally sold within one or two subsequent months.

Finance receivables decreased \$21.1 million to \$41.8 million at December 31, 2017 as compared to \$62.9 million at December 31, 2016. The decrease was due to \$909.7 million in fundings offset by \$930.8 million in settlements.

Mortgage servicing rights increased \$22.9 million to \$154.4 million at December 31, 2017 as compared to \$131.5 million at December 31, 2016. The increase was due to servicing retained loan sales of \$6.1 billion as well as a purchase of approximately \$570.0 million in UPB of MSR. Partially offsetting the increase was a bulk sale of NonQM MSRs totaling \$155.9 million in UPB and a mark-to-market reduction in fair value of \$37.9 million, which includes the change in fair value associated with principal reductions as well as prepayments. At December 31, 2017, we serviced \$16.3 billion in UPB for others as compared to \$12.4 billion at December 31, 2016.

Loans eligible for repurchase from Ginnie Mae increased \$37.8 million to \$47.7 million at December 31, 2017 as compared to \$9.9 million at December 31, 2016. The increase was due to an increase in loans 90 or more days past due and represents loans that we do not own, but have the unilateral right to repurchase from Ginnie Mae as part of our contractual arrangements as the servicer of the loans. This right requires us to record the loans as well as a corresponding liability on our consolidated balance sheets. As part of our repurchase reserve, we record a repurchase provision to provide for estimated losses from the sale of all mortgage loans, including these loans. Our Ginnie Mae servicing portfolio increased to \$2.8 billion at December 31, 2017 as compared to \$1.4 billion at December 31, 2016.

Other assets decreased \$27.6 million to \$33.2 million at December 31, 2017 as compared to \$60.8 million at December 31, 2016. The decrease was primarily the result of a reduction in our deferred tax asset as a result of the reduction in projected future utilization, changes in tax rates due to the Tax Act, re-measurement of deferred tax assets and liabilities and an increase in deferred tax liabilities as a result of the amortization of goodwill.

Warehouse borrowings increased \$154.8 million to \$575.4 million at December 31, 2017 as compared to \$420.6 million at December 31, 2016. The increase was due to an increase in mortgage loans held-for-sale at December 31, 2017. During 2017, we increased our total borrowing capacity to \$960.0 million as compared to \$925.0 million at December 31, 2016.

In August and February 2017, we entered into separate agreements with two lenders providing for MSR financing facilities of up to \$30.0 million and \$40.0 million, respectively. The \$30.0 million facility allows us to borrow up to 55% of the fair market value of Freddie Mac pledged mortgage servicing rights. The \$40.0 million facility allows us to borrow up to 55% of the fair market value of Fannie Mae pledged mortgage servicing rights. At December 31, 2017, the balance outstanding on the Freddie Mac and Fannie Mae facilities was \$10.0 million and \$25.1 million, respectively.

As part of the CCM acquisition in the first quarter of 2015, we recorded \$124.6 million of contingent consideration associated with the three year earn-out provision for CCM. During 2017, we recorded \$13.3 million change in fair value associated with a decrease in the contingent consideration liability resulting in an increase to earnings. In addition, we made \$19.3 million in earn out payments to CashCall Inc. reducing the liability. Partially offsetting the reduction was \$2.1 million in accretion of the contingent consideration. As of December 31, 2017, the contingent consideration was \$0.6 million.

Long-term debt decreased \$2.2 million to \$45.0 million at December 31, 2017 as compared to \$47.2 million at December 31, 2016. The decrease was primarily due to the exchange agreement entered into in May 2017, whereby we issued 412,264 shares of common stock in exchange for trust preferred securities with a fair value of \$5.6 million. Partially offsetting the decrease in long-term debt was a mark-to-market increase in fair value of \$2.9 million.

As part of the Fannie Mae financing facility entered into in February 2017, the proceeds were used to pay off the remaining \$29.9 million balance of the Term Financing, which was entered into in 2015.

Book value per share decreased 12% to \$12.66 at December 31, 2017 as compared to \$14.42 at December 31, 2016. Book value per common share decreased 9% to \$10.19 as of December 31, 2017, as

compared to \$11.19 as of December 31, 2016 (inclusive of the remaining \$51.8 million of liquidation preference on our preferred stock).

The changes in total assets and liabilities are primarily attributable to decreases in our trust assets and trust liabilities as summarized below.

	<u>December 31, 2017</u>	<u>December 31, 2016</u>	<u>Increase (Decrease)</u>	<u>% Change</u>
Securitized mortgage collateral	\$ 3,662,008	\$ 4,021,891	\$ (359,883)	(9)%
Other trust assets	8,542	11,399	(2,857)	(25)
Total trust assets	<u>3,670,550</u>	<u>4,033,290</u>	<u>(362,740)</u>	(9)
Securitized mortgage borrowings	<u>\$ 3,653,265</u>	<u>\$ 4,017,603</u>	<u>\$ (364,338)</u>	(9)%
Total trust liabilities	<u>3,653,265</u>	<u>4,017,603</u>	<u>(364,338)</u>	(9)
<b>Residual interests in securitizations</b>	<u>\$ 17,285</u>	<u>\$ 15,687</u>	<u>\$ 1,598</u>	10 %

Since the consolidated and unconsolidated securitization trusts are nonrecourse to us, trust assets and liabilities have been netted in the table above to present our interest in these trusts more simply, which are considered the residual interests in securitizations. For unconsolidated securitizations the residual interests represent the fair value of investment securities available-for-sale. For consolidated securitizations, the residual interests are represented by the fair value of securitized mortgage collateral and real estate owned, offset by the fair value of securitized mortgage borrowings and net derivative liabilities. We receive cash flows from our residual interests in securitizations to the extent they are available after required distributions to bondholders and maintaining specified overcollateralization levels and other specified parameters (such as maximum delinquency and cumulative default) within the trusts. The estimated fair value of the residual interests, represented by the difference in the fair value of total trust assets and total trust liabilities, was \$17.3 million at December 31, 2017, compared to \$15.7 million at December 31, 2016.

We update our collateral assumptions quarterly based on recent delinquency, default, prepayment and loss experience. Additionally, we update the forward interest rates and investor yield (discount rate) assumptions based on information derived from market participants. During the year ended December 31, 2017, actual losses were relatively flat and were in line with forecasted losses for the majority of trusts with residual value. Principal payments and liquidations of securitized mortgage collateral and securitized mortgage borrowings also contributed to the reduction in trust assets and liabilities. The increase in residual fair value was the result of a decrease in loss assumptions as well as recoveries on certain multi-family trusts with residual value.

- The estimated fair value of securitized mortgage collateral decreased \$359.9 million during 2017, primarily due to reductions in principal from borrower payments and transfers of loans to REO for single-family and multi-family collateral. Additionally, other trust assets decreased \$2.9 million during 2017, primarily due to REO liquidations of \$29.1 million. Partially offsetting the decrease was an increase of \$18.8 million in REO from foreclosures and a \$7.4 million increase in the NRV of REO.
- The estimated fair value of securitized mortgage borrowings decreased \$364.3 million during 2017, primarily due to reductions in principal balances from principal payments during the period for single-family and multi-family collateral as well as a decrease in loss assumptions.

Prior to 2008, we securitized mortgage loans by transferring originated and acquired residential single-family mortgage loans and multi-family commercial loans (the “transferred assets”) into non-recourse bankruptcy remote trusts which in turn issued tranches of bonds to investors supported only by the cash flows of the transferred assets. Because the assets and liabilities in the securitizations are nonrecourse to us, the bondholders cannot look to us for repayment of their bonds in the event of a shortfall. These securitizations were structured to include interest rate derivatives. We retained the residual interest in each trust, and in most cases would perform the master servicing function. A trustee and sub-servicer, unrelated to us, was utilized for each securitization. Cash flows from the loans (the loan payments as well as liquidation of foreclosed real estate properties) collected by the loan sub-servicer are remitted to us, the master servicer. The master servicer remits payments to the trustee who remits payments to the bondholders (investors). The sub-servicer collects loan

payments and performs loss mitigation activities for defaulted loans. These activities include foreclosing on properties securing defaulted loans, which results in REO. Our real estate services segment also performs mitigation activities for loans within the portfolio.

In accordance with accounting principles generally accepted in the United States of America (GAAP), we are required to consolidate all but one of these trusts (as we are not the master servicer on this one trust) on our statement of financial condition and results of operations. For the one trust we did not consolidate, the residual interest is reported as investment securities available-for-sale. For the trusts we do consolidate, the loans are included in the statement of financial condition as “securitized mortgage collateral”, the foreclosed loans are included in the statement of financial condition as “real estate owned” and the various bond tranches owned by investors are included in the statement of financial condition as “securitized mortgage borrowings.” Any interest rate derivatives remaining in the trusts are included in our statement of financial condition as “derivative assets” or “derivative liabilities,” respectively. To the extent there is excess overcollateralization (as defined in the securitization agreements) in these securitization trusts, we receive cash flows from the excess interest collected monthly from the residual interest we own. Because (i) we elected the fair value option on the securitized mortgage collateral, securitized mortgage borrowings, (ii) derivative assets/liabilities are carried at fair value, and (iii) real estate owned is reflected at NRV, which closely approximates fair market value, the net of the trust assets and trust liabilities represents the estimated fair value of the residual interests we own.

To estimate fair value of the assets and liabilities within the securitization trusts each reporting period, management uses an industry standard valuation and analytical model that is updated monthly with current collateral, real estate, derivative, bond and cost (servicer, trustee, etc.) information for each securitization trust. We employ an internal process to validate the accuracy of the model as well as the data within this model. Forecasted assumptions sometimes referred to as “curves,” for defaults, loss severity, interest rates (LIBOR) and prepayments are inputted into the valuation model for each securitization trust. We hire third-party market participants to provide forecasted curves for the aforementioned assumptions for each of the securitizations. Before inputting this information into the model, management employs a process to qualitatively and quantitatively review the assumption curves for reasonableness using other information gathered from the mortgage and real estate market (*i.e.*, third party home price indices, published industry reports discussing regional mortgage and commercial loan performance and delinquency) as well as actual default and foreclosure information for each trust from the respective trustees.

We use the valuation model to generate the expected cash flows to be collected from the trust assets and the expected required bondholder distribution (trust liabilities). To the extent that the trusts are over collateralized, we may receive the excess interest as the holder of the residual interest. The information above provides us with the future expected cash flows for the securitized mortgage collateral, real estate owned, securitized mortgage borrowings, derivative assets/liabilities, and the residual interests.

To determine the discount rates to apply to these cash flows, we gather information from the bond pricing services and other market participants regarding estimated investor required yields for each bond tranche. Based on that information and the collateral type and vintage, we determine an acceptable range of expected yields an investor would require including an appropriate risk premium for each bond tranche. We use the blended yield of the bond tranches together with the residual interests to determine an appropriate yield for the securitized mortgage collateral in each securitization (after taking into consideration any derivatives in the securitization).

The following table presents changes in the trust assets and trust liabilities for the year ended December 31, 2017:

	Level 3 Recurring Fair Value Measurement		Total trust assets	TRUST LIABILITIES Level 3 Recurring Fair Value Measurement	
	Securitized mortgage collateral	NRV (1) Real estate owned		Securitized mortgage borrowings	Net trust assets
<b>Recorded book value at December 31, 2016</b>	<b>\$ 4,021,891</b>	<b>\$ 11,399</b>	<b>\$4,033,290</b>	<b>\$ (4,017,603)</b>	<b>\$ 15,687</b>
Total gains/(losses) included in earnings:					
Interest income	46,077	—	46,077	—	46,077
Interest expense	—	—	—	(131,507)	(131,507)
Change in FV of net trust assets, excluding REO (2)	245,364	—	245,364	(246,576)	(1,212)
Gains from REO – not at FV but at NRV (2)	—	7,425	7,425	—	7,425
Total gains (losses) included in earnings	291,441	7,425	298,866	(378,083)	(79,217)
Transfers in and/or out of level 3	—	—	—	—	—
Purchases, issuances and settlements	(651,324)	(10,282)	(661,606)	742,421	80,815
<b>Recorded book value at December 31, 2017</b>	<b>\$ 3,662,008</b>	<b>\$ 8,542</b>	<b>\$3,670,550</b>	<b>\$ (3,653,265)</b>	<b>\$ 17,285</b>

(1) Accounted for at net realizable value.

(2) Represents other income (expense) in the consolidated statements of operations for the year ended December 31, 2017.

Inclusive of losses from REO, total trust assets above reflect a net gain of \$252.8 million as a result of an increase in fair value from securitized mortgage collateral and other trust assets of \$245.4 million and gains from REO of \$7.4 million. Net losses on trust liabilities were \$246.6 million from the increase in fair value of securitized mortgage borrowings. As a result, non-interest income—net trust assets totaled an increase of \$6.2 million for the year ended December 31, 2017.

The table below reflects the net trust assets as a percentage of total trust assets (residual interests in securitizations):

	December 31, 2017	December 31, 2016
<b>Net trust assets</b>	\$ 17,285	\$ 15,687
<b>Total trust assets</b>	3,670,550	4,033,290
<b>Net trust assets as a percentage of total trust assets</b>	0.47 %	0.39 %

For the year ended December 31, 2017, the estimated fair value of the net trust assets increased as a percentage of total trust assets. The increase was primarily due to an increase in projected future cash flows due to a decrease in loss assumptions in a 2004 single-family and 2006 multi-family vintage trusts.

Since the consolidated and unconsolidated securitization trusts are nonrecourse to us, our economic risk is limited to our residual interests in these securitization trusts. Therefore, in the following table we have netted trust assets and trust liabilities to present these residual interests more simply. Our residual interests in securitizations are segregated between our single-family (SF) residential and multi-family (MF) residential portfolios and are represented by the difference between trust assets and trust liabilities.

The following tables present the estimated fair value of our residual interests by securitization vintage year and other related assumptions used to derive these values at December 31, 2017 and December 31, 2016:

Origination Year	Estimated Fair Value of Residual Interests by Vintage Year at December 31, 2017			Estimated Fair Value of Residual Interests by Vintage Year at December 31, 2016		
	SF	MF	Total	SF	MF	Total
2002-2003 (1)	\$ 8,311	\$ 663	\$ 8,974	\$ 8,402	\$ 921	\$ 9,323
2004	2,041	970	3,011	1,267	653	1,920
2005	54	85	139	—	—	—
2006	—	5,161	5,161	—	4,444	4,444
<b>Total</b>	<b>\$ 10,406</b>	<b>\$ 6,879</b>	<b>\$ 17,285</b>	<b>\$ 9,669</b>	<b>\$ 6,018</b>	<b>\$ 15,687</b>
Weighted avg. prepayment rate	8.0 %	7.2 %	7.9 %	6.3 %	10.1 %	6.6 %
Weighted avg. discount rate	17.0 %	18.0 %	17.4 %	16.3 %	17.9 %	16.9 %

- (1) 2002-2003 vintage year includes CMO 2007-A, since the majority of the mortgages collateralized in this securitization were originated during this period.
- (2) The estimated fair values of residual interests in vintage years 2005 through 2007 is reflective of higher estimated future losses and investor yield requirements compared to earlier vintage years.

We utilize a number of assumptions to value securitized mortgage collateral, securitized mortgage borrowings and residual interests. These assumptions include estimated collateral default rates and loss severities (credit losses), collateral prepayment rates, forward interest rates and investor yields (discount rates). We use the same collateral assumptions for securitized mortgage collateral and securitized mortgage borrowings as the collateral assumptions determine collateral cash flows which are used to pay interest and principal for securitized mortgage borrowings and excess spread, if any, to the residual interests. However, we use different investor yield (discount rate) assumptions for securitized mortgage collateral and securitized mortgage borrowings and the discount rate used for residual interests based on underlying collateral characteristics, vintage year, assumed risk and market participant assumptions.

The table below reflects the estimated future credit losses and investor yield requirements for trust assets by product (SF and MF) and securitization vintage at December 31, 2017:

	Estimated Future Losses (1)		Investor Yield Requirement (2)	
	SF	MF	SF	MF
2002-2003	5 %	* (3)	5 %	7 %
2004	6	* (3)	5	5
2005	9	* (3)	4	4
2006	14	2	5	4
2007	8	* (3)	6	3

- (1) Estimated future losses derived by dividing future projected losses by unpaid principal balances at December 31, 2017.
- (2) Investor yield requirements represent our estimate of the yield third-party market participants would require to price our trust assets and liabilities given our prepayment, credit loss and forward interest rate assumptions.
- (3) Represents less than 1%.

Despite the increase in housing prices through December 31, 2017, housing prices in many parts of the country are still at levels which has significantly reduced or eliminated equity for loans originated after 2003. Future loss estimates are significantly higher for mortgage loans included in securitization vintages after 2004 which reflect severe home price deterioration and defaults experienced with mortgages originated during these periods.

### Operational and Market Risks

We are exposed to a variety of market risks which include interest rate risk, credit risk, real estate risk, prepayment risk and liquidity risk.



## Interest Rate Risk

*Interest Rate Risk—Mortgage Lending.* We are exposed to interest rate risks relating to our ongoing mortgage lending operations. We use derivative instruments to manage some of our interest rate risk. However, we do not attempt to hedge interest rate risk completely. For a further description on interest rate risk related to mortgage lending, see Item. 7A Quantitative and Qualitative Disclosures About Market Risk.

*Interest Rate Risk—Securitized Trusts, Term Financing and Long-term Debt.* Our earnings from the long-term mortgage portfolio depend largely on our interest rate spread, represented by the relationship between the yield on our interest-earning assets (primarily investment securities available-for-sale and securitized mortgage collateral) and the cost of our interest-bearing liabilities (primarily securitized mortgage borrowings and long-term debt). Our interest rate spread is impacted by several factors, including general economic factors, forward interest rates and the credit quality of mortgage loans in the long-term mortgage portfolio.

The residual interests in our long-term mortgage portfolio are sensitive to changes in interest rates on securitized mortgage collateral and the related securitized mortgage borrowings. Changes in interest rates can affect the cash flows and fair values of our trust assets and liabilities, as well as our earnings and stockholders' equity.

Derivative instruments were used to manage some of the interest rate risk in our long-term mortgage portfolio. However, we did not attempt to hedge interest rate risk completely. To help mitigate some of the exposure to the effect of changing interest rates on cash flows on securitized mortgage borrowings, we utilized derivative instruments primarily in the form of interest rate swap agreements (swaps) and, to a lesser extent, interest rate cap agreements (caps) and interest rate floor agreements (floors). These derivative instruments were recorded at fair value in the consolidated balance sheets. For non-exchange traded contracts, fair value was based on the amounts that would be required to settle the positions with the related counterparties as of the valuation date. Valuations of derivative assets and liabilities were based on observable market inputs, if available. To the extent observable market inputs were not available, fair value measurements include our judgment about future cash flows, forward interest rates and certain other factors, including counterparty risk. Additionally, these values also took into account our own credit standing, to the extent applicable; thus, the valuation of the derivative instrument included the estimated value of the net credit differential between the counterparties to the derivative contract. During the fourth quarter of 2016, the derivative instruments used to help mitigate interest rate risk associated with the long-term mortgage portfolio expired.

We are also subject to interest rate risk on our term financing and long-term debt (consisting of trust preferred securities and junior subordinated notes). These interest bearing liabilities include adjustable rate periods based on one-month LIBOR (term financing) and three-month LIBOR (trust preferred securities and junior subordinated notes). We do not currently hedge our exposure to the effect of changing interest rates related to these interest-bearing liabilities. Significant fluctuations in interest rates could have a material adverse effect on our business, financial condition, results of operations or liquidity.

## Credit Risk

We provide representations and warranties to purchasers and insurers of the loans sold that typically are in place for the life of the loan. In the event of a breach of these representations and warranties, we may be required to repurchase a mortgage loan or indemnify the purchaser, and any subsequent loss on the mortgage loan may be borne by us unless we have recourse to our correspondent seller.

We maintain a reserve for losses on loans repurchased or indemnified as a result of breaches of representations and warranties on our sold loans. Our estimate is based on our most recent data regarding loan repurchases and indemnity payments, actual losses on repurchased loans, and recovery history, among other factors. Our assumptions are affected by factors both internal and external in nature. Internal factors include, among other things, level of loan sales, the expectation of credit loss on repurchases and indemnifications, our success rate at appealing repurchase demands and our ability to recover any losses from third parties. External factors that may affect our estimate includes, among other things, the overall economic condition in the housing market, the economic condition of borrowers, the political environment at investor

agencies and the overall U.S. and world economy. Many of the factors are beyond our control and may lead to judgments that are susceptible to change.

*Counterparty Credit Risk.* We are exposed to counterparty credit risk in the event of non-performance by counterparties to various agreements. We monitor our counterparties and currently do not anticipate losses due to counterparty non-performance.

*Credit Risk-Securitized Trusts.* We manage credit risk by actively managing delinquencies and defaults through our servicers. Starting with the second half of 2007 we have not retained any additional mortgages in our long-term mortgage portfolio. Our securitized mortgage collateral primarily consists of non-conforming mortgages which when originated were generally within typical Fannie Mae and Freddie Mac guidelines but had loan characteristics, which may have included higher loan balances, higher loan- to-value ratios or lower documentation requirements (including stated-income loans), that made them non-conforming under those guidelines.

Using historical losses, current portfolio statistics and market conditions and available market data, we have estimated future loan losses on the long- term mortgage portfolio, which are included in the fair value adjustment to our securitized mortgage collateral. The credit performance for the loans has been clearly far worse than our initial expectations when the loans were originated. We have seen some restoration of real estate values, however the ultimate level of realized losses will largely be influenced by local real estate conditions in areas where underlying properties are located, including the recovery of the housing market and overall strength of the economy. If market conditions continue to deteriorate in excess of our expectations, we may need to recognize additional fair value reductions to our securitized mortgage collateral, which may also affect the value of the related securitized mortgage borrowings and residual interests.

We monitor our servicers to attempt to ensure that they perform loss mitigation, foreclosure and collection functions according to their servicing practices and each securitization trust's pooling and servicing agreement. We have met with the management of our servicers to assess our borrowers' current ability to pay their mortgages and to make arrangements with selected delinquent borrowers which will result in the best interest of the trust and borrower, in an effort to minimize the number of mortgages which become seriously delinquent. When resolving delinquent mortgages, servicers are required to take timely action. The servicer is required to determine payment collection under various circumstances, which will result in the maximum financial benefit. This is accomplished by either working with the borrower to bring the mortgage current by modifying the loan with terms that will maximize the recovery or by foreclosing and liquidating the property. At a foreclosure sale, the trusts consolidated on our balance sheet generally acquire title to the property.

### **Real Estate Risk**

Residential property values are subject to volatility and may be negatively affected by numerous factors, including, but not limited to, national, regional and local economic conditions such as unemployment and interest rate environment; local real estate conditions including housing inventory and foreclosures; and demographic factors. Decreases in property values reduce the value of the collateral securing and the potential proceeds available to a borrower to repay our loans, which could cause us to suffer losses.

### **Prepayment Risk**

We historically used prepayment penalties as a method of partially mitigating prepayment risk for those borrowers that have the ability to refinance. The economic downturn, lack of available credit and declines in property values in certain parts of the country have limited some borrowers' ability to refinance. These factors have reduced prepayment risk within our long-term mortgage portfolio. With the seasoning of the long-term mortgage portfolio, a significant portion of prepayment penalties terms have expired, thereby further reducing prepayment penalty income.

Prepayment speed is a measurement of how quickly UPB is reduced. Items reducing UPB include normal monthly loan principal payments, loan refinancings, voluntary property sales and involuntary property sales such as foreclosures or short sales. Prepayment speed impacts future servicing fees, fair value of mortgage servicing rights and float income. When prepayment speed increases, our servicing fees decrease

faster than projected due to the shortened life of a portfolio. Faster prepayment speeds will cause our mortgage servicing rights fair value to decrease.

### Liquidity Risk

We are exposed to liquidity risks relating to our ongoing mortgage lending operations. We primarily fund our mortgage lending originations through warehouse facilities with third-party lenders. We primarily use facilities with national and regional banks. The warehouse facilities are secured by and used to fund single-family residential mortgage loans. In addition, the warehouse lenders require cash to be posted as additional collateral to secure the borrowings. In order to mitigate the liquidity risk associated with warehouse borrowings, we attempt to sell our mortgage loans within 10-15 days from acquisition or origination. We have recently entered into revolving lines of credit to finance our MSR portfolio. The MSR financings are secured by Freddie Mac and Fannie Mae servicing rights. We are able to borrow up to 55% of the fair market value of the servicing rights.

### Long-Term Mortgage Portfolio Credit Quality

We use the Mortgage Bankers Association (MBA) method to define delinquency as a contractually required payment being 30 or more days past due. We measure delinquencies from the date of the last payment due date in which a payment was received. Delinquencies for loans 60 days late or greater, foreclosures and delinquent bankruptcies were \$821.8 million or 19.1% of the long-term mortgage portfolio as of December 31, 2017, as compared to \$1.0 billion or 20.0% as of December 31, 2016.

The following table summarizes the unpaid principal balances of loans in our mortgage portfolio, included within securitized mortgage collateral, that were 60 or more days delinquent (utilizing the MBA method) as of the periods indicated:

Securitized mortgage collateral	December 31, 2017	Total Collateral	December 31, 2016	Total Collateral
60 - 89 days delinquent	\$ 112,188	2.6 %	\$ 140,567	2.8 %
90 or more days delinquent	336,525	7.8	417,947	8.2
Foreclosures (1)	174,871	4.1	224,633	4.4
Delinquent bankruptcies (2)	198,212	4.6	232,249	4.6
Total 60 or more days delinquent	<u>\$ 821,796</u>	19.1	<u>\$ 1,015,396</u>	20.0
Total collateral	<u>\$ 4,301,316</u>	100.0	<u>\$ 5,078,500</u>	100.0

(1) Represents properties in the process of foreclosure.

(2) Represents bankruptcies that are 30 days or more delinquent.

The following table summarizes securitized mortgage collateral, mortgage loans held-for-sale and real estate owned, that were non-performing as of the dates indicated (excludes 60-89 days delinquent):

	December 31, 2017	Total Collateral %	December 31, 2016	Total Collateral %
90 or more days delinquent, foreclosures and delinquent bankruptcies	\$ 709,608	16.5 %	\$ 874,829	17.2 %
Real estate owned	8,542	0.2	11,399	0.2
Total non-performing assets	<u>\$ 718,150</u>	16.7	<u>\$ 886,228</u>	17.4

Non-performing assets consist of non-performing loans (mortgages that are 90 or more days delinquent, including loans in foreclosure and delinquent bankruptcies) plus REO. It is our policy to place a mortgage on nonaccrual status when it becomes 90 days delinquent and to reverse from revenue any accrued interest, except for interest income on securitized mortgage collateral when the scheduled payment is received from the servicer. The servicers are required to advance principal and interest on loans within the securitization trusts to the extent the advances are considered recoverable. IFC, a subsidiary of IMH and master servicer, may be required to advance funds, or in most cases cause the loan servicers to advance funds, to cover

principal and interest payments not received from borrowers depending on the status of their mortgages. As of December 31, 2017, non-performing assets (unpaid principal balance of loans 90 or more days delinquent, foreclosures and delinquent bankruptcies plus REO) as a percentage of the total collateral was 16.7%. At December 31, 2016, non-performing assets to total collateral was 17.4%. Non-performing assets decreased by approximately \$168.1 million at December 31, 2017 as compared to December 31, 2016. At December 31, 2017, the estimated fair value of non-performing assets (representing the fair value of loans 90 or more days delinquent, foreclosures and delinquent bankruptcies plus REO) was \$212.7 million or 4.5% of total assets. At December 31, 2016, the estimated fair value of non-performing assets was \$263.6 million or 5.4% of total assets.

REO, which consists of residential real estate acquired in satisfaction of loans, is carried at the lower of cost or net realizable value less estimated selling costs. Adjustments to the loan carrying value required at the time of foreclosure are included in the change in the fair value of net trust assets. Changes in our estimates of net realizable value subsequent to the time of foreclosure and through the time of ultimate disposition are recorded as gains or losses from real estate owned in the consolidated statements of operations.

For the year ended December 31, 2017, we recorded a \$7.4 million increase in net realizable value of the REO compared to a decrease of \$5.9 million for the comparable 2016 period. Increases and write-downs of the net realizable value reflect increases or declines in value of the REO subsequent to foreclosure date, but prior to the date of sale.

The following table presents the balances of the REO for continuing operations:

	December 31,	
	2017	2016
REO	\$ 15,519	\$ 25,802
Impairment (1)	(6,977)	(14,403)
Ending balance	<u>\$ 8,542</u>	<u>\$ 11,399</u>
REO inside trusts	\$ 8,542	\$ 11,399
REO outside trusts	—	—
Total	<u>\$ 8,542</u>	<u>\$ 11,399</u>

(1) Impairment represents the cumulative write-downs of net realizable value subsequent to foreclosure.

In calculating the cash flows to assess the fair value of the securitized mortgage collateral, we estimate the future losses embedded in our loan portfolio. In evaluating the adequacy of these losses, management takes many factors into consideration. For instance, a detailed analysis of historical loan performance data is accumulated and reviewed. This data is analyzed for loss performance and prepayment performance by product type, origination year and securitization issuance. The data is also broken down by collection status. Our estimate of losses for these loans is developed by estimating both the rate of default of the loans and the amount of loss severity in the event of default. The rate of default is assigned to the loans based on their attributes (e.g., original loan-to-value, borrower credit score, documentation type, geographic location, etc.) and collection status. The rate of default is based on analysis of migration of loans from each aging category. The loss severity is determined by estimating the net proceeds from the ultimate sale of the foreclosed property. The results of that analysis are then applied to the current mortgage portfolio and an estimate is created. We believe that pooling of mortgages with similar characteristics is an appropriate methodology in which to evaluate the future loan losses.

Management recognizes that there are qualitative factors that must be taken into consideration when evaluating and measuring losses in the loan portfolios. These items include, but are not limited to, economic indicators that may affect the borrower's ability to pay, changes in value of collateral, political factors, employment and market conditions, competitor's performance, market perception, historical losses, and industry statistics. The assessment for losses is based on delinquency trends and prior loss experience and management's judgment and assumptions regarding various matters, including general economic conditions and loan portfolio composition. Management continually evaluates these assumptions and various relevant factors affecting credit quality and inherent losses.

## Results of Operations

For the year ended December 31, 2017 as compared to 2016 and 2015

	For the Year Ended December 31,		
	2017	2016	2015
Revenues	\$ 138,705	\$ 297,756	\$ 166,957
Expenses (1)	(156,430)	(238,043)	(95,681)
Net interest income	4,343	2,790	1,946
Loss on extinguishment of debt	(1,265)	—	—
Change in fair value of long-term debt	(2,949)	(14,436)	(8,661)
Change in fair value of net trust assets, including trust REO gains (losses)	6,213	(304)	(5,638)
Income tax (expense) benefit	(20,138)	(1,093)	21,876
Net (loss) earnings	<u>\$ (31,521)</u>	<u>\$ 46,670</u>	<u>\$ 80,799</u>
(Loss) earnings per share available to common stockholders—basic	<u>\$ (1.62)</u>	<u>\$ 3.54</u>	<u>\$ 8.00</u>
(Loss) earnings per share available to common stockholders—diluted	<u>\$ (1.62)</u>	<u>\$ 3.31</u>	<u>\$ 6.40</u>

(1) Includes changes in contingent consideration liability resulting in income of \$13.3 million, expense of \$30.1 million and income of \$45.9 million for the years ended December 31, 2017, 2016 and 2015.

### Revenues

	For the Year Ended December 31,			
	2017	2016	Increase (Decrease)	% Change
Gain on sale of loans, net	\$ 136,147	\$ 311,017	\$ (174,870)	(56)%
Real estate services fees, net	5,856	8,395	(2,539)	(30)
Servicing fees, net	31,902	13,734	18,168	132
Loss on mortgage servicing rights, net	(35,880)	(36,441)	561	2
Other revenues	680	1,051	(371)	(35)
Total revenues	<u>\$ 138,705</u>	<u>\$ 297,756</u>	<u>\$ (159,051)</u>	<u>(53)</u>

*Gain on sale of loans, net.* For the year ended December 31, 2017, gain on sale of loans, net totaled \$136.1 million compared to \$311.0 million in the comparable 2016 period. The \$174.9 million decrease is primarily due to a \$134.2 million decrease in premiums from the sale of mortgage loans, a \$72.2 million decrease in premiums from servicing retained loan sales, a \$19.5 million increase in realized and unrealized net losses on derivative instruments and a \$1.2 million increase in provision for repurchases. Partially offsetting the reduction was a \$43.9 million decrease in direct origination expenses and an \$8.4 million increase in mark-to-market gains on LHFS.

The overall decrease in gain on sale of loans, net was primarily due to a 45% decrease in volumes as well as a decrease in gain on sale margins. For the year ended December 31, 2017, we originated and sold \$7.1 billion and \$6.9 billion of loans, respectively, as compared to \$12.9 billion and \$12.8 billion of loans originated and sold, respectively, during the same period in 2016. Margins decreased to approximately 191 bps for the year ended December 31, 2017 as compared to 241 bps for the same period in 2016 due to margin compression across all three channels as a result of the increase in interest rates as compared to 2016 as well as an increase in competition for volume.

*Real estate services fees, net.* For the year ended December 31, 2017, real estate services fees, net were \$5.9 million compared to \$8.4 million in the comparable 2016 period. The \$2.5 million decrease was primarily the result of a decrease in transactions related to the decline in the number of loans and the UPB of the long-term mortgage portfolio as compared to 2016.

*Servicing income, net.* For the year ended December 31, 2017, servicing fees, net was \$31.9 million



compared to \$13.7 million in the comparable 2016 period. The increase in servicing fees, net was the result of the servicing portfolio increasing 91% to an average balance of \$14.7 billion for the year ended December 31, 2017 as compared to an average balance of \$7.7 billion for the year ended December 31, 2016. The increase in the average balance of the servicing portfolio is a result of servicing retained loan sales of \$6.1 billion during the year ended December 31, 2017 partially offset by a bulk sale of MSR of approximately \$155.9 million.

*Loss on mortgage servicing rights, net.* For the year ended December 31, 2017, loss on MSR was \$35.9 million compared to \$36.4 million in the comparable 2016 period. For the year ended December 31, 2017, we recorded a \$37.9 million loss from a change in fair value of MSR primarily the result of mark-to-market changes related to amortization as well as an increase in prepayments and prepayment speed assumptions. For the year ended December 31, 2017, we had a \$93 thousand loss on sale of mortgage servicing rights related to refunds of premiums to investors for loan payoffs partially offset by recoveries of previously written off holdbacks associated with sales of servicing rights in previous periods. Partially offsetting the loss was a \$2.1 million increase in realized and unrealized gains from hedging instruments related to MSR.

	For the Year Ended December 31,			
	2016	2015	Increase (Decrease)	% Change
Gain on sale of loans, net	\$ 311,017	\$ 169,206	\$ 141,811	84 %
Real estate services fees, net	8,395	9,850	(1,455)	(15)
Servicing fees, net	13,734	6,102	7,632	125
Loss on mortgage servicing rights, net	(36,441)	(18,598)	(17,843)	(96)
Other revenues	1,051	397	654	165
Total revenues	<u>\$ 297,756</u>	<u>\$ 166,957</u>	<u>\$ 130,799</u>	78

*Gain on sale of loans, net.* Gain on sale of loans, net includes the operating expenses of CCM in the first quarter of 2015 before we closed the transaction on March 31, 2015. We received the economic benefit of the CCM transactions from the beginning of 2015 but did not hire the employees of CCM or incur direct operating expenditures of CCM until after the close of the transaction. Accordingly, operating expenses for CCM in the first quarter of 2015 were included within gain on sale of loans, net as loan origination costs in the consolidated statements of operations. Beginning with the second quarter of 2015 the operating expenses of CCM were included in personnel, business promotion, general, administrative and other expense, as normally presented.

For the year ended December 31, 2016, gain on sale of loans, net totaled \$311.0 million compared to \$169.2 million in the comparable 2015 period. The \$141.8 million increase is primarily due to increased volumes and gain on sale margins. For the year ended December 31, 2016, we originated and sold \$12.9 billion and \$12.8 billion of loans, respectively, as compared to \$9.3 billion and \$9.2 billion of loans originated and sold, respectively, during the same period in 2015. Margins increased to approximately 241 bps for the year ended December 31, 2016 as compared to 183 bps for the same period in 2015 due to a higher concentration of retail loans which have higher margins as well as the aforementioned expenses of CCM being included in gain on sale of loans, net in the first quarter of 2015.

*Real estate services fees, net.* For the year ended December 31, 2016, real estate services fees, net were \$8.4 million compared to \$9.9 million in the comparable 2015 period. The \$1.5 million decrease was primarily the result of a decrease in transactions related to the decline in the number of loans and the UPB of the long-term mortgage portfolio as compared to 2015.

*Servicing income, net.* For the year ended December 31, 2016, servicing fees, net was \$13.7 million compared to \$6.1 million in the comparable 2015 period. The increase in servicing fees, net was the result of the servicing portfolio increasing 118% to an average balance of \$7.7 billion for the year ended December 31, 2016 as compared to an average balance of \$3.5 billion for the year ended December 31, 2015. The increase in the average balance of the servicing portfolio is a result of servicing retained loan sales of \$12.6 billion during the year ended December 31, 2016 partially offset by a bulk sale of MSR of approximately \$815.0 million.

*Loss on mortgage servicing rights, net.* For the year ended December 31, 2016, loss on MSR was \$36.4 million compared to \$18.6 million in the comparable 2015 period. For the year ended December 31, 2016,



we recorded a \$24.4 million loss from a change in fair value of MSR's primarily the result of \$2.9 billion in prepayments due to the low mortgage interest rate environment during 2016 which resulted in an increase in actual prepayments as well as prepayment speed assumptions. For the year ended December 31, 2016, as a result of our successful retention efforts, we recaptured and refinanced approximately 76% of these prepayments at a lower coupon rate and thus a higher servicing value. Despite the mark-to-market (MTM) loss from loan prepayments recorded as a loss on MSR's, there was also a corresponding income from the recaptured loan with a higher MSR value recognized in gain on sale of loans, net in the consolidated statement of operations.

During the year ended December 31, 2016, we had a \$9.7 million loss on sale of mortgage servicing rights related to refunds of premiums to investors for loan payoffs associated with sales of servicing rights in previous periods as compared to \$8.0 million in the comparable 2015 period as well as a \$1.0 million loss on the sale of \$815.0 million UPB of MSR's. In addition to the loss, we had a \$1.4 million decrease in realized and unrealized losses from hedging instruments related to MSR's. During the third quarter of 2016, we amended a previous MSR sale agreement, extending the early prepayment protection, in return allowing us to solicit the sold portfolio. As a result, we booked a \$7.5 million charge during the third quarter related to this amendment. The amendment gave us the option to terminate the agreement with a 90 day notification. In November, we exercised our option to terminate the agreement.

### Expenses

	For the Year Ended December 31,			
	2017	2016	Increase (Decrease)	% Change
Personnel expense	\$ 89,647	\$ 124,559	\$ (34,912)	(28)%
Business promotion	40,276	42,571	(2,295)	(5)
General, administrative and other	37,775	33,771	4,004	12
Accretion of contingent consideration	2,058	6,997	(4,939)	(71)
Change in fair value of contingent consideration	(13,326)	30,145	(43,471)	(144)
Total expenses	<u>\$ 156,430</u>	<u>\$ 238,043</u>	<u>\$ (81,613)</u>	(34)

Total expenses were \$156.4 million for the year ended December 31, 2017, compared to \$238.0 million for the comparable period of 2016. Personnel expense decreased \$34.9 million to \$89.6 million for the year ended December 31, 2017. The decrease is primarily related to a reduction in commission expense due to a decrease in loan originations as well as staff reductions made in the first quarter of 2017. With the decline in origination volumes in the first quarter of 2017 we made staff reductions. As a result, average headcount decreased 15% for the year ended December 31, 2017 as compared to the same period in 2016.

Business promotion totaled \$40.3 million for the year ended December 31, 2017, compared to \$42.6 million for the comparable period of 2016. Our centralized call center purchases leads and promotes its business through radio and television advertisements. During 2017, business promotion only declined \$2.3 million or 5%, despite the 45% decrease in production due to efforts to increase NonQM and purchase money production with the reduction in refinance activity as a result of the increase in interest rates as compared to 2016.

General, administrative and other expenses increased to \$37.8 million for the year ended December 31, 2017, compared to \$33.8 million for the same period in 2016. The increase was primarily related to a \$5.1 million increase in legal and professional fees associated with defending litigation, as discussed in Item 8. Note 17 – Commitments and Contingencies of this Form 10-K, and \$351 thousand in goodwill impairment related to the wind down of certain services within our real estate services segment. Partially offsetting the increase was a \$637 thousand decrease in other general and administrative expenses, a \$436 thousand decrease in premises and equipment and a \$406 thousand decrease in data processing expense.

Beginning in the second quarter of 2015, as part of the acquisition of CCM, we record accretion of the contingent consideration liability from the close of the transaction in March 2015 through the end of the earn-out period in December 2017, which increases the contingent consideration liability. The estimated contingent consideration liability is based on discounted cash flows which represent the time value of money of the liability during the earn-out period. In 2017, accretion increased the contingent consideration liability by \$2.1 million as

compared to \$7.0 million during 2016. The reduction in accretion is due to the reduction in the estimated future pre-tax earnings as compared to projections in 2016. Beginning in the first quarter of 2018, the accretion will no longer be recognized.

We recorded a \$13.3 million change in fair value associated with a decrease in the contingent consideration liability for 2017 related to updated assumptions including current market. The change in fair value of contingent consideration was related to margin compression as well as a reduction in origination volume. The fair value of contingent consideration changed from quarter to quarter based upon actual experience and updated assumptions used to forecast pre-tax earnings for CCM. The decrease in the contingent consideration liability resulted in an increase in earnings of \$13.3 million for the year ended December 31, 2017. At December 31, 2017, the outstanding balance of the contingent consideration was \$554 thousand which was paid in February 2018.

	For the Year Ended December 31,			
	2016	2015	Increase (Decrease)	% Change
Personnel expense	\$ 124,559	\$ 77,821	\$ 46,738	60 %
Business promotion	42,571	27,650	14,921	54
General, administrative and other	33,771	27,988	5,783	21
Accretion of contingent consideration	6,997	8,142	(1,145)	(14)
Change in fair value of contingent consideration	30,145	(45,920)	76,065	166
Total expenses	<u>\$ 238,043</u>	<u>\$ 95,681</u>	<u>\$ 142,362</u>	149

Total expenses were \$238.0 million for the year ended December 31, 2016, compared to \$95.7 million for the comparable period of 2015. The increase in expenses is due to the CCM acquisition and the presentation of CCM operating expenses in the first quarter of 2015 before we closed the transaction on March 31, 2015. We received the economic benefit of the CCM transaction from the beginning of 2015 but did not hire the employees of CCM or incur direct operating expenditures of CCM until the transaction closed on March 31, 2015. Accordingly, operating expenses for CCM in the first quarter of 2015 were included within gain on sale of loans, net as loan origination costs in the consolidated statements of operations. Beginning with the second quarter of 2015 the operating expenses of CCM were included in personnel, business promotion, general, administrative and other expense, as normally presented.

Personnel expense increased \$46.7 million to \$124.6 million for the year ended December 31, 2016. In addition to the aforementioned presentation of CCM in 2015, the increase is primarily due to an increase in commission expense due to an increase in loan origination volumes as well as an increase in personnel related costs due to the addition of new personnel to accommodate the increase in mortgage loan volumes.

Business promotion totaled \$42.6 million for the year ended December 31, 2016, compared to \$27.7 million for the comparable period of 2015. Our centralized call center purchases leads and promotes its business through radio and television advertisements. In addition to the aforementioned presentation of CCM in 2015, the increase in business promotion is primarily due to the focus on growing market share and geographic scope within the CashCall Mortgage retail channel as well as growth in the correspondent and wholesale lending channels.

General, administrative and other expenses increased to \$33.8 million for the year ended December 31, 2016, compared to \$28.0 million for the same period in 2015. In addition to the aforementioned presentation of CCM in 2015, the increase was primarily related to a \$1.9 million increase in data processing and information technology support, a \$1.9 million increase in other general and administrative expenses, a \$1.2 million increase in amortization of intangible and other assets and a \$745 thousand increase in legal and professional fees.

Beginning in the second quarter of 2015, as part of the acquisition of CCM, we record accretion of the contingent consideration liability from the close of the transaction in March 2015 through the end of the earn-out period in December 2017, which increases the contingent consideration liability. The estimated contingent consideration liability is based on discounted cash flows which represent the time value of money of the liability during the earn-out period. In 2016, accretion increased the contingent consideration liability by \$7.0 million as compared to \$8.1 million during 2015. The reduction in accretion is due to the reduction in the estimated future

pre-tax earnings as compared to projections in 2015. The accretion will continue to be a charge against earnings in future quarters until the end of the earn-out period in the fourth quarter of 2017.

We recorded a \$30.1 million change in fair value associated with an increase in the contingent consideration liability for 2016 related to updated assumptions including current market conditions and increased mortgage loan originations for CCM. The change in fair value of contingent consideration was related to the estimated increase in future pre-tax earnings of CCM over the remaining earn-out period of four quarters. The fair value of contingent consideration may change from quarter to quarter based upon actual experience and updated assumptions used to forecast pre-tax earnings for CCM. Even though this projected increase in mortgage volume for CCM is favorable, it resulted in a corresponding charge to earnings of \$30.1 million for the year ended December 31, 2016.

*Other Income (Expense)*

	<u>For the Year Ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Interest income	\$ 230,330	\$ 263,600	\$ 276,799
Interest expense	(225,987)	(260,810)	(274,853)
Loss on extinguishment of debt	(1,265)	—	—
Change in fair value of long-term debt	(2,949)	(14,436)	(8,661)
Change in fair value of net trust assets, including trust REO (losses) gains	6,213	(304)	(5,638)
Total other income (expense)	<u>\$ 6,342</u>	<u>\$ (11,950)</u>	<u>\$ (12,353)</u>

*Net Interest Income (Expense)*

We earn net interest income primarily from mortgage assets which include securitized mortgage collateral, mortgage loans held-for-sale and investment securities available-for-sale, or collectively, “mortgage assets,” and, to a lesser extent, interest income earned on cash and cash equivalents. Interest expense is primarily interest paid on borrowings secured by mortgage assets, which include securitized mortgage borrowings and warehouse borrowings and to a lesser extent, interest expense paid on long-term debt, Convertible Notes, notes payable and line of credit. Interest income and interest expense during the period primarily represents the effective yield, based on the fair value of the trust assets and liabilities.

The following tables summarize average balance, interest and weighted average yield on interest-earning assets and interest-bearing liabilities, included within continuing operations, for the periods indicated. Cash receipts and payments on derivative instruments hedging interest rate risk related to our

securitized mortgage borrowings are not included in the results below. These cash receipts and payments are included as a component of the change in fair value of net trust assets.

	For the Year Ended December 31,					
	2017			2016		
	Average Balance	Interest	Yield	Average Balance	Interest	Yield
<b>ASSETS</b>						
Securitized mortgage collateral	\$ 3,824,312	\$ 209,432	5.48 %	\$ 4,281,564	\$ 245,662	5.74 %
Mortgage loans held-for-sale	384,383	18,424	4.79	418,968	15,652	3.74
Finance receivables	38,216	2,316	6.06	41,237	2,207	5.35
Other	37,398	158	0.42	35,373	79	0.22
Total interest-earning assets	<u>\$ 4,284,309</u>	<u>\$ 230,330</u>	5.38	<u>\$ 4,777,142</u>	<u>\$ 263,600</u>	5.52
<b>LIABILITIES</b>						
Securitized mortgage borrowings	\$ 3,816,577	\$ 201,341	5.28 %	\$ 4,280,913	\$ 235,733	5.51 %
Warehouse borrowings (1)	414,149	16,834	4.06	449,598	15,302	3.40
MSR financing facilities	18,790	1,035	5.51	—	—	—
Long-term debt	46,266	4,453	9.62	36,414	4,188	11.50
Convertible notes	24,970	1,884	7.55	24,961	2,521	10.10
Term financing	3,358	408	12.15	29,819	3,034	10.17
Other	435	32	7.36	568	32	5.63
Total interest-bearing liabilities	<u>\$ 4,324,545</u>	<u>\$ 225,987</u>	5.23	<u>\$ 4,822,273</u>	<u>\$ 260,810</u>	5.41
<b>Net Interest Spread (2)</b>		\$ 4,343	0.15 %		\$ 2,790	0.11 %
<b>Net Interest Margin (3)</b>			0.10 %			0.06 %

- (1) Warehouse borrowings include the borrowings from mortgage loans held-for-sale and finance receivables.
- (2) Net interest spread is calculated by subtracting the weighted average yield on interest-bearing liabilities from the weighted average yield on interest-earning assets.
- (3) Net interest margin is calculated by dividing net interest spread by total average interest-earning assets.

Net interest spread increased \$1.6 million for the year ended December 31, 2017 primarily attributable to an increase in the net interest spread between loans held-for-sale and finance receivables and their related warehouse borrowings, a decrease in interest expense from the conversion of the Convertible Notes in January 2016 and a decrease in interest expense related to the payoff of the Term Financing. Offsetting the increase in net spread was a decrease in the net interest spread on the securitized mortgage collateral and securitized mortgage borrowings, an increase in the interest expense on the long-term debt as well as an increase in interest expense as a result of the MSR financing facilities. As a result, net interest margin increased to 0.10% for the year ended December 31, 2017 as compared to 0.06% for the year ended December 31, 2016.

During the year ended December 31, 2017, the yield on interest-earning assets decreased to 5.38% from 5.52% in the comparable 2016 period. The yield on interest-bearing liabilities decreased to 5.23% for the year ended December 31, 2017 from 5.41% for the comparable 2016 period. In connection with the fair value accounting for securitized mortgage collateral and borrowings and long-term debt, interest income and interest expense is recognized using effective yields based on estimated fair values for these instruments. The decrease in yield for securitized mortgage collateral and securitized mortgage borrowings is primarily related to increased prices on mortgage-backed bonds which resulted in a decrease in yield as compared to the previous period.

	For the Year Ended December 31,					
	2016			2015		
	Average Balance	Interest	Yield	Average Balance	Interest	Yield
<b>ASSETS</b>						
Securitized mortgage collateral	\$ 4,281,564	\$ 245,662	5.74 %	\$ 4,942,276	\$ 262,902	5.32 %
Mortgage loans held-for-sale	418,968	15,652	3.74	320,917	11,737	3.66
Finance receivables	41,237	2,207	5.35	52,707	2,120	4.02
Other	35,373	79	0.22	20,547	40	0.19
Total interest-earning assets	<u>\$ 4,777,142</u>	<u>\$ 263,600</u>	5.52	<u>\$ 5,336,447</u>	<u>\$ 276,799</u>	5.19
<b>LIABILITIES</b>						
Securitized mortgage borrowings	\$ 4,280,913	\$ 235,733	5.51 %	\$ 4,941,440	\$ 254,626	5.15 %
Warehouse borrowings (1)	449,598	15,302	3.40	353,750	11,574	3.27
Long-term debt	36,414	4,188	11.50	28,872	3,773	13.07
Convertible notes	24,961	2,521	10.10	36,301	2,777	7.65
Term financing	29,819	3,034	10.17	15,123	1,587	10.49
Short-term borrowings	—	—	—	3,491	398	11.40
Other	568	32	5.63	2,526	118	4.67
Total interest-bearing liabilities	<u>\$ 4,822,273</u>	<u>\$ 260,810</u>	5.41	<u>\$ 5,381,503</u>	<u>\$ 274,853</u>	5.11
<b>Net Interest Spread (2)</b>		\$ 2,790	0.11 %		\$ 1,946	0.08 %
<b>Net Interest Margin (3)</b>			0.06 %			0.04 %

- (1) Warehouse borrowings include the borrowings from mortgage loans held-for-sale and finance receivables.
- (2) Net interest spread is calculated by subtracting the weighted average yield on interest-bearing liabilities from the weighted average yield on interest-earning assets.
- (3) Net interest margin is calculated by dividing net interest spread by total average interest-earning assets.

Net interest spread increased \$844 thousand for the year ended December 31, 2016 primarily attributable to an increase in the net interest spread on securitized mortgage collateral and securitized mortgage borrowings, an increase in the net interest spread between loans held-for-sale and finance receivables and their related warehouse borrowings and a decrease in interest expense on the convertible debt. The decrease in interest expense from the Convertible Notes is due to the conversion of the Notes in the first quarter of 2016. Offsetting the increase in net spread was an increase in interest expense on the long-term debt and term financing. As a result, net interest margin increased to 0.06% for the year ended December 31, 2016 as compared to 0.04% for the year ended December 31, 2015.

During the year ended December 31, 2016, the yield on interest-earning assets increased to 5.52% from 5.19% in the comparable 2015 period. The yield on interest-bearing liabilities increased to 5.41% for the year ended December 31, 2016 from 5.11% for the comparable 2015 period. In connection with the fair value accounting for investment securities available-for-sale, securitized mortgage collateral and borrowings and long-term debt, interest income and interest expense is recognized using effective yields based on estimated fair values for these instruments. The increase in yield for securitized mortgage collateral and securitized mortgage borrowings is primarily related to decreased prices on mortgage-backed bonds which resulted in an increase in yield as compared to the previous period.

#### *Loss on extinguishment of debt*

We recorded a \$1.3 million loss on extinguishment of debt during the year ended December 31, 2017. In May 2017, we exchanged 412,264 shares of common stock for the remaining trust preferred securities which had an aggregate liquidation amount of \$8.5 million. The value of the shares on the issuance date exceeded the carrying value of debt by \$1.3 million.

#### *Change in the fair value of long-term debt*

Long-term debt (consisting of trust preferred securities and junior subordinated notes) is measured based upon an internal analysis which considers our own credit risk and discounted cash flow analyses. Improvements in our financial results and financial condition in the future could result in additional increases in the estimated fair value of the long-term debt, while deterioration in financial results and financial condition could result in a decrease in the estimated fair value of the long-term debt.



Change in the fair value of long-term debt resulted in an expense of \$2.9 million for the year ended December 31, 2017, compared to an expense of \$14.4 million for the comparable 2016 period as a result of the increase in the estimated fair value of long-term debt. The increase in the estimated fair value of long-term debt during 2017 was primarily due to a decrease in the discount rate attributable to an improvement in our credit risk profile, financial condition as well as an increase in LIBOR during 2017.

Change in the fair value of long-term debt resulted in an expense of \$14.4 million for the year ended December 31, 2016, compared to an expense of \$8.7 million for the comparable 2015 period as a result of the increase in the estimated fair value of long-term debt. The increase in the estimated fair value of long-term debt during 2016 was primarily the result of a decrease in the discount rate attributable to an improvement in our own credit risk profile associated with our capital raise during the third quarter, improvement in our financial condition and results of operations from the mortgage lending segment during 2016. The increase in the estimated fair value of long-term debt during the 2015 was primarily the result of a decrease in the discount rate attributable to an improvement in our own credit risk profile, improvement in our financial condition and results of operations from the mortgage lending segment including the acquisition of CCM during the first quarter of 2015 as well as an increase in forward LIBOR interest rates during the second quarter of 2015.

*Change in fair value of net trust assets, including trust REO gains (losses)*

	For the Year Ended December 31,		
	2017	2016	2015
Change in fair value of net trust assets, excluding REO	\$ (1,212)	\$ 5,630	\$ 957
Gains (losses) from REO	7,425	(5,934)	(6,595)
Change in fair value of net trust assets, including trust REO (losses) gains	<u>\$ 6,213</u>	<u>\$ (304)</u>	<u>\$ (5,638)</u>

The change in fair value related to our net trust assets (residual interests in securitizations) was a gain of \$6.2 million for the year ended December 31, 2017. The change in fair value of net trust assets, including trust REO was due to \$7.4 million in gains on REO attributable to lower expected loss severities on properties held in the long-term mortgage portfolio during the period, partially offset by \$1.2 million in losses from changes in fair value of securitized mortgage borrowings and securitized mortgage collateral primarily associated with an increase in LIBOR.

The change in fair value related to our net trust assets (residual interests in securitizations) was a loss of \$304 thousand for the year ended December 31, 2016. The change in fair value of net trust assets, including trust REO was due to \$5.9 million in losses on REO during the period attributed to higher expected loss severities on properties held in the long-term mortgage portfolio during the period, partially offset by \$5.6 million in gains from changes in fair value of securitized mortgage borrowings and securitized mortgage collateral primarily associated with a decrease in LIBOR as well as updated assumptions on certain later vintage trusts with improved performance.

The change in fair value related to our net trust assets was a loss of \$304 thousand for the year ended December 31, 2016, compared to a loss of \$5.6 million in the comparable 2015 period. The change in fair value of net trust assets, including trust REO was due to \$6.6 million in losses on REO during the period attributed to higher expected loss severities on properties held in the long-term mortgage portfolio primarily during the period, partially offset by \$957 thousand in gains from changes in fair value of securitized mortgage borrowings, securitized mortgage collateral and investment securities available-for-sale primarily associated with lower interest rates during 2015 and updated assumptions of decreased collateral losses during 2015.

*Income Taxes*

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (Tax Act). The Tax Act makes broad and complex changes to the U.S. tax code by, among other things, reducing the federal corporate income tax rate and business deductions.

The Tax Act reduces the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018. Under FASB ASC 740, the effects of changes in tax rates and laws are recognized



in the period in which the new legislation is enacted. As a result of the reduction in the U.S. corporate income tax rate, we re-measured the net deferred tax assets at December 31, 2017 at the rate at which they are expected to reverse in the future and recognized a tax expense of \$89.5 million, which was offset by a \$66.4 million change in the valuation allowance and other items resulting in income tax expense of \$20.1 million in 2017. We are still analyzing certain aspects of the Tax Act, which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts.

We recorded income tax expense (benefit) of \$20.1 million, \$1.1 million and \$(21.9) million for the years ended December 31, 2017, 2016 and 2015, respectively. The income tax expense of \$20.1 million for the year ended December 31, 2017 is primarily the result of income tax expense due to a reduction in our deferred tax asset as a result of a reduction in future utilization, changes in tax rates due to the Tax Act re-measurement of deferred tax assets and liabilities, amortization of the deferred charge and state income taxes from states where we do not have net operating loss carryforwards or state minimum taxes, including AMT. The income tax expense of \$1.1 million for the year ended December 31, 2016 is primarily the result of the amortization of the deferred charge, federal AMT and state income taxes from states where we do not have net operating loss carryforwards or state minimum taxes, including AMT. For the year ended December 31, 2015, we recorded a deferred income tax benefit of \$24.4 million primarily the result of a reversal of valuation allowance partially offset by federal alternative minimum tax (AMT), amortization of the deferred charge and state income taxes from states where we do not have net operating loss carryforwards or state minimum taxes, including AMT.

In accordance with FASB ASC 810-10-45-8, we record a deferred charge representing income tax expense on inter-company profits that resulted from the sale of mortgages from taxable subsidiaries to IMH in prior years. The deferred charge represents the deferral of income tax expense on inter-company profits that resulted from the sale of mortgages from taxable subsidiaries to IMH prior to 2008. The deferred charge is amortized and/or impaired, which does not result in any tax liability to be paid. The deferred charge is included in other assets in the accompanying consolidated balance sheets and is amortized as a component of income tax expense in the accompanying consolidated statement of operations. We recorded a tax expense in the amount of \$858 thousand, \$1.3 million and \$1.6 million for the years ended December 31, 2017, 2016 and 2015 respectively, related to the deferred charge impairment, which did not result in any tax liability to be paid. In the first quarter of 2018, with the adoption of FASB issued Accounting Standards Update (ASU) 2016-16, *“Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory”*, we will eliminate the remaining \$7.8 million of deferred charge with a cumulative effect adjustment to opening retained earnings.

As of December 31, 2017, we had estimated federal net operating loss (NOL) carryforwards of approximately \$619.9 million. Federal net operating loss carryforwards begin to expire in 2027. As of December 31, 2017, the estimated Federal NOL carryforward expiration schedule is as follows (in millions):

<u>Tax Year Established</u>	<u>Amount</u>	<u>Expiration Date</u>
12/31/2007	\$ 228.8	12/31/2027
12/31/2008	3.6	12/31/2028
12/31/2009	101.6	12/31/2029
12/31/2010	89.7	12/31/2030
12/31/2011	44.1	12/31/2031
12/31/2012	—	12/31/2032
12/31/2013	28.5	12/31/2033
12/31/2014	—	12/31/2034
12/31/2015	30.5	12/31/2035
12/31/2016	55.0	12/31/2036
12/31/2017 *	38.1	12/31/2037
Total Federal NOLs	<u>\$ 619.9</u>	

\* NOL amounts are estimates until final tax return is filed in October 2018.

As of December 31, 2017, we had estimated California NOL carryforwards of approximately \$431.0 million, which begin to expire in 2028. We may not be able to realize the maximum benefit due to the nature and tax entity that holds the NOL.

Our deferred tax assets are primarily the result of net operating losses and other fair value write downs of financial assets and liabilities. Our net deferred tax assets declined to \$4.3 million at December 31, 2017, as a result of the reduction in projected future utilization, changes in tax rates due to the Tax Act re-measurement of deferred tax assets and liabilities and an increase in deferred tax liabilities as a result of the amortization of goodwill. We recorded a valuation allowance against our remaining net deferred tax assets at December 31, 2017 as it is more likely than not that not all of the deferred tax assets will be realized. The valuation allowance is based on the management's assessment that it is more likely than not that certain deferred tax assets, primarily net operating loss carryforwards, may not be realized in the foreseeable future due to objective negative evidence that we may not generate sufficient taxable income to realize the deferred tax assets.

We are subject to federal income taxes as a regular (Subchapter C) corporation and file a consolidated U.S. federal income tax return for qualifying subsidiaries.

A valuation allowance is recognized for a deferred tax asset if, based on the weight of the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. In making such judgments, significant weight is given to evidence that can be objectively verified. In determining the adequacy of the valuation allowance, we consider all forms of evidence, including: (1) historic earnings or losses; (2) the ability to realize deferred tax assets through carry back to prior periods; (3) anticipated taxable income resulting from the reversal of taxable temporary differences; (4) tax planning strategies; and (5) anticipated future earnings exclusive of the reversal of taxable temporary differences.

### **Results of Operations by Business Segment**

We have three primary operating segments: Mortgage Lending, Real Estate Services and Long-Term Mortgage Portfolio. Unallocated corporate and other administrative costs, including the cost associated with being a public company, are presented in Corporate. Segment operating results are as follows:

#### *Mortgage Lending*

#### Condensed Statements of Operations Data

	For the Year Ended December 31,			% Change
	2017	2016	Increase (Decrease)	
Gain on sale of loans, net	\$ 136,147	\$ 311,017	\$ (174,870)	(56)%
Servicing fees, net	31,902	13,734	18,168	132
Loss on mortgage servicing rights, net	(35,880)	(36,441)	561	2
Other	22	79	(57)	(72)
Total revenues	132,191	288,389	(156,198)	(54)
Other income	2,931	2,582	349	14
Personnel expense	(82,614)	(122,509)	39,895	33
Business promotion	(40,175)	(42,420)	2,245	5
General, administrative and other	(20,213)	(20,302)	89	0
Accretion of contingent consideration	(2,058)	(6,997)	4,939	71
Change in fair value of contingent consideration	13,326	(30,145)	43,471	144
Earnings before income taxes	\$ 3,388	\$ 68,598	\$ (65,210)	(95)

For the year ended December 31, 2017, gain on sale of loans, net were \$136.1 million compared to \$311.0 million in the comparable 2016 period. The \$174.9 million decrease is primarily due to a \$134.2 million decrease in premiums from the sale of mortgage loans, a \$72.2 million decrease in premiums from servicing retained loan sales, a \$19.5 million increase in realized and unrealized net losses on derivative instruments and a \$1.2 million increase in provision for repurchases. Partially offsetting the reduction was a \$43.9 million decrease in direct origination expenses and an \$8.4 million increase in mark-to-market gains on LHFS.

The overall decrease in gain on sale of loans, net was primarily due to a 45% decrease in volumes as

well as a decrease in gain on sale margins. For the year ended December 31, 2017, we originated and sold \$7.1 billion and \$6.9 billion of loans, respectively, as compared to \$12.9 billion and \$12.8 billion of loans originated and sold, respectively, during the same period in 2016. Margins decreased to approximately 192 bps for the year ended December 31, 2017 as compared to 241 bps for the same period in 2016 due to margin compression across all three channels as a result of the increase in interest rates as compared to 2016 as well as an increase in competition for volume.

For the year ended December 31, 2017, servicing fees, net was \$31.9 million compared to \$13.7 million in the comparable 2016 period. The increase in servicing fees, net was the result of the servicing portfolio increasing 91% to an average balance of \$14.7 billion for the year ended December 31, 2017 as compared to an average balance of \$7.7 billion for the year ended December 31, 2016. The increase in the average balance of the servicing portfolio is a result of servicing retained loan sales of \$6.1 billion during the year ended December 31, 2017 partially offset by a bulk sale of MSR of approximately \$155.9 million.

For the year ended December 31, 2017, loss on MSRs was \$35.9 million compared to \$36.4 million in the comparable 2016 period. For the year ended December 31, 2017, we recorded a \$37.9 million loss from a change in fair value of MSRs primarily the result of mark-to-market changes related to amortization as well as an increase in prepayments and prepayment speed assumptions. For the year ended December 31, 2017, we had a \$93 thousand loss on sale of mortgage servicing rights related to refunds of premiums to investors for loan payoffs partially offset by recoveries of previously written off holdbacks associated with sales of servicing rights in previous periods. Partially offsetting the loss was a \$2.1 million increase in realized and unrealized gains from hedging instruments related to MSRs.

Personnel expense decreased \$39.9 million to \$82.6 million for the year ended December 31, 2017. The decrease is primarily related to a reduction in commission expense due to a decrease in loan originations as well as staff reductions made in the first quarter of 2017. With the decline in origination volumes in the first quarter of 2017 we made staff reductions. As a result, the average headcount of the mortgage lending division decreased 18% for the year ended December 31, 2017 as compared to the same period in 2016.

Business promotion totaled \$40.2 million for the year ended December 31, 2017, compared to \$42.4 million for the comparable period of 2016. Our centralized call center purchases leads and promotes its business through radio and television advertisements. During 2017, business promotion only declined \$2.2 million or 5%, despite the 45% decrease in production due to efforts to increase NonQM and purchase money production with the reduction in refinance activity as a result of the increase in interest rates as compared to 2016.

General, administrative and other expenses decreased to \$20.2 million for the year ended December 31, 2017, compared to \$20.3 million for the same period in 2016. The decrease was primarily related to a \$781 thousand decrease in in other general and administrative expenses, partially offset by a \$692 thousand increase in occupancy expense.

Beginning in the second quarter of 2015, as part of the acquisition of CCM, we record accretion of the contingent consideration liability from the close of the transaction in March 2015 through the end of the earn-out period in December 2017, which increases the contingent consideration liability. The estimated contingent consideration liability is based on discounted cash flows which represent the time value of money of the liability during the earn-out period. In 2017, accretion increased the contingent consideration liability by \$2.1 million as compared to \$7.0 million during 2016. The reduction in accretion is due to the reduction in the estimated future pre-tax earnings as compared to projections in 2016. Beginning in the first quarter of 2018, the accretion will no longer be recognized.

We recorded a \$13.3 million change in fair value associated with a decrease in the contingent consideration liability for 2017 related to updated assumptions including current market. The change in fair value of contingent consideration was related to margin compression as well as a reduction in origination volume. The fair value of contingent consideration changed from quarter to quarter based upon actual experience and updated assumptions used to forecast pre-tax earnings for CCM. The decrease in the contingent consideration liability resulted in an increase in earnings of \$13.3 million for the year ended December 31, 2017. At December 31, 2017, the outstanding balance of the contingent consideration was \$554

thousand which was paid in February 2018.

	For the Year Ended December 31,			
	2016	2015	Increase (Decrease)	% Change
Gain on sale of loans, net	\$ 311,017	\$ 169,206	\$ 141,811	84 %
Servicing fees, net	13,734	6,102	7,632	125
Loss on mortgage servicing rights, net	(36,441)	(18,598)	(17,843)	(96)
Other	79	25	54	216
Total revenues	288,389	156,735	131,654	84
Other income	2,582	2,037	545	27
Personnel expense	(122,509)	(75,925)	(46,584)	(61)
Business promotion	(42,420)	(27,494)	(14,926)	(54)
General, administrative and other	(20,302)	(15,842)	(4,460)	(28)
Accretion of contingent consideration	(6,997)	(8,142)	1,145	14
Change in fair value of contingent consideration	(30,145)	45,920	(76,065)	(166)
Earnings before income taxes	<u>\$ 68,598</u>	<u>\$ 77,289</u>	<u>\$ (8,691)</u>	(11)

Gain on sale of loans, net includes the operating expenses of CCM in the first quarter of 2015 before we closed the transaction on March 31, 2015. We received the economic benefit of the CCM transactions from the beginning of 2015 but did not hire the employees of CCM or incur direct operating expenditures of CCM until after the close of the transaction. Accordingly, operating expenses for CCM in the first quarter of 2015 were included within gain on sale of loans, net as loan origination costs in the consolidated statements of operations. Beginning with the second quarter of 2015 the operating expenses of CCM were included in personnel, business promotion, general, administrative and other expense, as normally presented.

For the year ended December 31, 2016, gain on sale of loans, net were \$311.0 million compared to \$169.2 million in the comparable 2015 period. The \$141.8 million increase is primarily due to increased volumes and gain on sale margins. For the year ended December 31, 2016, we originated and sold \$12.9 billion and \$12.8 billion of loans, respectively, as compared to \$9.3 billion and \$9.2 billion of loans originated and sold, respectively, during the same period in 2015. Margins increased to approximately 241 bps for the year ended December 31, 2016 as compared to 183 bps for the same period in 2015 due to a higher concentration of retail loans which have higher margins as well as the aforementioned expenses of CCM being included in gain on sale of loans, net in the first quarter of 2015.

For the year ended December 31, 2016, servicing fees, net was \$13.7 million compared to \$6.1 million in the comparable 2015 period. The increase in servicing fees, net was the result of the servicing portfolio increasing 118% to an average balance of \$7.7 billion for the year ended December 31, 2016 as compared to an average balance of \$3.5 billion for the year ended December 31, 2015. The increase in the average balance of the servicing portfolio is a result of servicing retained loan sales of \$12.6 billion during the year ended December 31, 2016 partially offset by a bulk sale of MSR of approximately \$815.0 million.

For the year ended December 31, 2016, loss on mortgage servicing rights, net was \$36.4 million compared to \$18.6 million in the comparable 2015 period. For the year ended December 31, 2016, we recorded a \$24.4 million loss from a change in fair value of MSRs primarily the result of \$2.9 billion in prepayments due to the low mortgage interest rate environment during 2016 which resulted in an increase in actual prepayments as well as prepayment speed assumptions. For the year ended December 31, 2016, as a result of our successful retention efforts, we recaptured and refinanced approximately 76% of these prepayments at a lower coupon rate and thus a higher servicing value. Despite the MTM loss from loan prepayments recorded as a loss on MSRs, there was also corresponding income from the recaptured loan with a higher MSR value recognized in gain on sale of loans, net in the consolidated statement of operations.

During the year ended December 31, 2016 we had a \$9.7 million loss on sale of mortgage servicing rights, net related to refunds of premiums to investors for loan payoffs associated with sales of servicing rights in previous periods as compared to \$8.0 million in the comparable 2015 period as well as a \$1.0 million loss on the sale of \$815.0 million UPB of MSRs. In addition to the loss we had a \$1.4 million decrease in realized and unrealized losses from hedging instruments related to MSRs. During the third quarter of 2016, we amended a previous MSR sale agreement, extending the early prepayment protection, in return allowing us to solicit the

sold portfolio. As a result we booked a \$7.5 million charge during the third quarter related to this amendment. The amendment gave us the option to terminate the agreement with a 90 day notification. In November, we exercised our option to terminate the agreement.

Personnel expense increased \$46.6 million to \$122.5 million for the year ended December 31, 2016. In addition to the aforementioned presentation of CCM in 2015, the increase is primarily due to an increase in commission expense due to an increase in loan origination volumes as well as an increase in personnel related costs due to the addition of new personnel to accommodate the increase in mortgage loan volumes.

Business promotion totaled \$42.4 million for the year ended December 31, 2016, compared to \$27.5 million for the comparable period of 2015. Our centralized call center purchases leads and promotes its business through radio and television advertisements. In addition to the aforementioned presentation of CCM in 2015, the increase in business promotion is primarily due to the focus on growing market share and geographic scope within the CashCall Mortgage retail channel as well as growth in the correspondent and wholesale lending channels.

General, administrative and other expenses increased to \$20.3 million for the year ended December 31, 2016, compared to \$15.8 million for the same period in 2015. In addition to the aforementioned presentation of CCM in 2015, the increase was primarily related to a \$1.7 million increase in other general and administrative expenses, a \$1.2 million increase in amortization of intangible and other assets, a \$1.1 million increase in additional occupancy expense and a \$981 thousand increase in data processing. Partially offsetting the increase in general, administrative and other expenses was an \$870 thousand decrease in legal and professional fees.

Beginning in the second quarter of 2015, as part of the acquisition of CCM, we record accretion of the contingent consideration liability from the close of the transaction in March 2015 through the end of the earn-out period in December 2017, which increases the contingent consideration liability. The estimated contingent consideration liability is based on discounted cash flows which represent the time value of money of the liability during the earn-out period. In 2016, accretion increased the contingent consideration liability by \$7.0 million as compared to \$8.1 million during 2015. The reduction in accretion is due to the reduction in the estimated future pre-tax earnings as compared to projections in 2015. The accretion will continue to be a charge against earnings in future quarters until the end of the earn-out period in the fourth quarter of 2017.

We recorded a \$30.1 million change in fair value associated with an increase in the contingent consideration liability for 2016 related to updated assumptions including current market conditions and increased mortgage loan originations for CCM. The change in fair value of contingent consideration was related to the estimated increase in future pre-tax earnings of CCM over the remaining earn-out period of four quarters. The fair value of contingent consideration may change from quarter to quarter based upon actual experience and updated assumptions used to forecast pre-tax earnings for CCM. Even though this projected increase in mortgage volume for CCM is favorable, it resulted in a corresponding charge to earnings of \$30.1 million for 2016.

### *Real Estate Services*

	<u>For the Year Ended December 31,</u>			
	<u>2017</u>	<u>2016</u>	<u>Increase (Decrease)</u>	<u>% Change</u>
Real estate services fees, net	\$ 5,856	\$ 8,395	\$ (2,539)	(30)%
Personnel expense	(2,552)	(5,790)	3,238	56
General, administrative and other	(1,058)	(746)	(312)	(42)
Earnings before income taxes	<u>\$ 2,246</u>	<u>\$ 1,859</u>	<u>\$ 387</u>	21 %

For the year ended December 31, 2017, real estate services fees, net were \$5.9 million compared to \$8.4 million in the comparable 2016 period. The \$2.5 million decrease in real estate services fees, net was the result of a \$1.3 million decrease in real estate and recovery fees and a \$1.3 million decrease in loss mitigation fees partially offset by a \$53 thousand increase in real estate service fees. The \$2.5 million decrease was primarily the result of a decrease in transactions related to the decline in the number of loans and the UPB of



the long-term mortgage portfolio as compared to 2016.

For the year ended December 31, 2017, the \$3.2 million reduction in personnel expense was due to a reduction in personnel and personnel related costs as a result of a decrease in transactions related to the decline in the number of loans and the UPB of the long-term mortgage portfolio as compared to 2016.

General, administrative and other expenses increased to \$1.1 million for the year ended December 31, 2017, compared to \$746 thousand for the same period in 2016. The increase was due to \$351 thousand in goodwill impairment related to the wind down of certain services within our real estate services segment.

	For the Year Ended December 31,			
	2016	2015	Increase (Decrease)	% Change
Real estate services fees, net	\$ 8,395	\$ 9,850	\$ (1,455)	(15)%
Personnel expense	(5,790)	(5,052)	(738)	(15)
General, administrative and other	(746)	(899)	153	17
Earnings before income taxes	<u>\$ 1,859</u>	<u>\$ 3,899</u>	<u>\$ (2,040)</u>	<u>(52)%</u>

For the year ended December 31, 2016, real estate services fees, net were \$8.4 million compared to \$9.9 million in the comparable 2015 period. The \$1.5 million decrease in real estate services fees, net was the result of a \$1.8 million decrease in real estate and recovery fees and a \$57 thousand decrease in real estate services partially offset by a \$444 thousand increase in loss mitigation fees. The decrease was primarily the result of a decrease in transactions related to the decline in the number of loans and the UPB of the long-term mortgage portfolio as compared to 2015. Additionally, for the year ended December 31, 2016, personnel expense increased primarily due to increased loss mitigation efforts for the long-term mortgage portfolio.

#### *Long-Term Mortgage Portfolio*

	For the Year Ended December 31,			
	2017	2016	Increase (Decrease)	% Change
Other revenue	\$ 273	\$ 242	\$ 31	13 %
Personnel expense	(14)	(18)	4	22 %
General, administrative and other	(325)	(400)	75	19
Total expenses	(339)	(418)	79	19
Net interest income	3,639	5,743	(2,104)	(37)
Loss on extinguishment of debt	(1,265)	—	(1,265)	n/a
Change in fair value of long-term debt	(2,949)	(14,436)	11,487	80
Change in fair value of net trust assets, including trust REO gains (losses)	6,213	(304)	6,517	2144
Total other income	5,638	(8,997)	14,635	163
Earnings (loss) before income taxes	<u>\$ 5,572</u>	<u>\$ (9,173)</u>	<u>\$ 14,745</u>	<u>161 %</u>

For the year ended December 31, 2017, net interest income totaled \$3.6 million as compared to \$5.7 million for the comparable 2016 period. Net interest income decreased \$2.1 million for the year ended December 31, 2017 primarily attributable to a \$1.8 million decrease in net interest spread on the long-term mortgage portfolio as well as a \$265 thousand increase in interest expense on the long-term debt due to an increase in three-month LIBOR as compared to the prior year.

During the second quarter of 2017, we exchanged 412,264 shares of common stock for trust preferred securities with an aggregate liquidation amount of \$8.5 million. Accrued and unpaid interest on the trust preferred securities was paid in cash in the aggregate amount of approximately \$14 thousand. We recorded a



\$1.3 million loss on extinguishment of debt due to stock price appreciation after the agreed upon settlement and before the issuance date of the common stock.

Change in the fair value of long-term debt resulted in an expense of \$2.9 million for the year ended December 31, 2017, compared to an expense of \$14.4 million for the comparable 2016 period as a result of the increase in the estimated fair value of long-term debt. The increase in the estimated fair value of long-term debt during 2017 was primarily due to a decrease in the discount rate attributable to an improvement in our credit risk profile, financial condition as well as an increase in LIBOR during 2017.

The change in fair value related to our net trust assets (residual interests in securitizations) was a gain of \$6.2 million for the year ended December 31, 2017. The change in fair value of net trust assets, including trust REO was due to \$7.4 million in gains on REO attributable to lower expected loss severities on properties held in the long-term mortgage portfolio during the period, partially offset by \$1.2 million in losses from changes in fair value of securitized mortgage borrowings and securitized mortgage collateral primarily associated with an increase in LIBOR.

	For the Year Ended December 31,			
	2016	2015	Increase (Decrease)	% Change
Other revenue	\$ 242	\$ 263	\$ (21)	(8)%
Personnel expense	(18)	(244)	226	93 %
General, administrative and other	(400)	(433)	33	8
Total expenses	(418)	(677)	259	38
Net interest income	5,743	4,513	1,230	27
Change in fair value of long-term debt	(14,436)	(8,661)	(5,775)	(67)
Change in fair value of net trust assets, including trust REO gains (losses)	(304)	(5,638)	5,334	95
Total other expense	(8,997)	(9,786)	789	8
Loss before income taxes	\$ (9,173)	\$ (10,200)	\$ 1,027	10 %

For the year ended December 31, 2016, net interest income totaled \$5.7 million as compared to \$4.5 million for the comparable 2015 period. Net interest income increased \$1.2 million for the year ended December 31, 2016 primarily attributable to a \$1.7 million increase in net interest spread on the long-term mortgage portfolio due to an improvement in net interest income and cash flows in trusts with residual interests. Partially offsetting the increase in interest income was a \$415 thousand increase in interest expense on the long-term debt due to an increase in 3 month LIBOR as compared to the prior year.

Change in the fair value of long-term debt resulted in an expense of \$14.4 million for the year ended December 31, 2016, compared to an expense of \$8.7 million for the comparable 2015 period as a result of the increase in the estimated fair value of long-term debt. The increase in the estimated fair value of long-term debt during 2016 was primarily the result of a decrease in the discount rate attributable to an improvement in our own credit risk profile associated with our capital raise during the third quarter, improvement in our financial condition and results of operations from the mortgage lending segment during 2016. The increase in the estimated fair value of long-term debt during the 2015 was primarily the result of a decrease in the discount rate attributable to an improvement in our own credit risk profile, improvement in our financial condition and results of operations from the mortgage lending segment including the acquisition of CCM during the first quarter of 2015 as well as an increase in forward LIBOR interest rates during the second quarter of 2015.

The change in fair value related to our net trust assets (residual interests in securitizations) was a loss of \$304 thousand for the year ended December 31, 2016. The change in fair value of net trust assets, including trust REO was due to \$5.9 million in losses on REO during the period attributed to higher expected loss severities on properties held in the long-term mortgage portfolio during the period, partially offset by \$5.6 million in gains from changes in fair value of securitized mortgage borrowings, securitized mortgage collateral and investment securities available-for-sale primarily associated with a decrease in LIBOR as well as updated assumptions on certain later vintage trusts with improved performance.

## Corporate

	For the Year Ended December 31,			
	2017	2016	Increase (Decrease)	% Change
Interest expense	\$ (2,227)	\$ (5,536)	3,309	60 %
Other expenses	(20,362)	(7,985)	(12,377)	(155)
Net loss before income taxes	<u>\$ (22,589)</u>	<u>\$ (13,521)</u>	<u>\$ (9,068)</u>	(67)%

For the year ended December 31, 2017, interest expense decreased to \$2.2 million as compared to \$5.5 million for the comparable 2016 period. The decrease was primarily due to a \$2.6 million decrease in interest expense related to the payoff of the Term Financing in February 2017 as well as a \$637 thousand decrease in interest expense related to the conversion of the original \$20.0 million Convertible Notes to common stock in January 2016.

For the year ended December 31, 2017, other expenses increased to \$20.4 million as compared to \$8.0 million for the comparable 2016 period. The increase was primarily due to an increase in corporate expenses of \$6.8 million during 2017 as compared to the same period in 2016 and a reduction in allocated corporate expenses in other segments. The increase in corporate expenses is due to a \$5.3 million increase in legal and professional fees associated with defending litigation, as discussed in Item 8. Note 17 – Commitments and Contingencies of this Form 10-K and a \$1.6 million increase in personnel costs primarily associated with our increased investment in technology. Partially offsetting the increase was a \$820 thousand decrease in data processing and equipment expense.

	For the Year Ended December 31,			
	2016	2015	Increase (Decrease)	% Change
Interest expense	\$ (5,536)	\$ (4,604)	(932)	(20)%
Other expenses	(7,985)	(7,461)	(524)	(7)
Net loss before income taxes	<u>\$ (13,521)</u>	<u>\$ (12,065)</u>	<u>\$ (1,456)</u>	(12)%

For the year ended December 31, 2016, interest expense increased to \$5.5 million as compared to \$4.6 million for the comparable 2015 period. The increase was primarily due to a \$1.4 million increase in interest expense from the \$30.0 million Term Financing issued in June of 2015. Partially offsetting the increase in interest expense was a \$398 thousand decrease in interest expense related to the payoff of the short-term borrowings in 2015 and a \$256 thousand decrease in interest expense related to the conversion of the Convertible Notes in January 2016.

For the year ended December 31, 2016, other expenses increased to \$8.0 million as compared to \$7.5 million for the comparable 2015 period. The increase was primarily due to a \$1.5 million increase in legal expense and a \$995 thousand increase in data processing. Partially offsetting the increase was a \$679 thousand decrease in occupancy expense, a \$358 thousand increase in allocated corporate expenses. The growth of the mortgage lending division resulted in increased allocations of certain corporate costs due to increased headcount.

## Liquidity and Capital Resources

During the year ended December 31, 2017, we funded our operations primarily from mortgage lending revenues and to a lesser extent real estate services fees and cash flows from our residual interests in securitizations. Mortgage lending revenues include gains on sale of loans, net, and other mortgage related income, and real estate services fees including portfolio loss mitigation fees primarily generated from our long-term mortgage portfolio. During the year ended December 31, 2017, we raised capital by issuing common stock as well as obtained MSR financing facilities, as further described below. Additionally, we funded mortgage loan originations using warehouse facilities which are repaid once the loan is sold. We may continue to manage our capital through the financing or sale of mortgage servicing rights. We may also seek to raise capital by issuing debt or equity, including offering shares through the “At-the-Market” offering (ATM) program we initiated

in 2015.

On August 17, 2017, IMC (Borrower), issued a Line of Credit Promissory Note with a lender providing for a revolving line of credit of \$30.0 million (Freddie Mac Financing). The Borrower is able to borrow up to 55% of the fair market value of Freddie Mac pledged mortgage servicing rights. The Line of Credit has a term until May 31, 2018 and will automatically renew for subsequent one year periods unless the lender provides the Borrower 150 days' notice of its intention not to renew. Interest payments are payable monthly and accrue interest at the rate per annum equal to LIBOR plus 4.0% and the balance of the obligation may be prepaid at any time. The obligations under the Freddie Mac Financing are secured by Freddie Mac pledged mortgage servicing rights and Integrated Real Estate Services, Corp. is a guarantor. At December 31, 2017, \$10.0 million was outstanding under the Freddie Mac Financing and was secured by \$58.3 million of mortgage servicing rights. In February 2018, the maximum borrowing capacity of the revolving line of credit was increased to \$50.0 million and the term was extended to January 31, 2019.

On May 5, 2017, we entered into an exchange agreement pursuant to which we agreed to issue 412,264 shares of our common stock in exchange for trust preferred securities with an aggregate liquidation amount of \$8.5 million issued by Impac Capital Trust #4. Accrued and unpaid interest on the trust preferred securities was paid in cash in the aggregate amount of approximately \$14 thousand. The exchange was based on the carrying value of the trust preferred obligation which was \$5.6 million at March 31, 2017 and an agreed upon stock price of \$13.68 that determined a fixed number of shares to be issued in the exchange resulting in a discount to par of 34%. However, because the market value of the common stock was \$17.06 on the issuance date (measurement date), we recorded a \$1.3 million loss on extinguishment of debt during the year ended December 31, 2017. The appreciation in stock price from the agreement date to the issuance date of the common stock resulted in a loss on extinguishment of debt. The annual interest savings will amount to approximately \$400 thousand.

On April 18, 2017, we received \$56.0 million from the issuance of common stock in a registered direct offering (Offering) at a price of \$12.66 per share. In the Offering, we issued an aggregate of 4,423,381 shares of common stock. Net proceeds from the Offering were approximately \$55.5 million after deducting the financial advisory fee and estimated aggregate offering expenses. We intend to use the net proceeds from the Offering for general corporate purposes, including general administrative expenses and working capital and capital expenditures, development costs, strategic investments or possible acquisitions, or repayment of debt.

In February 2017, we entered into a Loan and Security Agreement (Agreement) with a lender providing for a revolving loan commitment of up to \$40.0 million for a period of two years (Fannie Mae Financing) to finance MSR's. We are able to borrow up to 55% of the fair market value of Fannie Mae pledged servicing rights. Upon the two year anniversary of the Agreement, any amounts outstanding will automatically be converted into a term loan due and payable in full on the one year anniversary of the conversion date. Interest payments are payable monthly and accrue interest at the rate per annum equal to one-month LIBOR plus 4.0%. The balance of the obligation may be prepaid at any time. With the initial draw of \$35.1 million, a portion of the proceeds were used to pay off the Term Financing (approximately \$30.1 million) originally entered into in June 2015. At December 31, 2017, the outstanding balance of the Fannie Mae Financing was \$25.1 million and was secured by \$67.3 million of mortgage servicing rights.

During 2017, we paid approximately \$19.3 million in contingent consideration payments related to the CCM acquisition for the fourth quarter of 2016 and the first three quarters of 2017 earn-out periods. Additionally, the contingent consideration payment for the fourth quarter of 2017 was approximately \$554 thousand and was paid in February 2018. These contingent consideration payments were based on the performance of the CCM division and over time the earn-out percentage declines. The fourth quarter 2016 earn-out percentage was 55% of the CCM division earnings, as defined. In 2017, the earn-out percentage decreased to 45% and terminated at the end of 2017.

Our results of operations and liquidity are materially affected by conditions in the markets for mortgages and mortgage-related assets, as well as the broader financial markets and the general economy. Concerns over economic recession, geopolitical issues, unemployment, the availability and cost of financing, the mortgage market and real estate market conditions contribute to increased volatility and diminished expectations for the economy and markets. Volatility and uncertainty in the marketplace may make it more

difficult for us to obtain financing or raise capital on favorable terms or at all. Our operations and profitability may be adversely affected if we are unable to obtain cost-effective financing. It is important for us to originate and sell or securitize loans and, when doing so, sell mortgage servicing rights on a timely basis and at a profitable price. Investors of ours have raised concerns about the prepayment speeds of our loans and this could result in adverse pricing or delays in our ability to sell or securitize loans and sell mortgage servicing rights timely and profitably.

We believe that current cash balances, cash flows from our mortgage lending operations, the sale of mortgage servicing rights, real estate services fees generated from our long-term mortgage portfolio, and residual interest cash flows from our long-term mortgage portfolio are adequate for our current operating needs. We believe the mortgage and real estate services market is volatile, highly competitive and subject to increased regulation. Competition in mortgage lending comes primarily from mortgage bankers, commercial banks, credit unions and other finance companies which operate in our market area as well as throughout the United States. We compete for loans principally on the basis of the interest rates and loan fees we charge, the types of loans we originate and the quality of services we provide to borrowers, brokers and sellers. Additionally, competition for loss mitigation servicing, loan modification services and other portfolio services has increased. Our competitors include mega mortgage servicers, established subprime loan servicers, and newer entrants to the specialty servicing and recovery collections business. Efforts to market our ability to provide mortgage and real estate services for others is more difficult than many of our competitors because we have not historically provided such services to unrelated third parties, and we are not a rated primary or special servicer of residential mortgage loans as designated by a rating agency. Additionally, performance of the long-term mortgage portfolio is subject to the current real estate market and economic conditions. Cash flows from our residual interests in securitizations are sensitive to delinquencies, defaults and credit losses associated with the securitized loans. Losses in excess of current estimates will reduce the residual interest cash receipts from our long-term mortgage portfolio.

While we continue to pay our obligations as they become due, the ability to continue to meet our current and long-term obligations is dependent upon many factors, particularly our ability to successfully operate our mortgage lending segment, real estate services segment and realizing cash flows from the long-term mortgage portfolio. Our future financial performance and profitability are dependent in large part upon the ability to expand our mortgage lending platform successfully.

#### *Sources of Liquidity*

*Cash flows from our mortgage lending operations.* We receive loan fees from loan originations. Fee income consists of application and underwriting fees and fees on cancelled loans. These loan fees are offset by the related direct loan origination costs including broker fees related to our wholesale and correspondent channels. In addition, we generally recognize net interest income on loans held for sale from the date of origination through the date of disposition. We sell or securitize substantially all of the loans we originate in the secondary mortgage market, with servicing rights released or retained. Loans are sold on a whole loan basis by entering into sales transactions with third-party investors in which we receive a premium for the loan and related servicing rights, if applicable. The mortgage lending operations sold \$6.9 billion of mortgages through whole loan sales and securitizations during 2017. Additionally, the mortgage lending operations enter into IRLCs and utilize Hedging Instruments to hedge interest rate risk. We may be subject to pair-off gains and losses associated with these Hedging Instruments. Since we rely significantly upon loan sales to generate cash proceeds to repay warehouse borrowings and to create credit availability, any disruption in our ability to complete sales may require us to utilize other sources of financing, which, if available at all, may be on less favorable terms. In addition, delays in the disposition of our mortgage loans increase our risk by exposing us to credit and interest rate risk for this extended period of time.

We receive servicing income net of subservicing cost and other related servicing expenses from our mortgage servicing portfolio. Additionally, we also may strategically sell MSR to generate liquidity, keep the amount of capital invested in MSR at acceptable levels and provide capital needed for further growth. During 2017, our mortgage servicing portfolio increased to \$16.3 billion at December 31, 2017, as compared to \$12.4 billion at December 31, 2016. The increase was due to servicing retained loan sales of \$6.1 billion partially offset by a bulk sale of NonQM MSR totaling \$155.9 million in UPB. The increase in servicing fees, net was the result of the servicing portfolio increasing 91% to an average balance of \$14.7 billion for the year

ended December 31, 2017 as compared to an average balance of \$7.7 billion for the year ended December 31, 2016.

*Fees from our real estate service business activities.* We earn fees from various real estate business activities, including loss mitigation, real estate disposition, monitoring and surveillance services and real estate brokerage. We provide services to investors, servicers and individual borrowers primarily by focusing on loss mitigation and performance of our long-term mortgage portfolio.

*Cash flows from our long-term mortgage portfolio (residual interests in securitizations).* We receive residual cash flows on mortgages held as securitized mortgage collateral after distributions are made to investors on securitized mortgage borrowings to the extent required credit enhancements are maintained and performance covenants are complied with for credit ratings on the securitized mortgage borrowings. These cash flows represent the difference between principal and interest payments on the underlying mortgages, affected by the following:

- servicing and master servicing fees paid;
- premiums paid to mortgage insurers;
- cash payments / receipts on derivatives;
- interest paid on securitized mortgage borrowings;
- principal payments and prepayments paid on securitized mortgage borrowings;
- overcollateralization requirements;
- actual losses, net of any gains incurred upon disposition of other real estate owned or acquired in settlement of defaulted mortgages;
- unpaid interest shortfall; and
- basis risk shortfall.

Additionally, we act as the master servicer for mortgages included in our long-term mortgage portfolio, which consists of CMO and REMIC securitizations. The master servicing fees we earn are generally 0.03% per annum (3 basis points) on the declining principal balances of these mortgages plus interest income on cash held in custodial accounts until remitted to investors, less any interest shortfall. However, due to the decline in interest rates, the interest income earned on cash held in custodial accounts has declined significantly.

#### *Uses of Liquidity*

*Acquisition and origination of mortgage loans.* During 2017, the mortgage lending operations originated or acquired \$7.1 billion of mortgage loans. Capital invested in mortgages is outstanding until we sell the loans, which is one of the reasons we attempt to sell within 10-15 days of acquisition or origination. Initial capital invested in mortgage loans includes premiums paid when mortgages are acquired and originated and our capital investment, or “haircut,” required upon financing, which is generally determined by the type of collateral provided and the warehouse facility terms. The mortgage lending operations acquired and originated \$7.1 billion of residential mortgages, which were financed with warehouse borrowings at a haircut generally between 2% to 10% of the outstanding principal balance of the mortgage loans. The haircuts are normally recovered from sales proceeds. At December 31, 2017, \$10.0 million was outstanding under the Freddie Mac Financing and was secured by \$58.3 million of mortgage servicing rights. In February 2018, the maximum borrowing capacity of the revolving line of credit was increased to \$50.0 million and the term was extended to January 31, 2019.



*Investment in mortgage servicing rights.* As part of our business plan, we invest in mortgage servicing rights through the sale of mortgage loans on a servicing retained basis. During 2017, we capitalized \$56.0 million in mortgage servicing rights from selling \$6.1 billion in loans with servicing retained. Partially offsetting this investment was the sale of \$895 thousand in servicing rights (approximately \$155.9 million of mortgage loans) from the servicing portfolio.

*Cash flows from financing facilities and other lending relationships.* We primarily fund our mortgage originations, as well as re-warehouse customers, through warehouse facilities with third-party lenders which are primarily with national and regional banks. During 2017, the warehouse facilities borrowing capacity amounted to \$960.0 million, of which \$575.4 million was outstanding at December 31, 2017. The warehouse facilities are secured by and used to fund single-family residential mortgage loans until such loans are sold. The warehouse facilities agreements contain certain covenants which we are required to satisfy. In order to mitigate the liquidity risk associated with warehouse borrowings, we attempt to sell our mortgage loans within 10-15 days from acquisition or origination.

We have recently entered into revolving lines of credit to finance our MSR portfolio. The MSR financings are secured by Freddie Mac and Fannie Mae servicing rights. We are able to borrow up to 55% of the fair market value of the servicing rights. At December 31, 2017, the balance outstanding on the Freddie Mac and Fannie Mae facilities was \$10.0 million and \$25.1 million, respectively, which were secured by \$58.3 million and \$67.3 million, respectively, of mortgage servicing rights.

Our ability to meet liquidity requirements and the financing needs of our customers is subject to the renewal of our warehouse facilities or obtaining other sources of financing, if required, including additional debt or equity from time to time. Any decision our lenders or investors make to provide available financing to us in the future will depend upon a number of factors, including:

- our compliance with the terms of existing warehouse lines and credit arrangements, including any financial covenants;
- the ability to obtain waivers upon any noncompliance;
- our financial performance;
- industry and market trends in our various businesses;
- the general availability of, and rates applicable to, financing and investments;
- our lenders or investors resources and policies concerning loans and investments; and
- the relative attractiveness of alternative investment or lending opportunities.

*Repurchase Reserve.* When we sell loans through whole loan sales we are required to make normal and customary representations and warranties about the loans to the purchaser. Our whole loan sale agreements generally require us to repurchase loans if we breach a representation or warranty given to the loan purchaser. In addition, we may be required to repurchase loans as a result of borrower fraud or if a payment default occurs on a mortgage loan shortly after its sale.

From time to time, investors have requested us to repurchase loans or to indemnify them against losses on certain loans which the investors believe either do not comply with applicable representations or warranties or defaulted shortly after its purchase. We record an estimated reserve for these losses at the time the loan is sold, and adjust the reserve to reflect the estimated loss.

### *Financing Activities*

*MSR Financing.* On August 17, 2017, we entered into a Line of Credit Promissory Note with a lender providing for a revolving line of credit of \$30.0 million (Freddie Mac Financing). We are able to borrow up to



55% of the fair market value of Freddie Mac pledged mortgage servicing rights. The Line of Credit has a term until May 31, 2018 and will automatically renew for subsequent one year periods unless the lender provides the Borrowers 150 days' notice of its intention not to renew. Interest payments are payable monthly and accrue interest at the rate per annum equal to LIBOR plus 4.0% and the balance of the obligation may be prepaid at any time. At December 31, 2017, \$10.0 million was outstanding under the Freddie Mac Financing. In February 2018, the maximum borrowing capacity of the revolving line of credit was increased to \$50.0 million and the term was extended to January 31, 2019.

On February 10, 2017, we entered into a Loan and Security Agreement (Agreement) with a lender providing for a revolving loan commitment of \$40.0 million for a period of two years (Fannie Mae Financing). We are able to borrow up to 55% of the fair market value of Fannie Mae pledged servicing rights. Upon the two year anniversary of the Agreement, any amounts outstanding will automatically be converted into a term loan due and payable in full on the one year anniversary of the conversion date. Interest payments are payable monthly and accrue interest at the rate per annum equal to one-month LIBOR plus 4.0% and the balance of the obligation may be prepaid at any time. We initially drew down \$35.1 million, and used a portion of the proceeds to pay off the Term Financing (approximately \$30.1 million) originally entered into in June 2015 as discussed below. We also paid the lender an origination fee of \$100 thousand, which is deferred and amortized over the life of the Fannie Mae Financing. At December 31, 2017, the outstanding balance of the Fannie Mae Financing was \$25.1 million and was secured by \$67.3 million of mortgage servicing rights.

*Term Financing.* In June 2015, we entered into a Loan Agreement with a Lender that provided a term loan in the aggregate principal amount of \$30.0 million. Interest on the Term Financing accrued at a rate of LIBOR plus 8.5% per annum. At December 31, 2016, the interest rate was 9.2% on the term financing. In June 2016, the maturity of the Term Financing was extended to June 16, 2017 and we paid an additional \$100 thousand extension fee, which was amortized using the effective yield method over the life of the term financing. In February 2017, the proceeds from the Fannie Mae Financing were used to pay off the Term Financing.

*Long-term Debt (Trust Preferred Securities and Junior Subordinated Notes).* On May 5, 2017, we agreed to exchange 412,264 shares of its common stock for the remaining Trust Preferred Securities which had an aggregate liquidation amount of \$8.5 million issued by Impac Capital Trust #4. The interest rate on the Trust Preferred Securities was a variable rate of three-month LIBOR plus 3.75% per annum. At the time of the exchange, the interest rate was 4.92%. The exchange was based on the carrying value of the trust preferred obligation, which was \$5.6 million at March 31, 2017, and an agreed upon stock price that determined a fixed number of shares to be issued in the exchange. However, because the measurement date of the exchange was the date the common stock was issued when the market price of the common stock was \$17.06, we recorded a \$1.3 million loss on extinguishment of debt for the difference in stock price from the agreed upon stock price to the stock price on the issuance date of the common stock.

The Junior Subordinated Notes are redeemable at par at any time and require quarterly distributions initially at a fixed rate of 2.00% per annum through December 2013 with increases of 1.00% per year through 2017. Starting in 2018, the interest rates become variable at 3-month LIBOR plus 3.75% per annum. At December 31, 2017, the interest rate was 6.0%. The Junior Subordinated Notes had an outstanding principal balance of \$62.0 million at December 31, 2017 with a stated maturity of March 2034. We are current on all interest payments. At December 31, 2017, long-term debt had an outstanding principal balance of \$62.0 million with an estimated fair value of \$45.0 million and is reflected on our consolidated balance sheets as long-term debt.

*Convertible Notes.* In January 2016, pursuant to the terms of the \$20.0 million Convertible Promissory Notes issued in April 2013 (the Notes), we elected to exercise our option to convert the Notes to common stock. The conversion resulted in an aggregate of 1,839,080 shares of common stock being issued to the Note holders. As a result of the transaction, we converted \$20.0 million of debt into equity and paid interest through April 2016. No gain or loss was recorded as a result of the transaction.

In May 2015, we issued an additional \$25.0 million Convertible Promissory Notes (2015 Convertible Notes). The 2015 Convertible Notes mature on or before May 9, 2020 and accrue interest at a rate of 7.5% per annum, to be paid quarterly. We had approximately \$50 thousand in transaction costs, which were deferred and amortized over the life of the 2015 Convertible Notes.

*Operating activities.* Net cash (used in) provided by operating activities was \$(137.9) million for 2017 as compared to \$65.5 million for 2016 and \$30.7 million for 2015, primarily due to the timing of originations and sales of loans held-for-sale between 2017 and 2015. During 2017, 2016 and 2015, the primary sources of cash in operating activities were cash received from fees generated by our mortgage and real estate service business activities, cash received from mortgage lending and excess cash flows from our residual interests in securitizations offset by operating expenses.

*Investing activities.* Net cash provided by investing activities was \$677.5 million for 2017 as compared to \$641.9 million for 2016 and \$714.4 million for 2015. For 2017, 2016 and 2015, the primary source of cash from investing activities was provided by principal repayments on our securitized mortgage collateral, the sale of mortgage servicing rights, proceeds from the liquidation of REO.

*Financing activities.* Net cash used in financing activities was \$546.5 million for 2017 as compared to \$699.7 million for 2016 and \$722.7 million for 2015. For 2017, 2016 and 2015, net cash used in financing activities was primarily for principal repayments on securitized mortgage borrowings, repayment of term financing and payment of the contingent consideration. Partially offsetting the cash used in financing activities was cash provided by net borrowings under warehouse agreements, proceeds from the issuance of common stock, borrowings under the term and MSR financings and convertible notes.

*Inflation.* The consolidated financial statements and corresponding notes to the consolidated financial statements have been prepared in accordance with GAAP, which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. For the years ended December 31, 2017 and 2016, inflation had no significant impact on our revenues or net income. Unlike industrial companies, nearly all of our assets and liabilities are monetary in nature. As a result, interest rates have a greater effect on our performance than do the effects of general levels of inflation. Inflation affects our operations primarily through its effect on interest rates, since interest rates normally increase during periods of high inflation and decrease during periods of low inflation.

## **Off Balance Sheet Arrangements**

When we sell or broker loans through whole-loan sales, we are required to make normal and customary representations and warranties to the loan originators or purchasers, including guarantees against early payment defaults typically 90 days, and fraudulent misrepresentations by the borrowers. Our agreements generally require us to repurchase loans if we breach a representation or warranty given to the loan purchaser. In addition, we may be required to repurchase loans as a result of borrower fraud or if a payment default occurs on a mortgage loan shortly after its sale. Because the loans are no longer on our balance sheet, the representations and warranties are considered a guarantee. During 2017, we sold \$6.9 billion of loans subject to representations and warranties compared to \$12.8 billion sold in 2016 and \$9.2 billion sold in 2015. At December 31, 2017, we had \$6.0 million in repurchase reserve as compared to a reserve of \$5.4 million as December 31, 2016.

See disclosures in the notes to the consolidated financial statements under “Commitments and Contingencies” for other arrangements that qualify as off balance sheet arrangements.

## Contractual Obligations

The following table summarizes our future contractual obligations as of December 31, 2017:

	Payments Due by Period				
	Total	Less Than One Year	One to Three Years	Three to Five Years	More Than Five Years
Warehouse borrowings (1)	\$ 575,363	\$ 575,363	\$ —	\$ —	\$ —
MSR financings	35,133	10,000	25,133	—	—
Lease commitments (2)	33,952	6,033	10,234	9,361	8,324
Contingent consideration (3)	554	554	—	—	—
2015 Convertible notes (1)	24,974	—	24,974	—	—
Junior subordinated notes (1)	62,000	—	—	—	62,000
Securitized mortgage borrowings (4)	<u>6,339,663</u>	<u>581,553</u>	<u>886,731</u>	<u>632,432</u>	<u>4,238,947</u>
Total contractual obligations and commitments	<u>\$ 7,071,639</u>	<u>\$ 1,173,503</u>	<u>\$ 947,072</u>	<u>\$ 641,793</u>	<u>\$ 4,309,271</u>

- (1) For a description of terms of the Warehouse borrowings, 2015 Convertible notes and Junior subordinated notes, see Note 9. - Debt in the accompanying Notes to the consolidated financial statements.
- (2) For a description of terms of the lease commitments, see Note 17. – Commitments and Contingencies in the accompanying Notes to the consolidated financial statements.
- (3) For a description of the terms of the contingent consideration, see Note 2. – Acquisition of CashCall Mortgage in the accompanying Notes to the consolidated financial statements.
- (4) For a description of securitized mortgage borrowings, see Note 10. – Securitized Mortgage Trusts in the accompanying Notes to the consolidated financial statements.

In addition to the above contractual obligations, we also had commitments to originate mortgage loans of \$398.2 million as of December 31, 2017. Commitments to originate mortgage loans do not necessarily reflect future cash requirements as some commitments are expected to expire without being drawn upon and, therefore, those commitments have been excluded from the table above. Such commitments are recorded on our consolidated balance sheets.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Interest Rate Risk

Our interest rate risk arises from the financial instruments and positions we hold. This includes mortgage loans held for sale, MSRs and derivative financial instruments. These risks are regularly monitored by executive management that identify and manage the sensitivity of earnings or capital to changing interest rates to achieve our overall financial objectives.

Our principal market exposure is to interest rate risk, specifically changes in long-term Treasury rates and mortgage interest rates due to their impact on mortgage-related assets and commitments. We are also exposed to changes in short-term interest rates, such as LIBOR, on certain variable rate borrowings including our term financing and mortgage warehouse borrowings. We anticipate that such interest rates will remain our primary benchmark for market risk for the foreseeable future.

Our business is subject to variability in results of operations in both the mortgage origination and mortgage servicing activities due to fluctuations in interest rates. In a declining interest rate environment, we would expect our mortgage production activities' results of operations to be positively impacted by higher loan origination volumes and gain on sale margins. Furthermore, with declining rates, we would expect the market value of our MSRs to decline due to higher actual and projected loan prepayments related to our loan servicing portfolio. Conversely, in a rising interest rate environment, we would expect a negative impact on the results of operations of our mortgage production activities but a positive impact on the market values of our MSRs. The interaction between the results of operations of our mortgage activities is a core component of our overall interest rate risk strategy.

We utilize a discounted cash flow analysis to determine the fair value of MSRs and the impact of

parallel interest rate shifts on MSR. The primary assumptions in this model are prepayment speeds, discount rates, costs of servicing and default rates. However, this analysis ignores the impact of interest rate changes on certain material variables, such as the benefit or detriment on the value of future loan originations, non-parallel shifts in the spread relationships between MBS, swaps and U.S. Treasury rates and changes in primary and secondary mortgage market spreads. We use a forward yield curve, which we believe better presents fair value of MSR because the forward yield curve is the market's expectation of future interest rates based on its expectation of inflation and other economic conditions.

Interest rate lock commitments (IRLCs) represent an agreement to extend credit to a mortgage loan applicant, or an agreement to purchase a loan from a third-party originator, whereby the interest rate on the loan is set prior to funding. Our mortgage loans held for sale, which are held in inventory awaiting sale into the secondary market, and our interest rate lock commitments, are subject to changes in mortgage interest rates from the date of the commitment through the sale of the loan into the secondary market. As such, we are exposed to interest rate risk and related price risk during the period from the date of the lock commitment through the earlier of (i) the lock commitment cancellation or expiration date; or (ii) the date of sale into the secondary mortgage market. Loan commitments generally range between 15 and 60 days; and our holding period of the mortgage loan from funding to sale is typically within 20 days.

We manage the interest rate risk associated with our outstanding IRLCs and mortgage loans held for sale by entering into derivative loan instruments such as forward loan sales commitments or To-Be-Announced mortgage backed securities (TBA Forward Commitments). We expect these derivatives will experience changes in fair value opposite to changes in fair value of the derivative IRLCs and mortgage loans held-for-sale, thereby reducing earnings volatility. We take into account various factors and strategies in determining the portion of the mortgage pipeline (derivative loan commitments) and mortgage loans held for sale we want to economically hedge. Our expectation of how many of our IRLCs will ultimately close is a key factor in determining the notional amount of derivatives used in hedging the position.

Mortgage loans held-for-sale are financed by our warehouse lines of credit which generally carry variable rates. Mortgage loans held for sale are carried on our balance sheet on average for only 7 to 25 days after closing and prior to being sold. As a result, we believe that any negative impact related to our variable rate warehouse borrowings resulting from a shift in market interest rates would not be material to our consolidated financial statements.

## **Sensitivity Analysis**

We have exposure to economic losses due to interest rate risk arising from changes in the level or volatility of market interest rates. We assess this risk based on changes in interest rates using a sensitivity analysis. The sensitivity analysis measures the potential impact on fair values based on hypothetical changes (increases and decreases) in interest rates.

Our total market risk is influenced by a wide variety of factors including market volatility and the liquidity of the markets. There are certain limitations inherent in the sensitivity analysis presented, including the necessity to conduct the analysis based on a single point in time and the inability to include the complex market reactions that normally would arise from the market shifts modeled.

We used December 31, 2017 market rates on our instruments to perform the sensitivity analysis. The estimates are based on the market risk sensitivity and assume instantaneous, parallel shifts in interest rate yield curves. Management uses sensitivity analysis, such as those summarized below, based on a hypothetical 25 basis point increase or decrease in interest rates, to monitor the risks associated with changes in interest rates. We believe the use of a 50 basis point shift up and down (100 basis point range) is appropriate given the relatively short time period that the mortgage loans pipeline is held on our balance sheet and exposed to interest rate risk (during the processing, underwriting and closing stages of the mortgage loans which can last up to approximately 60 days). We also actively manage our risk management strategy for our mortgage loans pipeline (through the use of economic hedges such as forward loan sale commitments and mandatory delivery commitments) and generally adjust our hedging position daily. In analyzing the interest rate risks associated with our MSR, management also uses multiple sensitivity analyses (hypothetical 25 and 50 basis point increases and decreases) to review the interest rate risk associated with our MSR.

At a given point in time, the overall sensitivity of our mortgage loans pipeline is impacted by several factors beyond just the size of the pipeline. The composition of the pipeline, based on the percentage of IRLC's compared to mortgage loans held for sale, the age and status of the IRLC's, the interest rate movement since the IRLC's were entered into, the channels from which the IRLC's originate, and other factors all impact the sensitivity.

These sensitivities are hypothetical and presented for illustrative purposes only. Changes in fair value based on variations in assumptions generally cannot be extrapolated because the relationship of the change in fair value may not be linear.

The following table summarizes the estimated changes in the fair value of our mortgage pipeline, MSRs and related derivatives that are sensitive to interest rates as of December 31, 2017 given hypothetical instantaneous parallel shifts in the yield curve:

	Changes in Fair Value			
	Down 50 bps	Down 25 bps	Up 25 bps	Up 50 bps
Total mortgage pipeline (1)	(635)	(293)	96	160
Mortgage servicing rights (2)	(19,729)	(9,207)	7,860	14,142

- (1) Represents unallocated mortgage loans held for sale, IRLCs and hedging instruments that are considered "at risk" for purposes of illustrating interest rate sensitivity. IRLCs and hedging instruments are considered to be unallocated when we have not committed the underlying mortgage loans for sale.
- (2) Includes hedging instruments used to hedge fair value changes associated with changes in interest rates relating to mortgage servicing rights.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this Item 8 is incorporated by reference to Impac Mortgage Holdings, Inc.'s Consolidated Financial Statements and Independent Auditors' Report beginning at page F-1 of this Form 10-K.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)) designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended (Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

The Company's management, with the participation of its chief executive officer (CEO) and its chief financial officer (CFO), evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2017. Based on that evaluation, the Company's chief executive officer and chief financial officer concluded that, as of that date, the Company's disclosure controls and procedures were effective at a reasonable assurance level.



## **Management's Report on Internal Control over Financial Reporting**

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Section 13a-15(f) of the Exchange Act). Internal control over financial reporting is a process designed by, or under the supervision of, the Company's CEO and CFO to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for reporting purposes in accordance with accounting principles generally accepted in the United States of America and include those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

As of December 31, 2017, management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the framework established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (COSO). Based on the criteria established by COSO, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2017.

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by improper management override of the controls. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, there is a risk that material misstatements due to error or fraud may occur and will not be detected on a timely basis.

Squar Milner LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the Company's internal control over financial reporting, a copy of which is included herein.

## **Changes in Internal Control Over Financial Reporting**

During the quarter ended December 31, 2017, there were no changes in our internal control over financial reporting that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.



## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Impac Mortgage Holdings, Inc.

### Opinion on Internal Control over Financial Reporting

We have audited Impac Mortgage Holdings, Inc.'s (the Company) internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017 based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2017 and 2016, the related consolidated statements of operations, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes to the consolidated financial statements, and our report dated March 15, 2018 expressed an unqualified opinion.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying *Management's Report on Internal Control over Financial Reporting* appearing under Item 9A. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitation of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ SQUAR MILNER LLP

Newport Beach, California  
March 15, 2018

## **ITEM 9B. OTHER INFORMATION**

### Employment Agreement with Joseph R. Tomkinson

On February 15, 2018, we entered into an employment agreement (the "Employment Agreement") with Joseph Tomkinson as Chief Executive Officer. Mr. Tomkinson's previous employment agreement expired on December 31, 2017. The term of the Employment Agreement is effective January 1, 2018 to December 31 2018. Either party may terminate the Employment Agreement with at least 90 days' written notice. Mr. Tomkinson's base salary is \$650,000 per year and at the end of the term of the Employment Agreement or if it is terminated earlier, Mr. Tomkinson is eligible to receive a bonus based on certain criteria in the sole discretion of, and in an amount and form determined by, the Board of Directors as recommended by the compensation committee. Mr. Tomkinson is also eligible to receive stock options and other benefits generally available to other employees.

Upon termination for any reason of the Employment Agreement, Mr Tomkinson will receive payment for all accrued salary, vacation time and benefits through the termination date. Except upon termination with cause and death, Mr. Tomkinson will also receive a severance of \$300,000 per year for a period of three years payable in semi-monthly installments, the use of secretarial services for two years and medical coverage for 48 months. If COBRA benefits are chosen, the Company will also pay the premium for COBRA benefits and an additional 40% of each monthly payment to Mr. Tomkinson to cover tax liability. Otherwise, Mr. Tomkinson will receive up to \$1,386 per month for medical insurance plus an additional 40% for each payment. If the Company terminates the Employment Agreement for cause, then Mr. Tomkinson will be paid only his salary and benefits through the termination date. Termination with cause means a material breach of the terms of the Company's policies, an act of dishonesty, misappropriation, embezzlement, fraud or similar conduct, a conviction of, or entry of plea of nolo contendere in respect of a felony, material damage to the Company's property caused by willful or grossly negligent conduct, substance abuse that renders the person unfit to serve as an officer or employee, failure to comply with reasonable instructions, or conduct that demonstrates unfitness to serve as an officer or employee. The Employment Agreement may be assigned, at the Company's discretion, upon a merger or transfer of all or substantially all of the Company's assets.

On March 14, 2018, the Company announced that Mr. Tomkinson will be stepping down from the position of Chairman and Chief Executive Officer as of July 31, 2018. Mr. Tomkinson will remain a director on the Company's Board of Directors.

### MSR Financing Facility

In February 2018, the maximum borrowing capacity of the Freddie Mac revolving line of credit increased to \$50.0 million and the term was extended to January 31, 2019.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this Item 10 is hereby incorporated by reference to Impac Mortgage Holdings, Inc.'s definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of Impac Mortgage Holdings, Inc.'s fiscal year.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item 11 is hereby incorporated by reference to Impac Mortgage Holdings, Inc.'s definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of Impac Mortgage Holdings, Inc.'s fiscal year.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item 12 including Equity Compensation Plan Information is hereby incorporated by reference to Impac Mortgage Holdings, Inc.'s definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of Impac Mortgage Holdings, Inc.'s fiscal year.

## **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item 13 is hereby incorporated by reference to Impac Mortgage Holdings, Inc.'s definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of Impac Mortgage Holdings, Inc.'s fiscal year.

## **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item 14 is hereby incorporated by reference to Impac Mortgage Holdings, Inc.'s definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of Impac Mortgage Holdings, Inc.'s fiscal year.

## **PART IV**

## **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a)(3) Exhibits

The exhibits listed on the accompanying Exhibit Index are incorporated by reference into this Item 15 of this Annual Report on Form 10-K.

## **ITEM 16. FORM 10-K SUMMARY**

None.

<b>Exhibit Number</b>	<b>Description</b>
2.1	Amended and Restated Asset Purchase Agreement dated as of May 11, 2015 and effective as of March 31, 2015 among Impac Mortgage Holdings, Inc, Impac Mortgage Corp and CashCall, Inc. Schedules and exhibits are omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company agrees to furnish a supplemental copy of any omitted schedules or exhibits to the SEC upon request (incorporated by reference to exhibit 2.1 of the Registrant's Form 10-Q filed with the Securities and Exchange Commission on May 14, 2015).
2.1(a)	Amendment No. 1 to Amended and Restated Asset Purchase Agreement (incorporated by reference to exhibit 2.2(a) of the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2016).
2.1(b)	Amendment No. 2 to Amended and Restated Asset Purchase Agreement (incorporated by reference to exhibit 2.2(b) of the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2016).
3.1(P)	Charter of the Registrant (incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement on Form S-11, as amended (File No. 33-96670), filed with the Securities and Exchange Commission on November 8, 1995).

Exhibit Number	Description
3.1(a)(P)	Certificate of Correction of the Registrant (incorporated by reference to exhibit 3.1(a) of the Registrant's 10-K for the year-ended December 31, 1998).
3.1(b)(P)	Articles of Amendment of the Registrant (incorporated by reference to exhibit 3.1(b) of the Registrant's 10-K for the year-ended December 31, 1998).
3.1(c)(P)	Articles of Amendment for change of name to Charter of the Registrant (incorporated by reference to exhibit number 3.1(a) of the Registrant's Current Report on Form 8-K/A Amendment No. 1, filed February 12, 1998).
3.1(d)	Articles of Amendment, filed with the State Department of Assessments and Taxation of Maryland on July 16, 2002, increasing authorized shares of Common Stock of the Registrant (incorporated by reference to exhibit 10 of the Registrant's Form 8-A/A, Amendment No. 2, filed July 30, 2002).
3.1(e)	Articles of Amendment, filed with the State Department of Assessments and Taxation of Maryland on June 22, 2004, amending and restating Article VII of the Registrant's Charter (incorporated by reference to exhibit 7 of the Registrant's Form 8-A/A, Amendment No. 1, filed June 30, 2004).
3.1(f)	Articles Supplementary designating the Company's 9.375 percent Series B Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share, filed with the State Department of Assessments and Taxation of Maryland on May 26, 2004 (incorporated by reference to exhibit 3.8 of the Registrant's Form 8-A/A, Amendment No. 1, filed June 30, 2004).
3.1(g)	Articles Supplementary designating the Company's 9.125 percent Series C Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share, filed with the State Department of Assessments and Taxation of Maryland on November 18, 2004 (incorporated by reference to exhibit 3.10 of the Registrant's Form 8-A filed November 19, 2004).
3.1(h)	Articles of Amendment of the Company, effective as of December 30, 2008, effecting 1-for-10 reverse stock split (incorporated by reference to exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 30, 2008).
3.1(i)	Articles of Amendment of the Company, effective as of December 30, 2008, amending par value (incorporated by reference to exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 30, 2008).
3.1(j)	Articles of Amendment of Series B Preferred Stock (incorporated by reference to exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 2009).
3.1(k)	Articles of Amendment of Series C Preferred Stock (incorporated by reference to exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 2009).
3.1(l)	Articles Supplementary of Series A-1 Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 4, 2013).
3.2(P)	Bylaws, as amended and restated (incorporated by reference to the corresponding exhibit number of the Registrant's Quarterly Report on Form 10-Q for the period ending March 31, 1998).
3.2(a)	Amendment to Bylaws (incorporated by reference to exhibit 3.2(a) of the Registrant's Registration Statement on Form S-3 (File No. 333-111517) filed with the Securities and Exchange Commission on December 23, 2003).
3.2(b)	Second Amendment to Bylaws (incorporated by reference to Exhibit 3.2(b) of the Registrant's Form 8-K, filed with the Securities and Exchange Commission on April 1, 2005).
3.2(c)	Third Amendment to Bylaws of the Company (incorporated by reference to Exhibit 3.2(c) of the Registrant's Form 8-K, filed with the Securities and Exchange Commission on March 29, 2006).
3.2(d)	Fourth Amendment to Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Registrant's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on December 20, 2007).
3.2(e)	Fifth Amendment to Bylaws of the Company (incorporated by reference to Exhibit 3.2(e) of the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 13, 2008).
3.2(f)	Amendment No. 6 to Bylaws of the Company (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 5, 2008).



Exhibit Number	Description
3.2(g)	Amendment No. 7 to the Amended and Restated Bylaws of Impac Mortgage Holdings, Inc., as amended (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 1, 2017).
4.1(P)	Form of Stock Certificate of the Company (incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement on Form S-11, as amended (File No. 33-96670), filed with the Securities and Exchange Commission on September 7, 1995).
4.2	Junior Subordinated Indenture dated May 8, 2009 between Impac Mortgage Holdings, Inc. and The Bank of New York Mellon Trust Company, National Association, as trustee, related to Junior Subordinated Note due 2034 in the principal amount of \$30,244,000 (incorporated by reference to exhibit 10.3 of the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2009).
4.3	Junior Subordinated Indenture dated May 8, 2009 between Impac Mortgage Holdings, Inc. and The Bank of New York Mellon Trust Company, National Association, as trustee, related to Junior Subordinated Note due 2034 in the principal amount of \$31,756,000 (incorporated by reference to exhibit 10.4 of the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2009).
4.4	Tax Benefits Preservation Rights Agreement, dated as of September 3, 2013, by and between Impac Mortgage Holdings, Inc. and American Stock Transfer & Trust Company, LLC, as rights agent (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 4, 2013).
4.4(a)	First Amendment to Tax Benefits Preservation Rights Agreement, dated as of September 24, 2013, by and between Impac Mortgage Holdings, Inc. and American Stock Transfer & Trust Company, LLC, as rights agent (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 25, 2013).
4.4(b)	Second Amendment to Tax Benefits Preservation Rights Agreement, dated as of April 27, 2016, by and between Impac Mortgage Holdings, Inc. and American Stock Transfer & Trust Company, LLC, as rights agent (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 29, 2016).
10.1(a)	Form of 2002 Indemnification Agreement between the Registrant and its Directors and Officers (incorporated by reference to exhibit 10.1(a) of the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2004).
10.1(b)	Schedule of each officer and director that is a party to an Indemnification Agreement (incorporated by reference to exhibit 10.2(b) of the Registrant's Annual Report on Form 10-K for the year-ended December 31, 2007).
10.2	Lease dated March 4, 2005 regarding 19500 Jamboree Road, Newport Beach California (incorporated by reference to exhibit 10.8 of the Registrant's Annual Report on Form 10-K for the year-ended December 31, 2004).
10.2(a)	Amendment to Office Lease (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 28, 2016).
10.3*	Impac Mortgage Holdings, Inc. 2010 Omnibus Incentive Plan (as amended) (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 27, 2017).
10.3(a)*	Form of Stock Option Agreement for 2010 Omnibus Incentive Plan (incorporated by reference to exhibit 99.6 of the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on September 10, 2010).
10.3(b)*	Form of Restricted Stock Agreement for 2010 Omnibus Incentive Plan (incorporated by reference to exhibit 99.7 of the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on September 10, 2010).
10.3(c)*	Form of Stock Option Agreement for 2001 Stock Option, Deferred Stock and Restricted Stock Plan (incorporated by reference to exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2004).

Exhibit Number	Description
10.4*	Non-Employee Director Deferred Stock Unit Award Program (incorporated by reference to Exhibit 10.6 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010).
10.4(a)*	Form of Notice of Grant Under Non-Employee Director Deferred Stock Unit Award Program (incorporated by reference to Exhibit 10.6(a) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010).
10.5*	Employment Agreement effective as of January 1, 2013 between Impac Mortgage Holdings, Inc. and Joseph Tomkinson (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2013).
10.5(a)*	First amendment to Employment Contract dated as of March 17, 2014 between Joseph Tomkinson and Impac Mortgage Holdings, Inc. (incorporated by reference to Exhibit 10.7(a) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013).
10.5(b)*	First Amendment dated November 5, 2015 to Employment Agreement between Impac Mortgage Holdings, Inc. and Joseph R. Tomkinson (incorporated by reference to Exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 11, 2015)
10.6*	Employment Agreement effective as of January 1, 2013 between Impac Mortgage Holdings, Inc. and William Ashmore (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2013).
10.6(a)*	First Amendment dated November 5, 2015 to Employment Agreement between Impac Mortgage Holdings, Inc. and William S. Ashmore (incorporated by reference to Exhibit 10.3 of the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 11, 2015).
10.6(b)*	Severance Agreement dated November 1, 2017 between Impac Mortgage Holdings, Inc. and William Ashmore.
10.7*	Employment Agreement effective as of January 1, 2014 between Impac Mortgage Holdings, Inc. and Todd Taylor (incorporated by reference to Exhibit 10.9 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013).
10.7(a) *	Amendment dated November 10, 2014 to Employment Agreement with Todd Taylor (incorporated by reference to Exhibit 10.9(a) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.7(b) *	Amendment to employment agreement dated September 8, 2016 between Impac Mortgage Holdings, Inc. and Todd Taylor (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 8, 2016).
10.8*	Employment Agreement effective as of January 1, 2014 between Impac Mortgage Holdings, Inc and Ron Morrison (incorporated by reference to Exhibit 10.10 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013).
10.8(a) *	Amendment dated November 10, 2014 to Employment Agreement with Ron Morrison (incorporated by reference to Exhibit 10.10(a) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.8(b) *	Amendment to employment agreement dated September 8, 2016 between Impac Mortgage Holdings, Inc. and Ron Morrison (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 8, 2016).
10.9	Note Purchase Agreement dated as of May 8, 2015 by and among Impac Mortgage Holdings, Inc. and the Purchasers, and Registration Rights Agreement (included as Exhibit B thereto) (incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 12, 2015).
10.9(a)	Form of Convertible Promissory Note Due 2020 (incorporated by reference to Exhibit 10.1(a) of the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 12, 2015).

Exhibit Number	Description
10.10	Equity Distribution Agreement, dated December 3, 2015, between Impac Mortgage Holdings, Inc. and JMP Securities LLC (incorporated by reference to Exhibit 1.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 3, 2015).
10.11	Controlled Equity Offering <sup>SM</sup> Sales Agreement, dated December 3, 2015, between Impac Mortgage Holdings, Inc. and Cantor Fitzgerald & Co. (incorporated by reference to Exhibit 1.2 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 3, 2015).
10.12	Loan and Security Agreement dated as of February 10, 2017 between Impac Mortgage Corp. and Western Alliance Bank (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2017).
10.12(a)	Promissory Note dated as of February 10, 2017 issued by Impac Mortgage Corp. to Western Alliance Bank (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2017).
10.13	Securities Purchase Agreement dated April 18, 2017 by and between Impac Mortgage Holdings, Inc. and certain purchasers (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 18, 2017).
10.13(a)	Financial Advisory Agreement, dated April 4, 2017, between Impac Mortgage Holdings, Inc. and JMP Securities LLC (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 18, 2017).
10.14	Exchange Agreement dated May 5, 2017 by and between Impac Mortgage Holdings, Inc. and certain investors (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 11, 2017).
10.15	Line of Credit Promissory Note with Merchants Bank of Indiana, dated August 17, 2017 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 22, 2017).
10.15(a)	Security Agreement executed by Impac Mortgage Corp. in favor of Merchants Bank of Indiana, dated August 17, 2017 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 22, 2017).
10.15(b)	Amendment dated February 7, 2018 to Line of Credit Promissory Note with Merchants Bank of Indiana.
10.16*	Employment agreement effective as of January 1, 2018 between Impac Mortgage Holdings, Inc. and Joseph Tomkinson.
12.1	Computation of Ratios of Earnings to Fixed Charges.
21.1	Subsidiaries of the Registrant (incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013).
23.1	Consent of Squar Milner LLP.
31.1	Certification of Chief Executive Officer pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial information from our Annual Report on Form 10-K for the year ended December 31, 2017, formatted in XBRL (Extensible Business Reporting Language): (1) the Condensed Consolidated Balance Sheets, (2) the Condensed Consolidated Statements of Operations, (3) the Condensed Consolidated Statements of Stockholders' Equity, (4) the Condensed Consolidated Statements of Cash Flows, and (5) Notes to Consolidated Financial Statements, tagged as blocks of text.

\* Denotes a management or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 601 of Regulation S-K

\*\* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

NOTE: Filings on Form 10-K, 10-Q and 8-K are under SEC File No. 001-14100.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on the 15th day of March 2018.

### **IMPAC MORTGAGE HOLDINGS, INC.**

by /s/ JOSEPH R. TOMKINSON  
Joseph R. Tomkinson  
*Chairman of the Board  
and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JOSEPH R. TOMKINSON</u> Joseph R. Tomkinson	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	March 15, 2018
<u>/s/ TODD R. TAYLOR</u> Todd R. Taylor	Chief Financial Officer (Principal Financial and Accounting Officer)	March 15, 2018
<u>/s/ THOMAS B. AKIN</u> Thomas B. Akin	Director	March 15, 2018
<u>/s/ JAMES WALSH</u> James Walsh	Director	March 15, 2018
<u>/s/ FRANK P. FILIPPS</u> Frank P. Filippis	Director	March 15, 2018
<u>/s/ STEPHAN R. PEERS</u> Stephan R. Peers	Director	March 15, 2018
<u>/s/ LEIGH J. ABRAMS</u> Leigh J. Abrams	Director	March 15, 2018



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## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Impac Mortgage Holdings, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Impac Mortgage Holdings, Inc. and subsidiaries (the Company) as of December 31, 2017 and 2016, the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes to the consolidated financial statements (collectively, the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated March 15, 2018, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Squar Milner LLP

We have served as the Company's auditor since 2008.

Newport Beach, California  
March 15, 2018

**IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**(in thousands, except share data)**

	<u>December 31,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 33,223	\$ 40,096
Restricted cash	5,876	5,971
Mortgage loans held-for-sale	568,781	388,422
Finance receivables	41,777	62,937
Mortgage servicing rights	154,405	131,537
Securitized mortgage trust assets	3,670,550	4,033,290
Goodwill	104,587	104,938
Intangible assets, net	21,582	25,778
Loans eligible for repurchase from Ginnie Mae	47,697	9,917
Other assets	33,222	60,848
Total assets	<u>\$ 4,681,700</u>	<u>\$ 4,863,734</u>
<b>LIABILITIES</b>		
Warehouse borrowings	\$ 575,363	\$ 420,573
MSR financings	35,133	—
Term financing, net	—	29,910
Convertible notes, net	24,974	24,965
Long-term debt	44,982	47,207
Securitized mortgage trust liabilities	3,653,265	4,017,603
Liability for loans eligible for repurchase from Ginnie Mae	47,697	9,917
Contingent consideration	554	31,072
Other liabilities	34,585	51,447
Total liabilities	<u>4,416,553</u>	<u>4,632,694</u>
Commitments and contingencies (See Note 17)		
<b>STOCKHOLDERS' EQUITY</b>		
Series A-1 junior participating preferred stock, \$0.01 par value; 2,500,000 shares authorized; none issued or outstanding	—	—
Series B 9.375% redeemable preferred stock, \$0.01 par value; liquidation value \$16,640; 2,000,000 shares authorized, 665,592 noncumulative shares issued and outstanding as of December 31, 2017 and December 31, 2016	7	7
Series C 9.125% redeemable preferred stock, \$0.01 par value; liquidation value \$35,127; 5,500,000 shares authorized; 1,405,086 noncumulative shares issued and outstanding as of December 31, 2017 and December 31, 2016	14	14
Common stock, \$0.01 par value; 200,000,000 shares authorized; 20,949,679 and 16,019,983 shares issued and outstanding as of December 31, 2017 and December 31, 2016, respectively	209	160
Additional paid-in capital	1,233,704	1,168,125
Net accumulated deficit:		
Cumulative dividends declared	(822,520)	(822,520)
Retained deficit	(146,267)	(114,746)
Net accumulated deficit	<u>(968,787)</u>	<u>(937,266)</u>
Total stockholders' equity	265,147	231,040
Total liabilities and stockholders' equity	<u>\$ 4,681,700</u>	<u>\$ 4,863,734</u>

See accompanying notes to consolidated financial statements.

**IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)

	For the Year Ended		
	December 31,		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
<b>Revenues:</b>			
Gain on sale of loans, net	\$ 136,147	\$ 311,017	\$ 169,206
Real estate services fees, net	5,856	8,395	9,850
Servicing fees, net	31,902	13,734	6,102
Loss on mortgage servicing rights, net	(35,880)	(36,441)	(18,598)
Other	680	1,051	397
Total revenues	<u>138,705</u>	<u>297,756</u>	<u>166,957</u>
<b>Expenses:</b>			
Personnel expense	89,647	124,559	77,821
Business promotion	40,276	42,571	27,650
General, administrative and other	37,775	33,771	27,988
Accretion of contingent consideration	2,058	6,997	8,142
Change in fair value of contingent consideration	(13,326)	30,145	(45,920)
Total expenses	<u>156,430</u>	<u>238,043</u>	<u>95,681</u>
<b>Operating income</b>	<u>(17,725)</u>	<u>59,713</u>	<u>71,276</u>
<b>Other income (expense):</b>			
Interest income	230,330	263,600	276,799
Interest expense	(225,987)	(260,810)	(274,853)
Loss on extinguishment of debt	(1,265)	—	—
Change in fair value of long-term debt	(2,949)	(14,436)	(8,661)
Change in fair value of net trust assets, including trust REO gains (losses)	6,213	(304)	(5,638)
Total other income (expense)	<u>6,342</u>	<u>(11,950)</u>	<u>(12,353)</u>
(Loss) earnings before income taxes	(11,383)	47,763	58,923
Income tax expense (benefit)	20,138	1,093	(21,876)
Net (loss) earnings	<u>\$ (31,521)</u>	<u>\$ 46,670</u>	<u>\$ 80,799</u>
(Loss) earnings per common share:			
Basic	\$ (1.62)	\$ 3.54	\$ 8.00
Diluted	(1.62)	3.31	6.40

See accompanying notes to consolidated financial statements

**IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
(in thousands, except share amounts)

	<u>Preferred Shares Outstanding</u>	<u>Preferred Stock</u>	<u>Common Shares Outstanding</u>	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Cumulative Dividends Declared</u>	<u>Retained Deficit</u>	<u>Total Stockholders' Equity</u>
Balance, December 31, 2014	2,070,678	\$ 21	9,588,532	\$ 96	\$ 1,089,574	\$ (822,520)	\$ (242,215)	\$ 24,956
Proceeds and tax benefit from exercise of stock options	—	—	243,971	2	970	—	—	972
Stock based compensation	—	—	—	—	1,613	—	—	1,613
Shares issued related to CashCall acquisition (Note 2)	—	—	494,017	5	6,145	—	—	6,150
Net earnings	—	—	—	—	—	—	80,799	80,799
Balance, December 31, 2015	<u>2,070,678</u>	<u>\$ 21</u>	<u>10,326,520</u>	<u>\$ 103</u>	<u>\$ 1,098,302</u>	<u>\$ (822,520)</u>	<u>\$ (161,416)</u>	<u>\$ 114,490</u>
Proceeds and tax benefit from exercise of stock options	—	—	42,954	1	217	—	—	218
Stock based compensation	—	—	—	—	2,131	—	—	2,131
Common stock issuance, net	—	—	3,811,429	38	47,493	—	—	47,531
Convertible note share issuance	—	—	1,839,080	18	19,982	—	—	20,000
Net earnings	—	—	—	—	—	—	46,670	46,670
Balance, December 31, 2016	<u>2,070,678</u>	<u>\$ 21</u>	<u>16,019,983</u>	<u>\$ 160</u>	<u>\$ 1,168,125</u>	<u>\$ (822,520)</u>	<u>\$ (114,746)</u>	<u>\$ 231,040</u>
Proceeds and tax benefit from exercise of stock options	—	—	94,051	1	592	—	—	593
Stock based compensation	—	—	—	—	2,548	—	—	2,548
Common stock issuance, net	—	—	4,423,381	44	55,410	—	—	55,454
Trust preferred exchange	—	—	412,264	4	7,029	—	—	7,033
Net loss	—	—	—	—	—	—	(31,521)	(31,521)
Balance, December 31, 2017	<u>2,070,678</u>	<u>\$ 21</u>	<u>20,949,679</u>	<u>\$ 209</u>	<u>\$ 1,233,704</u>	<u>\$ (822,520)</u>	<u>\$ (146,267)</u>	<u>\$ 265,147</u>

See accompanying notes to consolidated financial statements

**IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	For the Year Ended		
	December 31,		
	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net (loss) earnings	\$ (31,521)	\$ 46,670	\$ 80,799
Loss on sale of mortgage servicing rights	93	10,688	8,046
Change in fair value of mortgage servicing rights	37,904	24,388	10,939
Loss on extinguishment of debt	1,265	—	—
Gain on sale of mortgage loans	(135,749)	(309,185)	(162,988)
Change in fair value of mortgage loans held-for-sale	(8,367)	22	(404)
Change in fair value of derivatives lending, net	6,055	(1,807)	(6,916)
Provision for repurchases	1,557	379	1,012
Origination of mortgage loans held-for-sale	(7,111,734)	(12,924,252)	(9,258,350)
Sale and principal reduction on mortgage loans held-for-sale	7,019,442	13,026,911	9,252,839
(Gains) losses from REO	(7,425)	5,934	6,595
Change in fair value of net trust assets, excluding REO	1,212	(7,347)	(5,021)
Change in fair value of long-term debt	2,949	14,436	8,661
Accretion of interest income and expense	86,189	126,598	148,121
Amortization of intangible and other assets	4,768	4,769	3,576
Accretion of contingent consideration	2,058	6,997	8,142
Change in fair value of contingent consideration	(13,326)	30,145	(45,920)
Amortization of debt issuance costs and discount on note payable	166	440	334
Stock-based compensation	2,548	2,131	1,613
Impairment of deferred charge	858	1,278	1,558
Impairment of goodwill	351	—	—
Excess tax benefit from share based compensation	(367)	—	—
Change in deferred tax assets, net	20,105	—	(24,420)
Net change in restricted cash	95	(2,497)	(1,054)
Net change in other assets	794	(6,616)	(5,361)
Net change in other liabilities	(17,805)	15,394	8,863
Net cash (used in) provided by operating activities	<u>(137,885)</u>	<u>65,476</u>	<u>30,664</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Net change in securitized mortgage collateral	632,524	619,844	649,454
Proceeds from the sale of mortgage servicing rights	802	6,837	67,111
Purchase of mortgage servicing rights	(5,618)	—	—
Finance receivable advances to customers	(909,719)	(928,238)	(664,550)
Repayments of finance receivables	930,879	901,669	636,540
Net change in mortgages held-for-investment	11	46	46
Purchase of premises and equipment	(469)	(266)	109
Net principal change on investment securities available-for-sale	—	47	90
Acquisition of CashCall Mortgage	—	—	(7,500)
Proceeds from the sale of REO	29,082	41,962	33,087
Net cash provided by investing activities	<u>677,492</u>	<u>641,901</u>	<u>714,387</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net proceeds from issuance of common stock	55,454	47,531	—
Issuance of convertible notes	—	—	25,000
Issuance of term financing	—	—	30,000
Repayment of MSR financing	(25,000)	—	—
Borrowings under MSR financing	60,133	—	—
Repayment of warehouse borrowings	(6,743,048)	(12,318,880)	(8,825,747)
Borrowings under warehouse agreements	6,897,838	12,413,837	8,924,645
Repayment of line of credit	—	—	(11,000)
Borrowings under line of credit	—	—	7,000
Repayment of short-term borrowing	—	—	(15,000)
Repayment of term financing	(30,000)	—	—
Payment of acquisition related contingent consideration	(19,250)	(54,149)	(38,110)
Short-term borrowing	—	—	15,000
Repayment of securitized mortgage borrowings	(742,421)	(787,644)	(828,195)
Principal payments on short-term debt	—	—	(6,000)
Principal payments on capital lease	(324)	(503)	(781)
Debt issuance costs	(100)	(100)	(500)
Tax payments on stock based compensation awards	(355)	—	—
Proceeds from exercise of stock options	593	218	973
Net cash used in financing activities	<u>(546,480)</u>	<u>(699,690)</u>	<u>(722,715)</u>
Net change in cash and cash equivalents	(6,873)	7,687	22,336
Cash and cash equivalents at beginning of year	40,096	32,409	10,073
Cash and cash equivalents at end of year	<u>\$ 33,223</u>	<u>\$ 40,096</u>	<u>\$ 32,409</u>



**IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(in thousands)

	For the Year Ended December 31,		
	2017	2016	2015
<b>SUPPLEMENTARY INFORMATION:</b>			
Interest paid	\$ 93,802	\$ 77,469	63,283
Taxes paid, net of refunds	76	339	1,229
<b>NON-CASH TRANSACTIONS:</b>			
Transfer of securitized mortgage collateral to real estate owned	\$ 18,800	\$ 39,706	\$ 40,471
Mortgage servicing rights retained from loan sales and issuance of mortgage backed securities	56,049	128,273	98,103
Common stock issued upon long-term debt exchange	7,033	—	—
Common stock issued upon conversion of debt	—	20,000	—
Acquisition of equipment purchased through capital leases	—	551	413
Acquisition related goodwill asset related to CashCall	—	—	104,586
Acquisition related intangible assets related to CashCall	—	—	33,122
Acquisition related contingent consideration liability related to CashCall	—	—	124,592
Common stock issued related to CashCall acquisition	—	—	6,150

See accompanying notes to consolidated financial statements

## IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(dollars in thousands, except per share data or as otherwise indicated)

#### **Note 1.—Summary of Business and Financial Statement Presentation including Significant Accounting Policies**

##### **Business Summary**

Impac Mortgage Holdings, Inc. (the Company, IMH or Parent) is a Maryland corporation incorporated in August 1995 and has the following wholly-owned subsidiaries: Integrated Real Estate Service Corporation (IRES), Impac Mortgage Corp. (IMC), IMH Assets Corp. (IMH Assets) and Impac Funding Corporation (IFC).

The Company's operations include the mortgage lending operations and real estate services conducted by IRES and IMC and the long-term mortgage portfolio (residual interests in securitizations reflected as net trust assets and liabilities in the consolidated balance sheets) conducted by IMH. Beginning in the first quarter of 2015, the mortgage lending operations include the activities of the CashCall Mortgage operations (CCM) (See Note 2. —Acquisition of CashCall Mortgage).

##### **Financial Statement Presentation**

###### *Basis of Presentation*

The accompanying consolidated financial statements include the accounts of IMH and its wholly-owned subsidiaries and have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). All significant inter-company balances and transactions have been eliminated in consolidation. In addition, certain amounts in the prior periods' consolidated financial statements have been reclassified to conform to the current year presentation.

Management has made a number of material estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period to prepare these consolidated financial statements in conformity with GAAP. Material estimates subject to change include the fair value estimates of assets acquired and liabilities assumed in the acquisition of CCM as discussed in Note 2. — Acquisition of CashCall Mortgage. Additionally, other items affected by such estimates and assumptions include the valuation of trust assets and trust liabilities, contingencies, the estimated obligation of repurchase liabilities related to sold loans, the valuation of long-term debt, mortgage servicing rights, mortgage loans held-for-sale and derivative instruments, including, interest rate lock commitments (IRLC). Actual results could differ from those estimates and assumptions.

###### *Principles of Consolidation*

The accompanying consolidated financial statements include accounts of IMH and other entities in which the Company has a controlling financial interest. The usual condition for a controlling financial interest is ownership of a majority of the voting interests of an entity. However, a controlling financial interest may also exist in entities, such as variable interest entities (VIEs), through arrangements that do not involve voting interests.

The VIE framework requires a variable interest holder (counterparty to a VIE) to consolidate the VIE if that party has the power to direct activities of the VIE that most significantly impact the entity's economic performance, will absorb a majority of the expected losses of the VIE, will receive a majority of the residual returns of the VIE, or both, and directs the significant activities of the entity. This party is considered the primary beneficiary of the entity. The determination of whether the Company meets the criteria to be considered the primary beneficiary of a VIE requires an evaluation of all transactions (such as investments, liquidity commitments, derivatives and fee arrangements) with the entity.

## Significant Accounting Policies

### Fair Value Option

The Company has elected the fair value option for investment securities available-for-sale, securitized mortgage collateral, mortgage servicing rights, mortgage loans held-for-sale, securitized mortgage borrowings and long-term debt. Elections were made to mitigate income statement volatility caused by differences in the measurement basis of elected instruments.

### Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents consist of cash and highly liquid investments with maturities of three months or less at the date of acquisition. The carrying amount of cash and cash equivalents approximates fair value.

Cash balances that have restrictions as to the Company's ability to withdraw funds are considered restricted cash. At December 31, 2017 and 2016, restricted cash totaled \$5.9 million and \$6.0 million, respectively. The restricted cash is the result of the terms of the Company's warehouse borrowings. In accordance with the terms of the Master Repurchase Agreements related to the warehouse borrowings, the Company is required to maintain cash balances with the lender as additional collateral for the borrowings (See Note 9.—Debt).

### Mortgage Loans Held-for-Sale

Mortgage loans held-for-sale (LHFS) are accounted for using the fair value option, with changes in fair value recorded in gain on sale of loans, net in the accompanying consolidated statements of operations. In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 825, *Financial Instruments*, loan origination fees and expenses are recognized in earnings as incurred and not deferred.

Revenue derived from the Company's mortgage lending activities includes loan fees collected at the time of origination and gain or loss from the sale of LHFS. Loan fees consist of fee income earned on all loan originations, including loans closed and held for sale. Loan fees are recognized as earned and consist of amounts collected for application and underwriting fees, fees on cancelled loans and discount points. The related direct loan origination costs are recognized when incurred and consists of broker fees and commissions. Gain or loss from the sale and mark-to-market of LHFS includes both realized and unrealized gains and losses and are included in gain on sale of loans, net in the accompanying consolidated statements of operations. The valuation of LHFS approximates a whole-loan price, which includes the value of the related mortgage servicing rights.

The Company principally sells its LHFS to government sponsored entities, and to a lesser extent, investors. The Company evaluates its loan sales for sales treatment. To the extent the transfer of loans qualifies as a sale, the Company derecognizes the loans and records a realized gain or loss on the sale date. In the event the Company determines that the transfer of loans does not qualify as a sale, the transfer would be treated as a secured borrowing. Interest on loans is recorded as income when earned and deemed collectible. LHFS are placed on nonaccrual status when any portion of the principal or interest is 90 days past due or earlier if factors indicate that the ultimate collectability of the principal or interest is not probable. Interest received from loans on nonaccrual status is recorded as income when collected. Loans return to accrual status when the principal and interest become current and it is probable that the amounts are fully collectible.

### Mortgage Servicing Rights

The Company accounts for mortgage loan sales in accordance with FASB ASC 860, *Transfers and Servicing*. Upon sale of mortgage loans on a service-retained basis, the LHFS are removed from the balance sheet, mortgage servicing rights (MSRs) are recorded as an asset for servicing rights retained. The Company elected to measure MSRs at fair value as prescribed by FASB ASC 860-50-35, and as such, servicing assets or liabilities are valued using discounted cash flow modeling techniques using assumptions regarding future net servicing cash flow, including prepayment rates, discount rates, servicing cost and other factors. Changes in

estimated fair value are reported in the accompanying consolidated statements of operations within loss on mortgage servicing rights, net.

When the Company sells mortgage servicing rights, the Company records a gain or loss on such sale based on the selling price of the mortgage servicing rights less the carrying value and transaction costs. Gains and losses are reported in the accompanying consolidated statements of operations within loss on mortgage servicing rights, net.

### **Finance Receivables**

Finance receivables represent transactions with the Company's customers involved in residential real estate lending. As a warehouse lender, the Company's warehouse lending operations are a secured creditor of the mortgage bankers and brokers to which the Company extends credit and is subject to the risks inherent in that status, including the risk of borrower fraud, default and bankruptcy. Any claim of the Company's warehouse lending operations as a secured lender in a bankruptcy proceeding may be subject to adjustment and delay. Finance receivables from customers represent repurchase facilities with mortgage bankers that are primarily collateralized by mortgages on single-family residential real estate. Terms of the repurchase facilities, including the maximum facility amount and interest rate, are determined based upon the financial strength, historical performance and other qualifications of the borrower. The warehouse facilities to customers have maturities that range from on-demand to one year. Finance receivables are stated at the principal balance outstanding. Interest income is recorded on the accrual basis.

### **Securitized Mortgage Collateral**

The Company's long-term mortgage portfolio primarily includes adjustable rate and, to a lesser extent, fixed rate non-conforming mortgages and commercial mortgages that were acquired and originated by our mortgage and commercial operations prior to 2008.

Non-conforming mortgages may not have certain documentation or verifications that are required by government sponsored entities and, therefore, in making our credit decisions, we were more reliant upon the borrower's credit score and the adequacy of the underlying collateral.

Historically, the Company securitized mortgages in the form of collateralized mortgage obligations (CMO) or real estate mortgage investment conduits (REMICs). These securitizations are evaluated for consolidation based on the provisions of FASB ASC 810-10-25. Amounts consolidated are included in trust assets and liabilities as securitized mortgage collateral, real estate owned, derivative assets, securitized mortgage borrowings and derivative liabilities in the accompanying consolidated balance sheets.

The Company accounts for securitized mortgage collateral at fair value, with changes in fair value during the period reflected in earnings. Fair value measurements are based on the Company's estimated cash flow models, which incorporate assumptions, inputs of other market participants and quoted prices for the underlying bonds. The Company's assumptions include its expectations of inputs that other market participants would use. These assumptions include judgments about the underlying collateral, prepayment speeds, credit losses, investor yield requirements, forward interest rates and certain other factors.

Interest income on securitized mortgage collateral is recorded using the effective yield for the period based on the previous quarter-end's estimated fair value. Securitized mortgage collateral is generally not placed on nonaccrual status as the servicer advances the interest payments to the trust regardless of the delinquency status of the underlying mortgage loan, until it becomes apparent to the servicer that the advance is not collectible.

### **Real Estate Owned**

Real estate owned (REO) on the balance sheet are primarily assets within the securitized trusts but are recorded as a separate asset for accounting and reporting purposes and are within the long-term mortgage portfolio. REO, which consists of residential real estate acquired in satisfaction of loans, is carried at net realizable value, which includes the estimated fair value of the residential real estate less estimated selling and

holding costs. Adjustments to the loan carrying value required at the time of foreclosure affect the carrying amount of REO. Subsequent write-downs in the net realizable value of REO are included in change in fair value of net trust assets, including trust REO (losses) gains in the consolidated statements of operations.

### **Goodwill and Intangible Assets**

Goodwill arises from the acquisition method of accounting for business combinations and represents the excess of the purchase price over the fair value of the net assets and other identifiable intangible assets acquired. Other intangible assets with definite lives include trademarks, customer relationships, and non-compete agreements. Goodwill, trademarks and other intangible assets are tested annually for impairment or more frequently if events and circumstances indicate that the asset might be impaired. The carrying value of these intangible assets could be impaired if a significant adverse change in the use, life, or brand strategy of the asset is determined, or if a significant adverse change in the legal and regulatory environment, business or competitive climate occurs that would adversely impact the asset.

Goodwill and other intangible assets deemed to have indefinite lives generated from purchase business combinations are not subject to amortization but are instead tested for impairment no less than annually. Impairment exists when the carrying value exceeds its implied fair value. An impairment loss, if any, is measured as the excess of carrying value over the implied fair value and would be recorded in general, administrative and other expense in the consolidated statements of operations. Intangible assets with definite lives are amortized over their estimated lives using an amortization method that reflects the pattern in which the economic benefits of the asset are consumed.

### **Business Combinations**

Business combinations are accounted for under the acquisition method of accounting in accordance with FASB ASC Topic 805, *Business Combinations*. Under the acquisition method, the acquiring entity in a business combination recognizes 100 percent of the acquired assets and assumed liabilities, regardless of the percentage owned, at their estimated fair values as of the date of acquisition. Any excess of the purchase price over the fair value of net assets and other identifiable intangible assets acquired is recorded as goodwill. To the extent the fair value of net assets acquired, including other identifiable assets, exceeds the purchase price, a bargain purchase gain is recognized. Assets acquired and liabilities assumed which involve contingencies must also be recognized at their estimated fair value, provided such fair value can be determined during the measurement period. Acquisition-related costs, including severance, conversion and other restructuring charges, such as abandoned space accruals, are expensed as incurred. Results of operations of an acquired business are included in the consolidated statements of operations from the date of acquisition.

### **Securitized Mortgage Borrowings**

The Company records securitized mortgage borrowings in the accompanying consolidated balance sheets for the consolidated CMO and REMIC securitized trusts within the long-term mortgage portfolio. The debt from each issuance of a securitized mortgage borrowing is payable from the principal and interest payments on the underlying mortgages collateralizing such debt, as well as the proceeds from liquidations of REO. If the principal and interest payments are insufficient to repay the debt, the shortfall is allocated first to the residual interest holders (generally owned by the Company) then, if necessary, to the certificate holders (e.g. third party investors in the securitized mortgage borrowings) in accordance with the specific terms of the various respective indentures. Securitized mortgage borrowings typically are structured as one-month LIBOR "floaters" and fixed rate securities with interest payable to certificate holders monthly. The maturity of each class of securitized mortgage borrowing is directly affected by the amount of net interest spread, overcollateralization and the rate of principal prepayments and defaults on the related securitized mortgage collateral. The actual maturity of any class of a securitized mortgage borrowing can occur later than the stated maturities of the underlying mortgages.

When the Company issued securitized mortgage borrowings, the Company generally sought an investment grade rating for the Company's securitized mortgages by nationally recognized rating agencies. To secure such ratings, it was often necessary to incorporate certain structural features that provide for credit enhancement. This generally included the pledge of collateral in excess of the principal amount of the securities

to be issued, a bond guaranty insurance policy for some or all of the issued securities, or additional forms of mortgage insurance. The Company's total loss exposure is limited to the Company's initial net economic investment in each trust, which is referred to as a residual interest.

The Company accounts for securitized mortgage borrowings at fair value, with changes in fair value during the period reflected in earnings. Fair value measurements are based on the Company's estimated cash flow models, which incorporate assumptions, inputs of other market participants and quoted prices for the underlying bonds. The Company's assumptions include its expectations of inputs that other market participants would use. These assumptions include judgments about the underlying collateral, prepayment speeds, credit losses, investor yield requirements, forward interest rates and certain other factors. Interest expense on securitized mortgage borrowings are recorded quarterly using the effective yield for the period based on the previous quarter-end's estimated fair value.

## **Derivative Instruments**

In accordance with FASB ASC 815-10 *Derivatives and Hedging—Overview*, the Company records all derivative instruments at fair value. The Company has accounted for all its derivatives as non-designated hedge instruments or free-standing derivatives.

### *Interest Rate Swaps, Caps and Floors*

The Company's interest rate risk management objective was to limit the exposure to the variability in future cash flows attributable to the variability of one-month LIBOR, which is the underlying index of adjustable rate securitized mortgage borrowings. The Company's interest rate risk management policies were formulated with the intent to offset the potential adverse effects of changing interest rates on securitized mortgage borrowings.

To mitigate exposure to the effect of changing interest rates on cash flows on securitized mortgage borrowings, the Company purchased derivative instruments primarily in the form of interest rate swap agreements (swaps) and, to a lesser extent, interest rate cap agreements (caps) and interest rate floor agreements (floors). There were no outstanding derivatives as of December 31, 2017 and December 31, 2016

The fair value of the Company's swaps, caps, floors and other derivative instruments is generally based on market prices provided by dealers and market makers, or estimates of future cash flows from these financial instruments.

### *Lending Derivatives*

The mortgage lending operation enters into IRLCs with consumers to originate mortgage loans at a specified interest rate. These IRLCs are accounted for as derivative instruments. The fair values of IRLCs utilize current secondary market prices for underlying loans and estimated servicing value with similar coupons, maturity and credit quality, subject to the anticipated loan funding probability (Pull-through Rate). The fair value of IRLCs is subject to change primarily due to changes in interest rates and the estimated Pull-through Rate. The Company reports IRLCs within other assets and other liabilities at fair value with changes in fair value being recorded in the accompanying consolidated statements of operations within gain on sale of loans, net.

The Company hedges the changes in fair value associated with changes in interest rates related to IRLCs and uncommitted LHFS by using forward sold commitments including Fannie Mae and Ginnie Mae mortgage-backed securities known as to-be-announced mortgage-backed securities (TBA MBS or Hedging Instruments). The Hedging Instruments are typically entered into at the time the IRLC is made and are accounted for as derivative instruments. The fair value of Hedging Instruments is subject to change primarily due to changes in interest rates. The Company reports Hedging Instruments within other assets and other liabilities at fair value with changes in fair value being recorded in the accompanying consolidated statements of operations within gain on sale of loans, net.

The Company hedges the changes in fair value associated with changes in interest rates related to MSRs by using TBA MBS or Hedging Instruments. The Hedging Instruments are typically entered into at the



time the MSR is created and are accounted for as derivative instruments. The fair value of Hedging Instruments is subject to change primarily due to changes in interest rates. The Company reports Hedging Instruments within other assets and other liabilities at fair value with changes in fair value being recorded in the accompanying consolidated statements of operations within loss on sale of mortgage servicing rights.

The fair value of IRLCs and Hedging Instruments are represented as derivative assets, lending and derivative liabilities, lending in Note 13.—Fair Value of Financial Instruments.

### **Long-term Debt**

Long-term debt (consisting of trust preferred securities and junior subordinated notes) is reported at fair value. These securities are measured based upon an analysis prepared by management, which considers the Company's own credit risk and discounted cash flow analysis. Unrealized gains and losses are recognized in earnings in the accompanying consolidated statements of operations within change in fair value of long-term debt.

The Company does not consolidate trust preferred entities (which are sometimes hereinafter referred to as capital trusts) since the Company does not have a variable interest in the trust. Instead, the Company records its investment in the trust preferred entities (included in other assets in the accompanying consolidated balance sheets) and accounts for such under the equity method of accounting and reflects a liability for the issuance of the notes to the trust preferred entities. As part of the trust preferred exchange on May 5, 2017, the Company wrote off the remaining investment in trust preferred entities. Refer to Note 9.—Debt.

### **Repurchase Reserve**

The Company sells mortgage loans in the secondary market, including U.S. government sponsored entities and issues mortgage-backed securities through Ginnie Mae and Fannie Mae. When the Company sells or issues securities, it makes customary representations and warranties to the purchasers about various characteristics of each loan such as the origination and underwriting guidelines, including but not limited to the validity of the lien securing the loan, property eligibility, borrower credit, income and asset requirements, and compliance with applicable federal, state and local law. In the event of a breach of its representations and warranties, the Company may be required to either repurchase the mortgage loans with the identified defects or indemnify the investor or insurer for any loss. Also, the Company's loss may be reduced by proceeds from the sale or liquidation of the repurchased loan. The Company's loss may be reduced by any recourse it has to correspondent lenders that, in turn, had sold such mortgage loans to the Company and breached similar or other representations and warranties. In such event, the Company has the right to seek a recovery of related repurchase losses from that correspondent lender.

The Company records a provision for losses relating to such representations and warranties as part of its loan sale transactions. The method used to estimate the liability for representations and warranties is a function of the representations and warranties given and considers a combination of factors, including, but not limited to, estimated future defaults and loan repurchase rates and the potential severity of loss in the event of defaults including any loss on sale or liquidation of the repurchased loan and the probability of reimbursement by the correspondent loan seller. The Company establishes a liability at the time loans are sold and continually updates its estimated repurchase liability. The level of the repurchase liability for representations and warranties is difficult to estimate and requires considerable management judgment. The level of mortgage loan repurchase losses is dependent on economic factors, investor demands for loan repurchases and other external conditions that may change over the lives of the underlying loans.

### **Revenue Recognition for Fees from Services**

The Company follows FASB ASC 605, *Revenue Recognition*, which provides guidance on the application of GAAP to selected revenue recognition issues relates to our real estate services fees.

The Company's real estate services segment provides various real estate related services and loss mitigation services including (i) managing distressed mortgage portfolios and foreclosed real estate assets, (ii) the disposition of such assets, (iii) surveillance services for residential and multifamily mortgage portfolios,

(iv) loan modification services and (v) the master servicing on various residential mortgage and multifamily loan pools for loans in the long-term portfolio of IMH, and to a lesser extent, non-affiliated entities. The revenues from these services are recognized in income in the period when services are rendered and collectability is reasonably certain.

### **Advertising Costs**

Advertising costs are expensed as incurred and are included in business promotion expense.

### **Stock-Based Compensation**

The Company accounts for stock-based compensation in accordance with FASB ASC 718 *Compensation—Stock Compensation*. Accordingly, the Company measures the cost of stock-based awards using the grant-date fair value of the award and recognizes that cost over the requisite service period.

The fair value of each stock option granted under the Company's stock-based compensation plan is estimated on the date of grant using the Black-Scholes-Merton option-pricing model and assumptions noted in Note 18.—Share Based Payments and Employee Benefit Plans. The risk-free interest rate is based on the U.S. Treasury rate with a term equal to the expected term of the option grants on the date of grant.

FASB ASC 718 requires forfeitures to be estimated at the time of grant and prospectively revised, if necessary, in subsequent periods if actual forfeitures differ from initial estimates. Stock-based compensation expense is recorded net of estimated forfeitures for the years ended December 31, 2017, 2016 and 2015, such that the expense was recorded only for those stock-based awards that were expected to vest during such periods. Refer to Note 18.—Share Based Payments and Employee Benefit Plans.

### **Income Taxes**

In accordance with FASB ASC 740, *Income Taxes*, the Company records income tax expense as well as deferred tax assets and liabilities. Current income tax expense approximates taxes to be paid or refunded for the current period and includes income tax expense related to uncertain tax positions and amortization/impairment of deferred charge, explained below. The Company determines deferred income taxes using the balance sheet method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and recognizes enacted changes in tax rates and laws in the period in which they occur. Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized subject to management's judgment that realization is "more likely than not." Uncertain tax positions that meet the more likely than not recognition threshold are measured to determine the amount of benefit to recognize. An uncertain tax position is measured at the largest amount of benefit that management believes has a greater than 50% likelihood of realization upon settlement.

The Company is subject to federal income taxes as a regular (Subchapter C) corporation and files a consolidated U.S. federal income tax return on qualifying subsidiaries. The Company files income tax returns in the U.S. for federal and various states.

In prior periods when the Company was taxed as a real estate investment trust (REIT), it recorded a deferred charge to eliminate the expense recognition of income taxes paid on inter-Company profits that result from the sale of mortgage loans from the taxable REIT subsidiaries to IMH. The deferred charge is included in other assets in the consolidated balance sheets and is amortized and, or impaired as a component of income tax expense in the consolidated statements of operations over the estimated life of the mortgages retained in the securitized mortgage collateral.

### **Earnings per Common Share**

Basic earnings per common share is computed on the basis of the weighted average number of shares outstanding for the year divided into earnings for the year. Diluted earnings per common share is computed on the basis of the weighted average number of shares and dilutive common equivalent shares outstanding for the

year divided by earnings for the year, unless anti-dilutive. Refer to Note 14.—Reconciliation of Earnings Per Share.

## Recent Accounting Pronouncements

Accounting Standards Update (ASU) No. 2014-09, 2015-04, 2016-08, 2016-10, 2016-12, 2016-20, 2017-13 and 2017-14, collectively implemented as Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC), "*Revenue from Contracts with Customers (Topic 606)*", provides guidance for revenue recognition. This ASC's core principle requires a company to recognize revenue when it transfers promised goods or services to customers in an amount that reflects consideration to which the company expects to be entitled in exchange for those goods or services. The standard also clarifies the principal versus agent considerations, providing the evaluation must focus on whether the entity has control of the goods or services before they are transferred to the customer. The new standard permits the use of either the modified retrospective or full retrospective transition method. The Company's revenue is primarily generated from loan originations, loan servicing and real estate services. Origination revenue is comprised of fee income earned at origination of a loan, interest income earned for the period the loans are held, and gain on sale on loans upon disposition of the loan. Servicing revenue is comprised of servicing fees and other ancillary fees in connection with our servicing activities. Real estate services revenue is comprised of income earned from various real estate services and support such as loss mitigation, loan modification, surveillance and disposition and monitoring services. The Company has performed a review of the new guidance as compared to current accounting policies and have evaluated all services rendered to customers as well as underlying contracts to determine the impact of this standard to the Company's revenue recognition process. The majority of services rendered by the Company in connection with loan originations, loan servicing and the long-term mortgage portfolio are not within the scope of FASB ASC 606. However, the Company identified real estate services revenues that are within the scope of FASB ASC 606 for which the Company does not anticipate the impact to be materially different from the current revenue recognition processes. The Company's implementation efforts to date include identification of revenue streams within the scope of the guidance, and the review of revenue contracts to assess the impact at a customer level. The Company adopted this guidance on January 1, 2018, and the adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, "*Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*". The amendments in ASU 2015-17 eliminates the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations will be required to classify all deferred tax assets and liabilities as noncurrent. The amendments in this ASU are effective for public business entities for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The amendments may be applied prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. The Company adopted this change prospectively on January 1, 2017 and the adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, "*Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*." The amendments in ASU 2016-01, among other things, requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables); requires separate presentation in other comprehensive income for the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The update is effective for interim and annual reporting periods beginning after December 15, 2017, using a cumulative-effect adjustment to the balance sheet as of the beginning of the year adopted. The Company

adopted this guidance on January 1, 2018, and the adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "*Leases (Topic 842)*." Under ASU 2016-02, an entity will be required to recognize assets and liabilities for the rights and obligations created by leases on the entity's balance sheet for both finance and operating leases. For leases with a term of 12 months or less, an entity can elect to not recognize lease assets and lease liabilities and expense the lease over a straight-line basis for the term of the lease. ASU 2016-02 will require new disclosures that depict the amount, timing, and uncertainty of cash flows pertaining to an entity's leases. Companies are required to adopt the new standard using a modified retrospective approach for annual and interim periods beginning after December 15, 2018. Early adoption of ASU 2016-02 is permitted. When adopted, the Company does not expect ASU 2016-02 to have a material impact on its results of operations, equity or cash flows. The impact of this ASU on the Company's consolidated financial position will be based on leases outstanding at the time of adoption.

In March 2016, the FASB issued ASU 2016-09, "*Improvements to Employee Share-Based Payment Accounting*." ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. The Company adopted this change prospectively on January 1, 2017 and did not adjust prior periods. The amendments allow for a one-time accounting policy election to either account for forfeitures as they occur or continue to estimate forfeitures as required by current guidance. The Company has elected to continue estimating forfeitures under the current guidance. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, "*Financial Instruments-Credit Losses (Topic 326)*." This update requires companies to measure all expected credit losses for financial assets held at the reporting date. The standard also amends the accounting for credit losses on available-for-sale debt securities, purchased financial assets with credit deterioration and trade and other receivables. The standard will take effect for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, "*Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*." The update amends the guidance in Accounting Standards Codification 230, Statement of Cash Flows, and clarifies how entities should classify certain cash receipts and cash payments on the statement of cash flows with the objective of reducing the existing diversity in practice related to eight specific cash flow issues. In addition, in November 2016, the FASB issued ASU 2016-18, "*Statement of Cash Flows (Topic 230), Restricted Cash* (ASU 2016-18). This ASU clarifies certain existing principles in FASB ASC 230, including providing additional guidance related to transfers between cash and restricted cash and how entities present, in their statement of cash flows, the cash receipts and cash payments that directly affect the restricted cash accounts. These ASUs will be effective for the Company's fiscal year beginning December 1, 2018 and subsequent interim periods. Early adoption is permitted. The adoption of ASU 2016-15 and ASU 2016-18 will modify the Company's current disclosures and reclassifications within the consolidated statements of cash flows but they are not expected to have a material effect on the Company's consolidated financial statements.

In October 2016, the FASB issued ASU 2016-16, "*Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory*." This ASU requires entities to recognize at the transaction date the income tax consequences of intercompany asset transfers other than inventory. This ASU is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2017. The adoption of this standard should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company adopted this guidance on January 1, 2018, which resulted in a \$7.8 million cumulative effect adjustment to opening retained earnings. The adoption of this ASU did not have a material impact on the consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, "*Business Combinations (Topic 805) Clarifying the Definition of a Business*." The amendments in this Update is to clarify the definition of a business with the



objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance is effective for annual periods beginning after December 15, 2017, including interim periods within those periods. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, "*Intangibles - Goodwill and Other (Topic 350): Simplifying the Accounting for Goodwill Impairment.*" The update removes the requirement to perform a hypothetical purchase price allocation to measure goodwill impairment. Goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The guidance is effective for annual periods beginning after December 15, 2019, including interim periods within those periods. Early adoption is permitted. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, "*Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting.*" The update provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. This ASU is effective for annual reporting periods beginning after December 15, 2017. Early adoption is permitted. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

In August 2017, the FASB issued ASU No. 2017-12, "*Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.*" This ASU improves certain aspects of the hedge accounting model including making more risk management strategies eligible for hedge accounting and simplifying the assessment of hedge effectiveness. ASU 2017-12 is effective for all annual periods beginning after December 15, 2018 and interim periods within those fiscal years. Early adoption is permitted and requires a prospective adoption with a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption for existing hedging relationships. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

## **Note 2.—Acquisition of CashCall Mortgage**

On January 6, 2015, the Company entered into an Asset Purchase Agreement (the Asset Purchase Agreement) with CashCall, Inc. (CashCall), an unrelated entity, pursuant to which the Company agreed to purchase certain assets of CashCall's residential mortgage operations. Upon closing, which occurred on March 31, 2015, CashCall's mortgage operations began to operate as a separate division of IMC under the name CashCall Mortgage (CCM).

Pursuant to the Asset Purchase Agreement, and subject to the terms and conditions contained therein, the purchase price consisted of a fixed component and a contingent component. The fixed component included (i) the aggregate payment of \$10 million in cash, payable in installments through January 2016 and (ii) 494,017 newly issued unregistered shares of the Company. The contingent component consisted of a three year earn-out provision beginning on the effective date (January 2, 2015) of 100% of pre-tax net earnings of CCM for January and February of 2015, 65% of the pretax net earnings for the next 10 months of 2015, 55% of pre-tax 2016 net earnings and 45% of pretax 2017 net earnings. During the year ended December 31, 2015, consideration paid to CashCall, Inc. included \$7.5 million cash and 494,017 shares of common stock of the Company (issued April 1, 2015) valued at \$6.2 million, pursuant to the fixed component of the Asset Purchase Agreement and \$38.1 million pursuant to the earn-out provision. During the year ended December 31, 2016, consideration paid to CashCall, Inc. was \$2.5 million in cash pursuant to the fixed component of the Asset Purchase Agreement and \$54.1 million, pursuant to the earn-out provision. During the year ended December 31, 2017, consideration paid to CashCall, Inc. was \$19.3 million, pursuant to the earn-out provision. In February 2018, consideration paid to CashCall, Inc. for the fourth quarter of 2017 earn-out period was \$554 thousand.

If, during the four years following January 2, 2015, the Company sells all or substantially all of its assets or the assets of CCM, the division of IMC, or a person acquires 50% or more of the securities of the Company or IMC, then the Company will pay additional contingent consideration, subject to adjustment, to CashCall of

15% of the enterprise value (as defined in the Asset Purchase Agreement) in excess of \$200 million plus an additional 5% of the enterprise value in excess of \$500 million (Business Appreciation Rights).

The table below presents the purchase price allocation of the estimated acquisition date fair values of assets acquired and the liabilities assumed:

<b>Consideration paid:</b>	
Cash	\$ 5,000
IMH common stock	6,150
Deferred payments	5,000
Contingent consideration (1)	124,592
	<u>\$ 140,742</u>
<b>Assets acquired:</b>	
Trademark	\$ 17,251
Customer list	10,170
Non-compete agreement	5,701
Fixed assets and software	3,033
Total assets acquired	<u>36,155</u>
<b>Liabilities assumed:</b>	
Total liabilities assumed	<u>—</u>
<b>Goodwill</b>	<u>\$ 104,587</u>

(1) Included within the contingent consideration is \$1.4 million of Business Appreciation Rights, as defined above

The CCM acquisition was accounted for under the acquisition method of accounting pursuant to FASB ASC 805. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the acquisition date. The Company made significant estimates and exercised significant judgment in estimating fair values of the acquired assets and assumed liabilities. The Company retained the services of a third party to assist in the valuation of the intangible assets. The application of the acquisition method of accounting resulted in tax deductible goodwill of \$104.6 million. The acquisition closed on March 31, 2015; however, the effective date of the transaction was January 2, 2015. From the effective date to the date of the close, IMC was entitled to and recognized the net earnings of the loans originated by CCM. Acquisition related costs of \$0.3 million were expensed as incurred. The expenses were comprised primarily of legal and professional fees.

### **Unaudited Pro Forma Results of Operations**

The following table presents unaudited pro forma results of operations for the periods presented as if the CCM acquisition had been completed on January 1, 2014. The unaudited pro forma results of operations include the historical accounts of the Company and CCM and pro forma adjustments, including the amortization of intangibles with definite lives, depreciation of fixed assets, accretion of discount on contingent consideration, elimination of commissions and loan due diligence costs of IMC. The unaudited pro forma information is intended for informational purposes only and is not necessarily indicative of the future operating results or operating results that would have occurred had the CCM acquisition been completed at the beginning of 2014. No assumptions have been applied to the pro forma results of operations regarding possible revenue enhancements, expense efficiencies or asset dispositions.

	<b>For the Year Ended December 31, 2015</b>
Revenues	\$ 185,357
Other (expense) income	(12,143)
Expenses	(166,111)
Pretax net earnings (loss)	<u>\$ 7,103</u>

For the year ended December 31, 2015, revenues from CCM totaled \$135.3 million. For the year ended



December 31, 2015, expenses from operations were \$80.9 million. During the first quarter of 2015 prior to the close of the acquisition, expenses related to CCM were included in gain on sale of loans, net in the consolidated statements of operations.

### Note 3.—Mortgage Loans Held-for-Sale

A summary of the unpaid principal balance (UPB) of mortgage loans held-for-sale by type is presented below:

	<u>December 31, 2017</u>	<u>December 31, 2016</u>
Government (1)	\$ 263,512	\$ 146,305
Conventional (2)	193,055	168,581
Other (3)	93,012	62,701
Fair value adjustment (4)	19,202	10,835
Total mortgage loans held for sale	<u>\$ 568,781</u>	<u>\$ 388,422</u>

(1) Includes all government-insured loans including Federal Housing Administration (FHA), Veterans Affairs (VA) and United States Department of Agriculture (USDA).

(2) Includes loans eligible for sale to Fannie Mae and Freddie Mac.

(3) Includes NonQM and Jumbo loans.

(4) Changes in fair value are included in gain on sale of loans, net on the accompanying consolidated statements of operations.

The Company does not have any delinquent or nonaccrual mortgage loans held-for-sale as of December 31, 2017 or 2016.

Gain on sale of loans, net in the consolidated statements of operations is comprised of the following for the years ended December 31, 2017, 2016 and 2015:

	<u>For the Year Ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Gain on sale of mortgage loans	\$ 187,204	\$ 321,392	\$ 232,552
Premium from servicing retained loan sales	56,049	128,273	98,103
Unrealized (losses) gains from derivative financial instruments	(6,412)	2,326	6,827
Realized (losses) gains from derivative financial instruments	(4,576)	6,224	(7,045)
Mark to market gain (loss) on LHFS	8,367	(22)	404
Direct origination expenses, net	(102,928)	(146,797)	(160,623)
Provision for repurchases	(1,557)	(379)	(1,012)
Total gain on sale of loans, net	<u>\$ 136,147</u>	<u>\$ 311,017</u>	<u>\$ 169,206</u>

### Note 4.—Finance Receivables

The Company uses a portion of the excess warehouse borrowing capacity to provide secured short-term revolving financing to small and medium-size mortgage originators to finance mortgage loans from the closing of the mortgage loans until sold to investors. The finance receivables are secured by residential mortgage loans as well as personal guarantees. There are no nonaccrual finance receivables as of December 31, 2017 and 2016.

A summary of outstanding warehouse lines to non-affiliated customers and outstanding balances of December 31, 2017 and 2016 are presented below:

	<u>December 31,</u>	
	<u>2017</u>	<u>2016</u>
Uncommitted warehouse lines to non-affiliated customers	\$ 123,000	\$ 175,500
Outstanding balance	41,777	62,937

## Note 5.—Mortgage Servicing Rights

The Company retains mortgage servicing rights (MSRs) from its sales of certain mortgage loans. MSRs are reported at fair value based on the income derived from the net projected cash flows associated with the servicing contracts. The Company receives servicing fees, less subservicing costs, on the UPB of the loans. The servicing fees are collected from the interest portion of the monthly payments made by the mortgagors or when the underlying real estate is foreclosed upon and liquidated. The Company may receive other remuneration from rights to various mortgagor-contracted fees such as late charges, collateral reconveyance charges, nonsufficient fund fees and the Company is generally entitled to retain the interest earned on funds held pending remittance (or float) related to its collection of mortgagor principal, interest, tax and insurance payments.

The following table summarizes the activity of MSRs for the years ended December 31, 2017 and 2016:

	December 31, 2017	December 31, 2016
Balance at beginning of period	\$ 131,537	\$ 36,425
Additions from servicing retained loan sales	56,049	128,273
Addition from purchases	5,618	—
Reductions from bulk sales (1)	(895)	(8,773)
Changes in fair value (2)	(37,904)	(24,388)
Fair value of MSRs at end of period	<u>\$ 154,405</u>	<u>\$ 131,537</u>

(1) In the first quarter of 2017, the Company sold all but a small portion of its NonQM MSRs.

(2) Changes in fair value are included within loss on mortgage servicing rights in the consolidated statements of operations.

At December 31, 2017 and 2016, the outstanding principal balance of the mortgage servicing portfolio was comprised of the following:

	December 31, 2017	December 31, 2016
Government insured	\$ 2,834,680	\$ 1,359,569
Conventional (1)	13,493,463	10,815,998
NonQM	1,957	175,955
Total loans serviced	<u>\$ 16,330,100</u>	<u>\$ 12,351,522</u>

(1) At December 31, 2017 and 2016, \$13.5 billion and \$10.8 billion, respectively, of Fannie Mae and Freddie Mac servicing has been pledged as collateral as part of the MSR Financing (See Note 9.—Debt). Pledged collateral was approximately 81% and 86% of the fair value of Mortgage servicing rights in the consolidated balance sheets at December 31, 2017 and 2016, respectively.

The table below illustrates hypothetical changes in the fair value of MSR, caused by assumed immediate changes to key assumptions that are used to determine fair value. See Note 13.—Fair Value of Financial Instruments for a description of the key assumptions used to determine the fair value of MSR.

<b>Mortgage Servicing Rights Sensitivity Analysis</b>	<b>December 31, 2017</b>	<b>December 31, 2016</b>
Fair value of MSR	\$ 154,405	\$ 131,537
Prepayment Speed:		
Decrease in fair value from 10% adverse change	(5,643)	(4,956)
Decrease in fair value from 20% adverse change	(11,275)	(9,593)
Decrease in fair value from 30% adverse change	(16,807)	(13,940)
Discount Rate:		
Decrease in fair value from 10% adverse change	(5,461)	(4,927)
Decrease in fair value from 20% adverse change	(10,555)	(9,511)
Decrease in fair value from 30% adverse change	(15,316)	(13,786)

Sensitivities are hypothetical changes in fair value and cannot be extrapolated because the relationship of changes in assumptions to changes in fair value may not be linear. Also, the effect of a variation in a particular assumption is calculated without changing any other assumption, whereas a change in one factor may result in changes to another. Accordingly, no assurance can be given that actual results would be consistent with the results of these estimates. As a result, actual future changes in MSR values may differ significantly from those displayed above.

Loss on mortgage servicing rights, net is comprised of the following for the years ended December 31, 2017, 2016 and 2015:

	<b>For the Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Change in fair value of mortgage servicing rights	\$ (37,904)	\$ (24,388)	\$ (10,939)
Loss on sale of mortgage servicing rights	(93)	(10,688)	(8,046)
Realized and unrealized gains (losses) from hedging instruments	2,117	(1,365)	387
Loss on mortgage servicing rights, net	<u>\$ (35,880)</u>	<u>\$ (36,441)</u>	<u>\$ (18,598)</u>

Servicing fees, net is comprised of the following for the years ended December 31, 2017, 2016 and 2015:

	<b>For the Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Contractual servicing fees	\$ 38,025	\$ 17,497	\$ 8,547
Late and ancillary fees	409	174	129
Subservicing and other costs	(6,532)	(3,937)	(2,574)
Servicing fees, net	<u>\$ 31,902</u>	<u>\$ 13,734</u>	<u>\$ 6,102</u>

#### **Note 6.—Goodwill and Intangible assets**

Goodwill arises from the acquisition method of accounting for business combinations and represents the excess of the purchase price over the fair value of the net assets and other identifiable intangible assets acquired. Other intangible assets with definite lives include trademarks, customer relationships, and non-compete agreements. In the first quarter of 2015, the Company acquired CCM and recorded \$104.6 million of goodwill and intangible assets of \$33.1 million, consisting of \$17.2 million for trademark, \$10.2 million for customer relationships and \$5.7 million for a non-compete agreement with the former owner of CCM. The purchase price allocation was prepared with the assistance of a third party valuation firm.

For goodwill, the determination of fair value of a reporting unit involves, among other things, application of the income approach, which includes developing forecasts of future cash flows and determining an appropriate discount rate. Goodwill is considered a Level 3 nonrecurring fair value measurement.

The methodology used to determine the fair value of trademarks includes assumptions with inherent uncertainty, including projected sales volumes and related projected revenues, long-term growth rates, royalty rates that a market participant might assume and judgments regarding the factors to develop an applied discount rate. The carrying value of intangible assets is at risk of impairment if future projected revenues or long-term growth rates are lower than those currently projected, or if factors used in the development of a discount rate result in the application of a higher discount rate. The intangible assets are considered Level 3 nonrecurring fair value measurements.

The following table presents the changes in the carrying amount of goodwill for the period indicated:

<b>Balance at December 31, 2015</b>	\$ 104,938
Additions (Impairment)	<u>—</u>
<b>Balance at December 31, 2016</b>	\$ 104,938
Impairment (1)	<u>(351)</u>
<b>Balance at December 31, 2017</b>	<u>\$ 104,587</u>

(1) Impairment is related to the wind down of certain services within our real estate services segment and is included in general, administrative and other expense on the consolidated statement of operations for the year ended December 31, 2017.

As part of the acquisition of CCM, the purchase price of the intangible assets the Company acquired, are listed below for the periods indicated:

	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount at December 31, 2017</u>	<u>Remaining Life</u>
<b>Intangible assets:</b>				
Trademark	\$ 17,251	\$ (3,216)	\$ 14,035	12.0
Customer relationships	10,170	(4,143)	6,027	4.0
Non-compete agreement	5,701	(4,181)	1,520	1.0
Total intangible assets acquired	<u>\$ 33,122</u>	<u>\$ (11,540)</u>	<u>\$ 21,582</u>	<u>9.0</u>

	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount at December 31, 2016</u>
<b>Intangible assets:</b>			
Trademark	\$ 17,251	\$ (2,047)	\$ 15,204
Customer relationships	10,170	(2,637)	7,533
Non-compete agreement	5,701	(2,660)	3,041
Total intangible assets acquired	<u>\$ 33,122</u>	<u>\$ (7,344)</u>	<u>\$ 25,778</u>

The Company recognized \$4.2 million of amortization expense associated with intangible assets for each of the years ended December 31, 2017 and 2016. The following table presents the estimated aggregate amortization expense for the years ending December 31;

<b>Amortization Expense</b>		
	2018	\$ 4,197
	2019	2,676
	2020	2,676
	2021	2,676
	2022 and thereafter	<u>9,357</u>
Total future amortization expense		<u>\$ 21,582</u>

## Note 7.—Loans Eligible for Repurchase from Ginnie Mae

The Company routinely sells loans in Ginnie Mae guaranteed MBS by pooling eligible loans through a pool custodian and assigning rights to the loans to Ginnie Mae. When these Ginnie Mae loans are initially pooled and securitized, the Company meets the criteria for sale treatment and de-recognizes the loans. The terms of the Ginnie Mae MBS program allow, but do not require, the Company to repurchase mortgage loans when the borrower has made no payments for three consecutive months. When the Company has the unconditional right, as servicer, to repurchase Ginnie Mae pool loans it has previously sold and are more than 90 days past due, the Company then re-recognizes the loans on its balance sheet, at their unpaid principal balances and records a corresponding liability in other liabilities in the consolidated balance sheets. The balance of the Ginnie Mae serviced loans that were 90 or more days past due at December 31, 2017 and 2016 totaled \$47.7 million and \$9.9 million, respectively. As part of the Company's repurchase reserve, the Company records a repurchase provision to provide for estimated losses from the sale or securitization of all mortgage loans, including these loans.

## Note 8.—Other Assets

### *Other Assets*

Other assets consisted of the following:

	December 31, 2017	December 31, 2016
Deferred charge (See Note 13)	\$ 7,827	\$ 8,685
Accounts receivable, net	5,401	6,953
Derivative assets – lending (See Note 11)	4,777	11,169
Deferred tax asset, net (See Note 15)	4,315	24,420
Prepaid expenses	3,001	3,179
Servicing advances	2,853	3,075
Accrued interest receivable	1,397	333
Developed software, net	1,145	1,717
Premises and equipment, net	862	976
Other	1,644	341
Total other assets	<u>\$ 33,222</u>	<u>\$ 60,848</u>

### *Accounts Receivable, net*

Accounts receivable are primarily holdbacks from MSR sales which are generally collected within six months of the sale date, cash due to the Company related to hedging instruments and fees earned for real estate services rendered, generally collected one month in arrears. Accounts receivable are stated at their carrying value, net of \$95 thousand and \$86 thousand reserve for doubtful accounts as of December 31, 2017 and 2016, respectively.

### *Servicing Advances*

The Company is required to advance certain amounts to meet its contractual loan servicing requirements. The Company advances principal, interest, property taxes and insurance for borrowers that have insufficient escrow accounts, plus any other costs to preserve the property. Also, the Company will advance funds to maintain, repair and market foreclosed real estate properties. The Company is entitled to recover advances from the borrowers for reinstated and performing loans or from proceeds of liquidated properties. Servicer advances totaled \$2.9 million and \$3.1 million at December 31, 2017 and 2016, respectively, and are all considered fully collectible.

*Developed Software, net*

As part of the acquisition of CCM, the purchase price of other assets the Company acquired are listed below for the periods indicated:

	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount at December 31, 2017</u>	<u>Remaining Life</u>
<b>Other assets:</b>				
Developed software	\$ 2,719	\$ (1,574)	\$ 1,145	2.0
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount at December 31, 2016</u>	
<b>Other assets:</b>				
Developed software	\$ 2,719	\$ (1,002)	\$ 1,717	

*Premises and Equipment, net*

Premises and equipment are stated at cost, less accumulated depreciation. Depreciation on premises and equipment is recorded using the straight-line method over the estimated useful lives of individual assets, typically three to twenty years. Premises and equipment and accumulated depreciation were as follows as of the dates indicated:

	<u>December 31,</u>	
	<u>2017</u>	<u>2016</u>
Premises and equipment	\$ 16,928	\$ 16,467
Less: Accumulated depreciation	(16,066)	(15,491)
Total premises and equipment, net	<u>\$ 862</u>	<u>\$ 976</u>

**Note 9.—Debt**

The following table shows contractual reductions of debt as of December 31, 2017:

	<u>Payments Due by Period</u>				
	<u>Total</u>	<u>Less Than One Year</u>	<u>One to Three Years</u>	<u>Three to Five Years</u>	<u>More Than Five Years</u>
Warehouse borrowings	\$ 575,363	\$ 575,363	\$ —	\$ —	\$ —
MSR financings	35,133	10,000	25,133	—	—
2015 Convertible notes	24,974	—	24,974	—	—
Long-term debt	62,000	—	—	—	62,000
Total Debt Obligations	<u>\$ 697,470</u>	<u>\$ 585,363</u>	<u>\$ 50,107</u>	<u>\$ —</u>	<u>\$ 62,000</u>

*Warehouse Borrowings*

The Company, through its subsidiaries, enters into Master Repurchase Agreements with lenders providing warehouse facilities. The warehouse facilities are used to fund, and are secured by, residential mortgage loans that are held for sale. In accordance with the terms of the Master Repurchase Agreements, the Company is required to maintain cash balances with the lender as additional collateral for the borrowings which are included in restricted cash in the accompanying consolidated balance sheets. In December 2017, the Company was not in compliance with certain financial covenants and received the necessary waivers.



The following table presents certain information on warehouse borrowings for the periods indicated:

	Maximum Borrowing Capacity	Balance Outstanding At		Allowable Advance Rates (%)	Rate Range	Maturity Date
		December 31, 2017	December 31, 2016			
<b>Short-term borrowings:</b>						
Repurchase agreement 1	\$ 150,000	\$ 100,630	\$ 106,609	90 - 98	1ML + 2.75 - 4.13%	June 15, 2018
Repurchase agreement 2	35,000	31,632	44,761	90 - 98	Prime + 0.0 - 0.50%	May 28, 2018
Repurchase agreement 3 (1)	225,000	154,020	125,320	85 - 97	Base Rate + 2.50%	December 21, 2018
Repurchase agreement 4 (2)	250,000	152,772	52,067	99	1ML + 2.55%	March 29, 2018
Repurchase agreement 5 (3)	100,000	88,920	56,655	100	Note Rate - 0.50%	March 31, 2018
Repurchase agreement 6	200,000	47,389	35,161	95 - 98	1ML + 2.15 - 2.40%	June 28, 2018
Total warehouse borrowings	<u>\$ 960,000</u>	<u>\$ 575,363</u>	<u>\$ 420,573</u>			

- (1) As of December 31, 2017 and 2016, the balance outstanding includes \$41.8 million and \$62.9 million, respectively, attributable to finance receivables made to the Company's warehouse customers.
- (2) In February 2018, the maturity of the line was extended to March 29, 2018.
- (3) In February 2018, the Company increased the maximum borrowing capacity to \$175.0 million from \$100.0 million.

The following table presents certain information on warehouse borrowings for the periods indicated:

	For the year ended December 31,	
	2017	2016
Maximum outstanding balance during the year	\$ 627,175	\$ 880,111
Average balance outstanding for the year	414,149	449,598
Underlying collateral (mortgage loans)	591,403	436,887
Weighted average rate for period	4.06 %	3.40 %

#### Structured Debt

In December 2014, the Company entered into a \$6.0 million short-term structured debt agreement using eight of the Company's residual interests (net trust assets) as collateral. The Company received proceeds of \$6.0 million and had transaction costs of approximately \$60 thousand. The agreement had an interest rate of LIBOR plus 5.75% per annum, had a final repurchase date of June 29, 2015 and the Company had the right to repurchase the securities without penalty prior to the final repurchase date. In June 2015, the Company used approximately \$3.2 million of the proceeds from the Term Financing to satisfy fully the remaining amount due on the short-term structured debt agreement and the residuals held as collateral were released to the Company.

#### Promissory Note

On April 27, 2015, the Company issued a \$10.0 million short-term Promissory Note with an interest rate of 15% to the former owner of CCM. The balance was repaid in May 2015.

#### MSR Financings

On August 17, 2017, IMC (Borrower), entered into a Line of Credit Promissory Note with a lender providing for a revolving line of credit of \$30.0 million (Freddie Mac Financing). The Borrower is able to borrow up to 55% of the fair market value of Freddie Mac pledged mortgage servicing rights. The Line of Credit has a term until May 31, 2018 and will automatically renew for subsequent one year periods unless the lender provides the Borrowers 150 days' notice of its intention not to renew. Interest payments are payable monthly and accrue interest at the rate per annum equal to one-month LIBOR plus 4.0% and the balance of the obligation may be prepaid at any time. The obligations under the Line of Credit are secured by Freddie Mac pledged mortgage servicing rights and is guaranteed by Integrated Real Estate Services, Corp. At December 31, 2017, \$10.0 million was outstanding under the Freddie Mac Financing and was secured by \$58.3 million of mortgage servicing rights. In February 2018, the maximum borrowing capacity of the revolving line of credit was increased to \$50.0 million and the term was extended to January 31, 2019.

On February 10, 2017, IMC (Borrower), entered into a Loan and Security Agreement (Agreement) with

a lender providing for a revolving loan commitment of \$40.0 million for a period of two years (Fannie Mae Financing). The Borrower is able to borrow up to 55% of the fair market value of Fannie Mae pledged servicing rights. Upon the two year anniversary of the Agreement, any amounts outstanding will automatically be converted into a term loan due and payable in full on the one year anniversary of the conversion date. Interest payments are payable monthly and accrue interest at the rate per annum equal to one-month LIBOR plus 4.0% and the balance of the obligation may be prepaid at any time. The Borrower initially drew down \$35.1 million, and used a portion of the proceeds to pay off the Term Financing (approximately \$30.1 million) originally entered into in June 2015 as discussed below. The Borrower also paid the lender an origination fee of \$100 thousand, which is deferred and amortized over the life of the Fannie Mae Financing. At December 31, 2017, \$25.1 million was outstanding under the Fannie Mae Financing and was secured by \$67.3 million of mortgage servicing rights.

### *Term Financing*

In June 2015, the Company and its subsidiaries (IRES, IMC and Impac Warehouse Lending, Inc. (IWLI), collectively the Borrowers) entered into a Loan Agreement (Loan Agreement) with a lender (Lender) pursuant to which the Creditor provided to the Borrowers a term loan in the aggregate principal amount of \$30.0 million (Term Financing) due and payable on December 19, 2016, which could have been extended to December 18, 2017 at the Creditor's discretion. In June 2016, the maturity of the Term Financing was extended to June 16, 2017 and the Company paid an additional \$100 thousand extension fee, which was deferred and amortized over the life of the Term Financing. Interest on the Term Financing was payable monthly and accrued at a rate of one-month LIBOR plus 8.5% per annum. In February 2017, the proceeds from the Fannie Mae Financing were used to pay off the Term Financing.

### *Convertible Notes*

In January 2016, pursuant to the terms of the \$20.0 million Convertible Promissory Notes issued in April 2013 (the Notes), the Company elected to exercise its option to convert the Notes to common stock. The conversion resulted in the Company issuing an aggregate of 1,839,080 shares of common stock in February 2016, at a conversion price of \$10.875 per share. As a result of the transaction, the Company converted \$20.0 million of debt into equity and paid interest through April 2016. No gain or loss was recorded as a result of the transaction.

In May 2015, the Company issued an additional \$25.0 million Convertible Promissory Notes (2015 Convertible Notes). The 2015 Convertible Notes mature on or before May 9, 2020 and accrues interest at a rate of 7.5% per annum, to be paid quarterly. The Company had approximately \$50 thousand in transaction costs which were deferred and amortized over the life of the life of the 2015 Convertible Notes.

Noteholders may convert all or a portion of the outstanding principal amount of the 2015 Convertible Notes into shares of the Company's common stock (Conversion Shares) at a rate of \$21.50 per share, subject to adjustment for stock splits and dividends (the Conversion Price). The Company has the right to convert the entire outstanding principal of the 2015 Convertible Notes into Conversion Shares at the Conversion Price if the market price per share of the common stock, as measured by the average volume-weighted closing stock price per share of the common stock on the NYSE AMERICAN (or any other U.S. national securities exchange then serving as the principal such exchange on which the shares of Common Stock are listed), reaches the level of \$30.10, for any twenty (20) trading days in any period of thirty (30) consecutive trading days after the Closing Date.

Upon conversion of the 2015 Convertible Notes by the Company, the entire amount of accrued and unpaid interest (and all other amounts owing) under the 2015 Convertible Notes are immediately due and payable. Furthermore, if the conversion of the 2015 Convertible Notes by the Company occurs prior to the third anniversary of the Closing Date, then the entire amount of interest under the 2015 Convertible Notes through the third anniversary is immediately due and payable. To the extent the Company pays any cash dividends on its shares of common stock prior to conversion of the 2015 Convertible Notes, upon conversion of the 2015 Convertible Notes, the Noteholders will also receive such dividends on an as-converted basis of the 2015 Convertible Notes less the amount of interest paid by the Company prior to such dividend.

Unless an event of default has occurred and is continuing, each purchaser of the 2015 Convertible Notes agrees, for the three years after the Closing Date, to vote all Conversion Shares for each of the Company's nominees for election to the Company's board of directors and not to nominate any other candidate for election to the board of directors at any time within such three year period.

### *Long-term Debt*

As of December 31, 2017 and 2016, the Company had long term debt as follows:

#### Trust Preferred Securities

During 2005, the Company formed four wholly-owned trust subsidiaries (Trusts) for the purpose of issuing an aggregate of \$99.2 million of trust preferred securities (the Trust Preferred Securities). All proceeds from the sale of the Trust Preferred Securities and the common securities issued by the Trusts were originally invested in \$96.3 million of junior subordinated debentures (subordinated debentures), which became the sole assets of the Trusts. The Trusts pay dividends on the Trust Preferred Securities at the same rate as paid by the Company on the debentures held by the Trusts.

During 2008 and 2009, the Company purchased and cancelled \$36.5 million in outstanding Trust Preferred Securities for \$5.5 million. Additionally, during 2009, the Company exchanged an aggregate of \$51.3 million in outstanding Trust Preferred Securities for \$62.0 million in Junior Subordinated Notes (Notes). As a result of these transactions, \$8.5 million in Trust Preferred Securities remained outstanding.

On May 5, 2017, the Company agreed to exchange 412,264 shares of its common stock for the remaining Trust Preferred Securities which had an aggregate liquidation amount of \$8.5 million issued by Impac Capital Trust #4. Accrued and unpaid interest on the Trust Preferred Securities was paid in cash in the aggregate amount of approximately \$14 thousand. The interest rate on the Trust Preferred Securities was a variable rate of three-month LIBOR plus 3.75% per annum. At the time of the exchange, the interest rate was 4.92%. As part of the trust preferred exchange the Company wrote off the remaining \$166 thousand investment in trust preferred entities.

The exchange was based on the carrying value of the trust preferred obligation, which was \$5.6 million at March 31, 2017, and an agreed upon stock price that determined a fixed number of shares to be issued in the exchange. However, because the measurement date of the exchange was the date the common stock was issued when the market price of the common stock was \$17.06, the Company recorded a \$1.3 million loss on extinguishment of debt for the difference in stock price from the agreed upon stock price to the stock price on the issuance date of the common stock.

The Company carries its Trust Preferred Securities at estimated fair value as more fully described in Note 13.—Fair Value of Financial Instruments. The following table shows the principal balance and fair value of Trust Preferred Securities issued as of December 31, 2017 and 2016:

	December 31,	
	2017	2016
Trust Preferred Securities	\$ —	\$ 8,500
Common securities	—	263
Fair value adjustment	—	(3,197)
Total Trust Preferred Securities	<u>\$ —</u>	<u>\$ 5,566</u>

#### Junior Subordinated Notes

The Company carries its Junior Subordinated Notes at estimated fair value as more fully described in Note 13.—Fair Value of Financial Instruments. The following table shows the remaining principal balance and fair value of junior subordinated notes issued as of December 31, 2017 and 2016:

	December 31,	
	2017	2016
Junior Subordinated Notes (1)	\$ 62,000	\$ 62,000
Fair value adjustment	(17,018)	(20,359)
Total Junior Subordinated Notes	<u>\$ 44,982</u>	<u>\$ 41,641</u>

(1) Stated maturity of March 2034; requires quarterly distributions initially at a fixed rate of 2.00% per annum through March 2014 with increases of 1.00% per year in 2014 through 2017. Starting in 2018, the interest rates become variable at 3-month LIBOR plus 3.75% per annum. At December 31, 2017, the interest rate was 6.0%.

#### *Line of Credit Agreement*

The Company had a \$4.0 million working capital line of credit agreement, which was repaid in June 2015, with a national bank that had an interest rate at a variable rate of one-month LIBOR plus 3.50%. The line of credit was unsecured. Under the terms of the agreement, the Company and its subsidiaries were required to maintain various financial and other covenants. As previously discussed, in June 2015, the Company used approximately \$4.0 million of the proceeds from the Term Financing to fully satisfy the remaining amount due on the line of credit agreement and terminated the line.

#### **Note 10.—Securitized Mortgage Trusts**

##### *Securitized Mortgage Trust Assets*

Securitized mortgage trust assets, which are recorded at fair market value (FMV), are comprised of the following at December 31, 2017 and 2016:

	December 31,	December 31,
	2017	2016
Securitized mortgage collateral	\$ 3,662,008	\$ 4,021,891
REO	8,542	11,399
Total securitized mortgage trust assets	<u>\$ 3,670,550</u>	<u>\$ 4,033,290</u>

##### *Securitized Mortgage Collateral*

Securitized mortgage collateral consisted of the following:

	December 31,	
	2017	2016
Mortgages secured by residential real estate	\$ 3,840,819	\$ 4,500,719
Mortgages secured by commercial real estate	347,323	426,494
Fair value adjustment	(526,134)	(905,322)
Total securitized mortgage collateral	<u>\$ 3,662,008</u>	<u>\$ 4,021,891</u>

As of December 31, 2017, the Company was also a master servicer of mortgages for others of approximately \$578.0 million in UPB that were primarily collateralizing REMIC securitizations, compared to \$682.0 Million at December 31, 2016. Related fiduciary funds are held in trust for investors in non-interest bearing accounts and therefore not included in the Company's consolidated balance sheets. The Company may also be required to advance funds or cause loan servicers to advance funds to cover principal and interest payments not received from borrowers depending on the status of their mortgages.

## Real Estate Owned (REO)

The Company's REO consisted of the following:

	December 31,	
	2017	2016
REO	\$ 15,519	\$ 25,802
Impairment (1)	(6,977)	(14,403)
Total	<u>\$ 8,542</u>	<u>\$ 11,399</u>

(1) Impairment represents the cumulative write-downs of net realizable value subsequent to foreclosure.

## Securitized Mortgage Trust Liabilities

Securitized mortgage trust liabilities, which are recorded at FMV, are comprised of the following at December 31, 2017 and 2016:

	December 31,	December 31,
	2017	2016
Securitized mortgage borrowings	\$ 3,653,265	\$ 4,017,603

## Securitized Mortgage Borrowings

Selected information on securitized mortgage borrowings for the periods indicated consisted of the following (dollars in millions):

Year of Issuance	Original Issuance Amount	Securitized mortgage borrowings outstanding as of December 31,		Range of Interest Rates		
		2017	2016	Fixed Interest Rates	Interest Rate Margins over One-Month LIBOR (1)	Interest Rate Margins after Contractual Call Date (2)
		2002	\$ 3,876.1	\$ 6.2	\$ 8.8	5.25 - 12.00
2003	5,966.1	48.2	62.8	4.34 - 12.75	0.27 - 3.00	0.54 - 4.50
2004	17,710.7	526.7	640.0	3.58 - 5.56	0.25 - 2.50	0.50 - 3.75
2005	13,387.7	1,938.1	2,163.1	—	0.24 - 2.90	0.48 - 4.35
2006	5,971.4	2,412.8	2,617.8	6.25	0.1 - 2.75	0.20 - 4.13
2007	3,860.5	1,407.7	1,589.6	—	0.06 - 2.00	0.12 - 3.00
Subtotal contractual principal balance (3)		<u>6,339.7</u>	<u>7,082.1</u>			
Fair value adjustment		<u>(2,686.4)</u>	<u>(3,064.5)</u>			
Total securitized mortgage borrowings		<u>\$ 3,653.3</u>	<u>\$ 4,017.6</u>			

(1) One-month LIBOR was 1.56% as of December 31, 2017.

(2) Interest rate margins are generally adjusted when the unpaid principal balance is reduced to less than 10-20% of the original issuance amount, or if certain other triggers are met.

(3) Represents the outstanding balance in accordance with trustee reporting.

As of December 31, 2017, expected principal reductions of the securitized mortgage borrowings, which is based on contractual principal payments and expected prepayment and loss assumptions for securitized mortgage collateral, was as follows (dollars in millions):

	Payments Due by Period				
	Total	Less Than One Year	One to Three Years	Three to Five Years	More Than Five Years
Securitized mortgage borrowings (1)	\$ 6,339.7	\$ 581.6	\$ 886.7	\$ 632.4	\$ 4,239.0

(1) Represents the outstanding balance in accordance with trustee reporting.

*Change in fair value of net trust assets, including trust real estate owned (REO) (losses) gains*

Changes in fair value of net trust assets, including trust REO (losses) gains are comprised of the following for the years ended December 31, 2017, 2016 and 2015:

	For the Year Ended December 31,		
	2017	2016	2015
Change in fair value of net trust assets, excluding REO	\$ (1,212)	\$ 5,630	\$ 957
Gains (losses) from REO	<u>7,425</u>	<u>(5,934)</u>	<u>(6,595)</u>
Change in fair value of net trust assets, including trust REO gains (losses)	<u>\$ 6,213</u>	<u>\$ (304)</u>	<u>\$ (5,638)</u>

**Note 11.—Derivative Instruments**

*Derivative Assets and Liabilities, Lending*

The mortgage lending operation enters into IRLCs with prospective borrowers to originate mortgage loans at a specified interest rate and Hedging Instruments to hedge the fair value changes associated with changes in interest rates relating to its mortgage loan origination operations as well as mortgage servicing rights. The fair value of IRLCs and Hedging Instruments related to mortgage loan origination are included in other assets in the consolidated balance sheets. As of December 31, 2017, the estimated fair value of IRLCs and Hedging Instruments associated with mortgage lending totaled \$4.4 million and \$336 thousand, respectively. Additionally, the fair value of Hedging Instruments related to mortgage servicing rights are included in other assets at December 31, 2017 and had an estimated fair value of \$85 thousand.

The following table includes information for the derivative assets and liabilities, lending for the periods presented:

	Notional Amount		Total Gains (Losses) (1)		
	December 31, 2017	December 31, 2016	For the Year Ended December 31,		
			2017	2016	2015
Derivative – IRLC's	\$ 398,225	\$ 558,538	\$ (6,812)	\$ 1,985	\$ 6,300
Derivative – TBA MBS	687,500	492,157	(2,061)	5,201	(6,132)

(1) Amounts included in gain on sale of loans, net within the accompanying consolidated statements of operations.

*Other Derivatives*

Upon entering an arrangement to facilitate the Company's ability to offer NonQM mortgage products, a warrant to purchase up to 9.9% of Impac Mortgage Corp. was issued in 2014. The warrant expired in August of 2015 and was not exercised. The estimated fair value of the warrant was based on a model incorporating various assumptions including expected future book value of Impac Mortgage Corp., the probability of the warrant being exercised, volatility, expected term and certain other factors.

**Note 12.—Redeemable Preferred Stock**

At December 31, 2017, the Company has outstanding \$51.8 million liquidation preference of Series B and Series C Preferred Stock. The holders of each series of Preferred Stock, which are non-voting and redeemable at the option of the Company, retain the right to a \$25.00 per share liquidation preference in the event of a liquidation of the Company and the right to receive dividends on the Preferred Stock if any such dividends are declared.



## Note 13.—Fair Value of Financial Instruments

The use of fair value to measure the Company's financial instruments is fundamental to its consolidated financial statements and is a critical accounting estimate because a substantial portion of its assets and liabilities are recorded at estimated fair value.

FASB ASC 825 requires disclosure of the estimated fair value of certain financial instruments and the methods and significant assumptions used to estimate such fair values. The following table presents the estimated fair value of financial instruments included in the consolidated financial statements as of the dates indicated:

	December 31, 2017				December 31, 2016			
	Carrying Amount	Estimated Fair Value			Carrying Amount	Estimated Fair Value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Assets</b>								
Cash and cash equivalents	\$ 33,223	\$33,223	\$ —	\$ —	\$ 40,096	\$40,096	\$ —	\$ —
Restricted cash	5,876	5,876	—	—	5,971	5,971	—	—
Mortgage loans held-for-sale	568,781	—	568,781	—	388,422	—	388,422	—
Finance receivables	41,777	—	41,777	—	62,937	—	62,937	—
Mortgage servicing rights	154,405	—	—	154,405	131,537	—	—	131,537
Derivative assets, lending, net	4,777	—	420	4,357	11,169	—	—	11,169
Securitized mortgage collateral	3,662,008	—	—	3,662,008	4,021,891	—	—	4,021,891
<b>Liabilities</b>								
Warehouse borrowings	\$ 575,363	\$ —	\$575,363	\$ —	\$ 420,573	\$ —	\$420,573	\$ —
MSR financings	35,133	—	—	35,133	—	—	—	—
Term financing	—	—	—	—	29,910	—	—	29,910
Convertible notes	24,974	—	—	24,974	24,965	—	—	24,965
Contingent consideration	554	—	—	554	31,072	—	—	31,072
Long-term debt	44,982	—	—	44,982	47,207	—	—	47,207
Securitized mortgage borrowings	3,653,265	—	—	3,653,265	4,017,603	—	—	4,017,603
Derivative liabilities, lending, net	—	—	—	—	336	—	336	—

The fair value amounts above have been estimated by management using available market information and appropriate valuation methodologies. Considerable judgment is required to interpret market data to develop the estimates of fair value in both inactive and orderly markets. Accordingly, the estimates presented are not necessarily indicative of the amounts that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

For securitized mortgage collateral and securitized mortgage borrowings, the underlying Alt-A (non-conforming) residential and commercial loans and mortgage-backed securities market have experienced significant declines in market activity, along with a lack of orderly transactions. The Company's methodology to estimate fair value of these assets and liabilities include the use of internal pricing techniques such as the net present value of future expected cash flows (with observable market participant assumptions, where available) discounted at a rate of return based on the Company's estimates of market participant requirements. The significant assumptions utilized in these internal pricing techniques, which are based on the characteristics of the underlying collateral, include estimated credit losses, estimated prepayment speeds and appropriate discount rates.

Refer to *Recurring Fair Value Measurements* below for a description of the valuation methods used to determine the fair value of investment securities available-for-sale, securitized mortgage collateral and borrowings, derivative assets and liabilities, long-term debt, mortgage servicing rights, loans held-for-sale.

The carrying amount of cash and cash equivalents and restricted cash approximates fair value.

Finance receivables carrying amounts approximate fair value due to the short-term nature of the assets and do not present unanticipated interest rate or credit concerns.

Warehouse borrowings carrying amounts approximate fair value due to the short-term nature of the liabilities and do not present unanticipated interest rate or credit concerns.

Convertible notes are recorded at amortized cost. The estimated fair value is determined using a discounted cash flow model using estimated market rates.

MSR financings carrying amount approximates fair value as the underlying facility bears interest at a rate that is periodically adjusted based on a market index.

### ***Fair Value Hierarchy***

The application of fair value measurements may be on a recurring or nonrecurring basis depending on the accounting principles applicable to the specific asset or liability or whether management has elected to carry the item at its estimated fair value.

FASB ASC 820-10-35 specifies a hierarchy of valuation techniques based on whether the inputs to those techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs create the following fair value hierarchy:

- Level 1—Quoted prices (unadjusted) in active markets for identical instruments or liabilities that an entity has the ability to assess at measurement date.
- Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices that are observable for an asset or liability, including interest rates and yield curves observable at commonly quoted intervals, prepayment speeds, loss severities, credit risks and default rates; and market-corroborated inputs.
- Level 3—Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when estimating fair value.

As a result of the lack of observable market data resulting from inactive markets, the Company has classified its investment securities available-for-sale, mortgage servicing rights, call and put options, securitized mortgage collateral and borrowings, derivative assets and liabilities (trust and IRLCs), and long-term debt as Level 3 fair value measurements. Level 3 assets and liabilities measured at fair value on a recurring basis were approximately 87% and 99% and 92% and 99%, respectively, of total assets and total liabilities measured at estimated fair value at December 31, 2017 and 2016.

### ***Recurring Fair Value Measurements***

The Company assesses its financial instruments on a quarterly basis to determine the appropriate classification within the fair value hierarchy, as defined by FASB ASC Topic 810. Transfers between fair value classifications occur when there are changes in pricing observability levels. Transfers of financial instruments among the levels occur at the beginning of the reporting period. There were no material transfers between Level 1 and Level 2 classified instruments during the year ended December 31, 2017.

The following tables present the Company's assets and liabilities that are measured at estimated fair value on a recurring basis, including financial instruments for which the Company has elected the fair value option at December 31, 2017 and 2016, based on the fair value hierarchy:

	Recurring Fair Value Measurements					
	December 31, 2017			December 31, 2016		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Assets</b>						
Mortgage loans held-for-sale	\$ —	\$ 568,781	\$ —	\$ —	\$ 388,422	\$ —
Derivative assets, lending, net (1)	—	420	4,357	—	—	11,169
Mortgage servicing rights	—	—	154,405	—	—	131,537
Securitized mortgage collateral	—	—	3,662,008	—	—	4,021,891
Total assets at fair value	\$ —	\$ 569,201	\$ 3,820,770	\$ —	\$ 388,422	\$ 4,164,597
<b>Liabilities</b>						
Securitized mortgage borrowings	\$ —	\$ —	\$ 3,653,265	\$ —	\$ —	\$ 4,017,603
Long-term debt	—	—	44,982	—	—	47,207
Contingent consideration	—	—	554	—	—	31,072
Derivative liabilities, lending, net (2)	—	—	—	—	336	—
Total liabilities at fair value	\$ —	\$ —	\$ 3,698,801	\$ —	\$ 336	\$ 4,095,882

- (1) At December 31, 2017, derivative assets, lending, net included \$4.4 million in IRLCs and \$420 thousand in Hedging instruments, respectively, and is included in other assets in the accompanying consolidated balance sheets. At December 31, 2016, derivative assets, lending, net included \$11.2 million in IRLCs and is included in other assets in the accompanying consolidated balance sheets.
- (2) At December 31, 2017, derivative liabilities, lending, net are included in other liabilities in the accompanying consolidated balance sheets.

The following tables present reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2017, 2016 and 2015:

	Level 3 Recurring Fair Value Measurements						
	For the Year Ended December 31, 2017						
	Investment securities available-for-sale	Securitized mortgage collateral	Securitized mortgage borrowings	Mortgage servicing rights	Interest rate lock commitments, net	Long-term debt	Contingent consideration
Fair value, December 31, 2016	\$ —	\$ 4,021,891	\$ (4,017,603)	\$ 131,537	\$ 11,169	\$ (47,207)	\$ (31,072)
Total gains (losses) included in earnings:							
Interest income (1)	—	46,077	—	—	—	—	—
Interest expense (1)	—	—	(131,507)	—	—	(760)	—
Change in fair value	—	245,364	(246,576)	(37,904)	(6,812)	(2,949)	11,268
Total gains (losses) included in earnings	—	291,441	(378,083)	(37,904)	(6,812)	(3,709)	11,268
Transfers in and/or out of Level 3	—	—	—	—	—	—	—
Purchases, issuances and settlements:							
Purchases	—	—	—	5,618	—	—	—
Issuances	—	—	—	56,049	—	—	—
Settlements	—	(651,324)	742,421	(895)	—	5,934	19,250
Fair value, December 31, 2017	\$ —	\$ 3,662,008	\$ (3,653,265)	\$ 154,405	\$ 4,357	\$ (44,982)	\$ (554)
Unrealized gains (losses) still held (2)	\$ —	\$ (526,134)	\$ 2,686,398	\$ 154,405	\$ 4,357	\$ 17,018	\$ (554)

- (1) Amounts primarily represent accretion to recognize interest income and interest expense using effective yields based on estimated fair values for trust assets and trust liabilities. Net interest income, including cash received and paid, was \$8.1 million for the year ended December 31, 2017. The difference between accretion of interest income and expense and the amounts of interest income and expense recognized in the consolidated statements of operations is primarily from contractual interest on the securitized mortgage collateral and borrowings.
- (2) Represents the amount of unrealized gains (losses) relating to assets and liabilities classified as Level 3 that are still held and reflected in the fair values at December 31, 2017.

**Level 3 Recurring Fair Value Measurements**

**For the Year Ended December 31, 2016**

	<b>Investment securities available-for-sale</b>	<b>Securitized mortgage collateral</b>	<b>Securitized mortgage borrowings</b>	<b>Derivative liabilities, net, securitized trusts</b>	<b>Mortgage servicing rights</b>	<b>Interest rate lock commitments, net</b>	<b>Long-term debt</b>	<b>Contingent consideration</b>	
Fair value, December 31, 2015	\$ 26	\$ 4,574,919	\$ (4,578,657)	\$ (1,669)	\$ 36,425	\$ 9,184	\$ (31,898)	\$ (48,079)	
Total gains (losses) included in earnings:									
Interest income (1)	2	57,176	—	—	—	—	—	—	
Interest expense (1)	—	—	(182,903)	—	—	—	(873)	—	
Change in fair value	19	49,347	(43,503)	(233)	(24,388)	1,985	(14,436)	(37,142)	
Total gains (losses) included in earnings	21	106,523	(226,406)	(233)	(24,388)	1,985	(15,309)	(37,142)	
Transfers in and/or out of Level 3	—	—	—	—	—	—	—	—	
Purchases, issuances and settlements:									
Purchases	—	—	—	—	—	—	—	—	
Issuances	—	—	—	—	128,273	—	—	—	
Settlements	(47)	(659,551)	787,460	1,902	(8,773)	—	—	54,149	
Fair value, December 31, 2016	\$ —	\$ 4,021,891	\$ (4,017,603)	\$ —	\$ 131,537	\$ 11,169	\$ (47,207)	\$ (31,072)	
Unrealized gains (losses) still held (2)	\$ —	\$ (905,322)	\$ 3,064,481	\$ —	\$ 131,537	\$ 11,169	\$ 23,556	\$ (31,072)	

(1) Amounts primarily represent accretion to recognize interest income and interest expense using effective yields based on estimated fair values for trust assets and trust liabilities. Net interest income, including cash received and paid, was \$9.9 million for the year ended December 31, 2016. The difference between accretion of interest income and expense and the amounts of interest income and expense recognized in the consolidated statements of operations is primarily from contractual interest on the securitized mortgage collateral and borrowings.

(2) Represents the amount of unrealized gains (losses) relating to assets and liabilities classified as Level 3 that are still held and reflected in the fair values at December 31, 2016.

**Level 3 Recurring Fair Value Measurements**

**For the Year Ended December 31, 2015**

	<b>Investment securities available-for-sale</b>	<b>Securitized mortgage collateral</b>	<b>Securitized mortgage borrowings</b>	<b>Derivative liabilities, net, securitized trusts</b>	<b>Mortgage servicing rights</b>	<b>Interest rate lock commitments, net</b>	<b>Long-term debt</b>	<b>Contingent consideration</b>	<b>Warrant</b>
Fair value, December 31, 2014	\$ 92	\$ 5,249,639	\$ (5,245,860)	\$ (5,447)	\$ 24,418	\$ 2,884	\$ (22,122)	\$ —	\$ 84
Total gains (losses) included in earnings:									
Interest income (1)	10	64,256	—	—	—	—	—	—	—
Interest expense (1)	—	—	(211,272)	—	—	—	(1,115)	—	—
Change in fair value	15	(49,052)	50,481	(487)	(10,939)	6,300	(8,661)	37,778	(84)
Total gains (losses) included in earnings	25	15,204	(160,791)	(487)	(10,939)	6,300	(9,776)	37,778	(84)
Transfers in and/or out of Level 3	—	—	—	—	—	—	—	—	—
Purchases, issuances and settlements:									
Purchases	—	—	—	—	—	—	—	—	—
Issuances	—	—	—	—	98,103	—	—	(124,592)	—
Settlements	(91)	(689,924)	827,994	4,265	(75,157)	—	—	38,735	—
Fair value, December 31, 2015	\$ 26	\$ 4,574,919	\$ (4,578,657)	\$ (1,669)	\$ 36,425	\$ 9,184	\$ (31,898)	\$ (48,079)	\$ —
Unrealized gains (losses) still held (2)	\$ 26	\$ (1,147,971)	\$ 3,291,072	\$ (1,485)	\$ 36,425	\$ 9,184	\$ 38,865	\$ (48,079)	\$ —

(1) Amounts primarily represent accretion to recognize interest income and interest expense using effective yields based on estimated fair values for trust assets and trust liabilities. Net interest income, including cash received and paid, was \$8.3 million for the year ended December 31, 2015. The difference between accretion of interest income and expense and the amounts of interest income and expense recognized in the consolidated statements of operations is primarily from contractual interest on the securitized mortgage collateral and borrowings.

(2) Represents the amount of unrealized gains (losses) relating to assets and liabilities classified as Level 3 that are still held and reflected in the fair values at December 31, 2015.

The following table presents quantitative information about the valuation techniques and unobservable inputs applied to Level 3 fair value measurements for financial instruments measured at fair value on a recurring and non-recurring basis at December 31, 2017.

<u>Financial Instrument</u>	<u>Estimated Fair Value</u>	<u>Valuation Technique</u>	<u>Unobservable Input</u>	<u>Range of Inputs</u>	<u>Weighted Average</u>
<b>Assets and liabilities backed by real estate</b>					
Securitized mortgage collateral, and Securitized mortgage borrowings	\$ 3,662,008 (3,653,265)	DCF	Prepayment rates Default rates Loss severities Discount rates	2.2 - 25.1 % 0.01 - 4.2 % 9.9 - 84.7 % 3.6 - 25.0 %	8.0 % 1.3 % 47.0 % 4.4 %
<b>Other assets and liabilities</b>					
Mortgage servicing rights	\$ 154,405	DCF	Discount rate Prepayment rates	9.0 - 14.0 % 8.0 - 88.8 %	9.6 % 12.2 %
Derivative assets - IRLCs, net	4,357	Market pricing	Pull-through rate	15.1 - 99.9 %	83.4 %
Long-term debt	(44,982)	DCF	Discount rate	9.5 %	9.5 %
Contingent consideration	(554)	DCF	Discount rate Margins Probability of outcomes (1)	— % — % — %	— % — % — %

DCF = Discounted Cash Flow  
1M = 1 Month

(1) Probability of outcomes is the probability of projected CCM earnings over the earn-out period based upon three scenarios (base, low and high). The estimated undiscounted remaining earn out payment to the seller as of December 31, 2017 was \$554 thousand and was paid in February 2018.

For assets and liabilities backed by real estate, a significant increase in discount rates, default rates or loss severities would result in a significantly lower estimated fair value. The effect of changes in prepayment speeds would have differing effects depending on the seniority or other characteristics of the instrument. For other assets and liabilities, a significant increase in discount rates would result in a significantly lower estimated fair value. A significant increase in one-month LIBOR would result in a significantly higher estimated fair value for derivative liabilities, net, securitized trusts. A significant increase or decrease in pull-through rate assumptions would result in a significant increase or decrease in the fair value of IRLCs. The Company believes that the imprecision of an estimate could be significant.

The following tables present the changes in recurring fair value measurements included in net earnings for the years ended December 31, 2017, 2016 and 2015:

	<b>Recurring Fair Value Measurements</b>						
	<b>Changes in Fair Value Included in Net Earnings</b>						
	<b>For the Year Ended December 31, 2017</b>						
	<b>Change in Fair Value of</b>						
<b>Interest Income (1)</b>	<b>Interest Expense (1)</b>	<b>Net Trust Assets</b>	<b>Long-term Debt</b>	<b>Other Revenue and Expense</b>	<b>Gain on sale of loans, net</b>	<b>Total</b>	
Investment securities available-for-sale	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Securitized mortgage collateral	46,077	—	245,364	—	—	—	291,441
Securitized mortgage borrowings	—	(131,507)	(246,576)	—	—	—	(378,083)
Derivative liabilities, net, securitized trusts	—	—	—	—	—	—	—
Long-term debt	—	(760)	—	(2,949)	—	—	(3,709)
Mortgage servicing rights (2)	—	—	—	—	(37,904)	—	(37,904)
Contingent consideration (3)	—	—	—	—	11,268	—	11,268
Mortgage loans held-for-sale	—	—	—	—	—	8,367	8,367
Derivative assets — IRLCs	—	—	—	—	—	(6,812)	(6,812)
Derivative liabilities — Hedging Instruments	—	—	—	—	357	400	757
<b>Total</b>	<b>\$ 46,077</b>	<b>\$ (132,267)</b>	<b>\$ (1,212)</b> (4)	<b>\$ (2,949)</b>	<b>\$ (26,279)</b>	<b>\$ 1,955</b>	<b>\$ (114,675)</b>

(1) Amounts primarily represent accretion to recognize interest income and interest expense using effective yields based on estimated fair values for trust assets and trust liabilities.

(2) Included in (loss) gain on mortgage servicing rights in the consolidated statements of operations.

(3) Includes \$2.1 million of accretion of the contingent consideration liability.

(4) For the year ended December 31, 2017, change in the fair value of trust assets, excluding REO was \$1.2 million.

Recurring Fair Value Measurements							
Changes in Fair Value Included in Net Earnings							
For the Year Ended December 31, 2016							
Change in Fair Value of							
	Interest	Interest	Net Trust	Long-term	Other Revenue	Gain on sale	
	Income (1)	Expense (1)	Assets	Debt	and Expense	of loans, net	
							Total
Investment securities available-for-sale	\$ 2	\$ —	\$ 19	\$ —	\$ —	\$ —	\$ 21
Securitized mortgage collateral	57,176	—	49,347	—	—	—	106,523
Securitized mortgage borrowings	—	(182,903)	(43,503)	—	—	—	(226,406)
Derivative liabilities, net, securitized trusts	—	—	(233)(2)	—	—	—	(233)
Long-term debt	—	(873)	—	(14,436)	—	—	(15,309)
Mortgage servicing rights (3)	—	—	—	—	(24,388)	—	(24,388)
Contingent consideration	—	—	—	—	(37,142)	—	(37,142)
Mortgage loans held-for-sale	—	—	—	—	—	(22)	(22)
Derivative assets — IRLCs	—	—	—	—	—	1,985	1,985
Derivative liabilities — Hedging Instruments	—	—	—	—	(362)	341	(21)
<b>Total</b>	<b>\$ 57,178</b>	<b>\$ (183,776)</b>	<b>\$ 5,630</b> (4)	<b>\$ (14,436)</b>	<b>\$ (61,892)</b>	<b>\$ 2,304</b>	<b>\$ (194,992)</b>

- (1) Amounts primarily represent accretion to recognize interest income and interest expense using effective yields based on estimated fair values for trust assets and trust liabilities.
- (2) Included in this amount is \$1.5 million in changes in the fair value of derivative instruments, offset by \$1.7 million in cash payments from the securitization trusts for the year ended December 31, 2016.
- (3) Included in (loss) gain on mortgage servicing rights in the consolidated statements of operations.
- (4) For the year ended December 31, 2016, change in the fair value of trust assets, excluding REO was \$5.6 million. Excluded from the \$7.3 million change in fair value of net trust assets, excluding REO, in the accompanying consolidated statement of cash flows is \$1.7 million in cash payments from the securitization trusts related to the Company's net derivative liabilities.

Recurring Fair Value Measurements							
Changes in Fair Value Included in Net Earnings							
For the Year Ended December 31, 2015							
Change in Fair Value of							
	Interest	Interest	Net Trust	Long-term	Other	Gain on sale	
	Income (1)	Expense (1)	Assets	Debt	Revenue	of loans, net	
							Total
Investment securities available-for-sale	\$ 10	\$ —	\$ 15	\$ —	\$ —	\$ —	\$ 25
Securitized mortgage collateral	64,256	—	(49,052)	—	—	—	15,204
Securitized mortgage borrowings	—	(211,272)	50,481	—	—	—	(160,791)
Derivative liabilities, net, securitized trusts	—	—	(487)(2)	—	—	—	(487)
Long-term debt	—	(1,115)	—	(8,661)	—	—	(9,776)
Mortgage servicing rights (3)	—	—	—	—	(10,939)	—	(10,939)
Warrant	—	—	—	—	(84)	—	(84)
Contingent consideration	—	—	—	—	37,778	—	37,778
Mortgage loans held-for-sale	—	—	—	—	—	404	404
Derivative assets — IRLCs	—	—	—	—	—	6,300	6,300
Derivative liabilities — Hedging Instruments	—	—	—	—	89	527	616
<b>Total</b>	<b>\$ 64,266</b>	<b>\$ (212,387)</b>	<b>\$ 957</b> (4)	<b>\$ (8,661)</b>	<b>\$ 26,844</b>	<b>\$ 7,231</b>	<b>\$ (121,750)</b>

- (1) Amounts primarily represent accretion to recognize interest income and interest expense using effective yields based on estimated fair values for trust assets and trust liabilities.
- (2) Included in this amount is \$3.6 million in changes in the fair value of derivative instruments, offset by \$4.1 million in cash payments from the securitization trusts for the year ended December 31, 2015.
- (3) Included in (loss) gain on mortgage servicing rights in the consolidated statements of operations.
- (4) For the year ended December 31, 2015, change in the fair value of trust assets, excluding REO was \$1.0 million. Excluded from the \$5.0 million change in fair value of net trust assets, excluding REO, in the accompanying consolidated statement of cash flows is \$4.1 million in cash payments from the securitization trusts related to the Company's net derivative liabilities.

The following is a description of the measurement techniques for items recorded at estimated fair value on a recurring basis.

*Investment securities available-for-sale*—Investment securities available-for-sale are carried at fair value. The investment securities consist primarily of non-investment grade mortgage-backed securities. The fair value of the investment securities is measured based upon the Company's expectation of inputs that other market participants would use. Such assumptions include judgments about the underlying collateral,



prepayment speeds, future credit losses, forward interest rates and certain other factors. Given the lack of observable market data as of December 31, 2017 and 2016 relating to these securities, the estimated fair value of the investment securities available-for-sale was measured using significant internal expectations of market participants' assumptions. Investment securities available-for-sale are classified as a Level 3 measurement at December 31, 2016.

*Mortgage servicing rights*—The Company elected to carry its mortgage servicing rights arising from its mortgage loan origination operation at fair value. The fair value of mortgage servicing rights is based upon a discounted cash flow model. The valuation model incorporates assumptions that market participants would use in estimating the fair value of servicing. These assumptions include estimates of prepayment speeds, discount rate, cost to service, escrow account earnings, contractual servicing fee income, prepayment and late fees, among other considerations. Mortgage servicing rights are considered a Level 3 measurement at December 31, 2017.

*Mortgage loans held-for-sale*—The Company elected to carry its mortgage loans held-for-sale originated or acquired from its mortgage lending operation at fair value. Fair value is based on quoted market prices, where available, prices for other traded mortgage loans with similar characteristics, and purchase commitments and bid information received from market participants. Given the meaningful level of secondary market activity for mortgage loans, active pricing is available for similar assets and accordingly, the Company classifies its mortgage loans held-for-sale as a Level 2 measurement at December 31, 2017.

*Securitized mortgage collateral*—The Company elected to carry its securitized mortgage collateral at fair value. These assets consist primarily of non-conforming mortgage loans securitized between 2002 and 2007. Fair value measurements are based on the Company's internal models used to compute the net present value of future expected cash flows, with observable market participant assumptions, where available. The Company's assumptions include its expectations of inputs that other market participants would use in pricing these assets. These assumptions include judgments about the underlying collateral, prepayment speeds, estimated future credit losses, forward interest rates, investor yield requirements and certain other factors. As of December 31, 2017, securitized mortgage collateral had an unpaid principal balance of \$4.2 billion, compared to an estimated fair value on the Company's balance sheet of \$3.7 billion. The aggregate unpaid principal balance exceeds the fair value by \$0.5 billion at December 31, 2017. As of December 31, 2017, the unpaid principal balance of loans 90 days or more past due was \$0.5 billion compared to an estimated fair value of \$0.2 billion. The aggregate unpaid principal balances of loans 90 days or more past due exceed the fair value by \$0.3 billion at December 31, 2017. Securitized mortgage collateral is considered a Level 3 measurement at December 31, 2017.

*Securitized mortgage borrowings*—The Company elected to carry all of its securitized mortgage borrowings at fair value. These borrowings consist of individual tranches of bonds issued by securitization trusts and are primarily backed by non-conforming mortgage loans. Fair value measurements include the Company's judgments about the underlying collateral and assumptions such as prepayment speeds, estimated future credit losses, forward interest rates, investor yield requirements and certain other factors. As of December 31, 2017, securitized mortgage borrowings had an outstanding principal balance of \$4.2 billion, net of \$2.2 billion in bond losses, compared to an estimated fair value of \$3.7 billion. The aggregate outstanding principal balance exceeds the fair value by \$0.5 billion at December 31, 2017. Securitized mortgage borrowings are considered a Level 3 measurement at December 31, 2017.

*Contingent consideration*—Contingent consideration is applicable to the acquisition of CCM and is estimated and recorded at fair value at the acquisition date as part of purchase price consideration. Additionally, each reporting period, the Company estimates the change in fair value of the contingent consideration and any change in fair value is recognized in the Company's consolidated statements of operations if it is determined to not be a measurement period adjustment. The estimate of the fair value of contingent consideration requires significant judgment and assumptions to be made about future operating results, discount rates and probabilities of various projected operating result scenarios. During the year ended December 31, 2017, the change in fair value of contingent consideration was related to a decrease in projected volumes and earnings of CCM. Future revisions to these assumptions could materially change the estimated fair value of contingent consideration and materially affect the Company's financial results. Contingent consideration is considered a Level 3 measurement at December 31, 2017.

*Long-term debt*—The Company elected to carry all of its long-term debt (consisting of trust preferred securities and junior subordinated notes) at fair value. These securities are measured based upon an analysis prepared by management, which considered the Company's own credit risk, including settlements with trust preferred debt holders and discounted cash flow analysis. As of December 31, 2017, long-term debt had an unpaid principal balance of \$62.0 million compared to an estimated fair value of \$45.0 million. The aggregate unpaid principal balance exceeds the fair value by \$17.0 million at December 31, 2017. The long-term debt is considered a Level 3 measurement at December 31, 2017.

*Derivative assets and liabilities, Securitized trusts*—For non-exchange traded contracts, fair value is based on the amounts that would be required to settle the positions with the related counterparties as of the valuation date. Valuations of derivative assets and liabilities are based on observable market inputs, if available. To the extent observable market inputs are not available, fair values measurements include the Company's judgments about future cash flows, forward interest rates and certain other factors, including counterparty risk. Additionally, these values also take into account the Company's own credit standing, to the extent applicable; thus, the valuation of the derivative instrument includes the estimated value of the net credit differential between the counterparties to the derivative contract. As of December 31, 2017, there were no derivative assets or liabilities in the securitized trusts. As of December 31, 2015, the notional balance of derivative assets and liabilities, securitized trusts was \$67.7 million. These derivatives were included in the consolidated securitization trusts, which are nonrecourse to the Company, thus the economic risk from these derivatives is limited to the Company's residual interests in the securitization trusts. Derivative assets and liabilities, securitized trusts were considered a Level 3 measurement at December 31, 2015.

*Derivative assets and liabilities, Lending*—The Company's derivative assets and liabilities are carried at fair value as required by GAAP and are accounted for as free standing derivatives. The derivatives include IRLCs with prospective residential mortgage borrowers whereby the interest rate on the loan is determined prior to funding and the borrowers have locked in that interest rate. These commitments are determined to be derivative instruments in accordance with GAAP. The derivatives also include hedging instruments (typically TBA MBS) used to hedge the fair value changes associated with changes in interest rates relating to its mortgage lending originations as well as mortgage servicing rights. The Company hedges the period from the interest rate lock (assuming a fall-out factor) to the date of the loan sale. The estimated fair value of IRLCs are based on underlying loan types with similar characteristics using the TBA MBS market, which is actively quoted and easily validated through external sources. The data inputs used in this valuation include, but are not limited to, loan type, underlying loan amount, note rate, loan program, and expected sale date of the loan, adjusted for current market conditions. These valuations are adjusted at the loan level to consider the servicing release premium and loan pricing adjustments specific to each loan. For all IRLCs, the base value is then adjusted for the anticipated Pull-through Rate. The anticipated Pull-through Rate is an unobservable input based on historical experience, which results in classification of IRLCs as a Level 3 measurement at December 31, 2017.

The fair value of the Hedging Instruments is based on the actively quoted TBA MBS market using observable inputs related to characteristics of the underlying MBS stratified by product, coupon and settlement date. Therefore, the Hedging Instruments are classified as a Level 2 measurement at December 31, 2017.

### ***Nonrecurring Fair Value Measurements***

The Company is required to measure certain assets and liabilities at estimated fair value from time to time. These fair value measurements typically result from the application of specific accounting pronouncements under GAAP. The fair value measurements are considered nonrecurring fair value measurements under FASB ASC 820-10.

The following table presents financial and non-financial assets and liabilities measured using nonrecurring fair value measurements at December 31, 2017 and 2016, respectively:

	Nonrecurring Fair Value Measurements					
	December 31, 2017			December 31, 2016		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
REO (1)	\$ —	\$ 440	\$ —	\$ —	\$ 212	\$ —
Deferred charge	—	—	7,827	—	—	8,685

(1) Balance represents REO at December 31, 2017 and December 31, 2016 which has been impaired subsequent to foreclosure.

The following table presents total gains and (losses) on financial and non-financial assets and liabilities measured using nonrecurring fair value measurements for the years ended December 31, 2017, 2016 and 2015, respectively:

	Total Gains (Losses) (1)		
	For the Year Ended December 31,		
	2017	2016	2015
REO (2)	\$ 7,425	\$ (5,934)	\$ (6,595)
Lease liability (3)	—	—	(53)
Deferred charge (4)	(858)	(1,278)	(1,558)

- (1) Total losses reflect losses from all nonrecurring measurements during the period.
- (2) For the years ended December 31, 2017, 2016 and 2015, the Company recorded \$7.4 million, \$5.9 million and \$6.6 million, respectively, in gains (losses) related to changes in the net realizable value (NRV) of properties. Gains represent recovery of the NRV attributable to an improvement in state specific loss severities on properties held during the period which resulted in an increase to NRV. Losses represent impairment of the NRV attributable to an increase in state specific loss severities on properties held during the period which resulted in a decrease to NRV.
- (3) In January 2016, an amendment to the Company's lease became effective and eliminated the shortfall the Company had been recording as lease impairment. For the year ended December 31, 2015 the Company recorded \$53 thousand in losses resulting from changes in lease liabilities as a result of changes in the Company's expected minimum future lease payments, net.
- (4) For the years ended December 31, 2017, 2016 and 2015, the Company recorded \$858 thousand, \$1.3 million and \$1.6 million, respectively, in income tax expense resulting from impairment write-downs based on changes in estimated cash flows and lives of the related mortgages retained in the securitized mortgage collateral.

**Real estate owned**—REO consists of residential real estate acquired in satisfaction of loans. Upon foreclosure, REO is adjusted to the estimated fair value of the residential real estate less estimated selling and holding costs, offset by expected contractual mortgage insurance proceeds to be received, if any. Subsequently, REO is recorded at the lower of carrying value or estimated fair value less costs to sell. REO balance representing REOs which have been impaired subsequent to foreclosure are subject to nonrecurring fair value measurement and included in the nonrecurring fair value measurements tables. Fair values of REO are generally based on observable market inputs, and considered Level 2 measurements at December 31, 2017.

**Lease liability**—In connection with the discontinuation of our non-conforming mortgage, retail mortgage, warehouse lending and commercial operations, a significant amount of office space that was previously occupied was no longer being used by the Company. The Company subleased a significant amount of this office space. The Company had recorded a liability representing the present value of the minimum lease payments over the remaining life of the lease, offset by the expected proceeds from sublet revenue related to this office space. The liability was based on present value techniques that incorporate the Company's judgments about estimated sublet revenue and discount rates. In January 2016, an amendment to the Company's lease became effective modifying certain terms as well as extending the lease to 2024. The modification of the lease effectively eliminated the shortfall the Company had been recording as lease impairment attributable to the

office space the Company was subletting associated with the previously discontinued operations. This liability was considered a Level 3 measurement at December 31, 2015.

*Deferred charge*—Deferred charge represents the deferral of income tax expense on inter-company profits that resulted from the sale of mortgages from taxable subsidiaries to IMH in prior years. The Company evaluates the deferred charge for impairment quarterly using internal estimates of estimated cash flows and lives of the related mortgages retained in the securitized mortgage collateral. If the deferred charge is determined to be impaired, it is recognized as a component of income tax expense. For the year ended December 31, 2017, the Company recorded \$858 thousand in income tax expense resulting from deferred charge impairment write-downs based on changes in estimated fair value of securitized mortgage collateral. Deferred charge is considered a Level 3 measurement at December 31, 2017. With the adoption of ASU 2016-16 in the first quarter of 2018, the deferred charge will be reclassified as an adjustment to opening retained earnings.

#### Note 14.—Reconciliation of Earnings Per Share

The following table presents the computation of basic and diluted earnings per common share, including the dilutive effect of stock options and cumulative redeemable preferred stock outstanding for the periods indicated:

	For the Year Ended December 31,		
	2017	2016	2015
<b>Numerator for basic earnings per share:</b>			
Net (loss) earnings	\$ (31,521)	\$ 46,670	\$ 80,799
<b>Numerator for diluted (loss) earnings per share:</b>			
Net (loss) earnings	\$ (31,521)	\$ 46,670	\$ 80,799
Interest expense attributable to convertible notes	—	2,463	2,719
Net (loss) earnings plus interest expense attributable to convertible notes	<u>\$ (31,521)</u>	<u>\$ 49,133</u>	<u>\$ 83,518</u>
<b>Denominator for basic (loss) earnings per share (1):</b>			
Basic weighted average common shares outstanding during the period	<u>19,438</u>	<u>13,193</u>	<u>10,094</u>
<b>Denominator for diluted (loss) earnings per share (1):</b>			
Basic weighted average common shares outstanding during the period	19,438	13,193	10,094
Net effect of dilutive convertible notes	—	1,359	2,597
Net effect of dilutive stock options and DSU's	—	304	354
Diluted weighted average common shares	<u>19,438</u>	<u>14,856</u>	<u>13,045</u>
Net (loss) earnings per common share:			
Basic	<u>\$ (1.62)</u>	<u>\$ 3.54</u>	<u>\$ 8.00</u>
Diluted	<u>\$ (1.62)</u>	<u>\$ 3.31</u>	<u>\$ 6.40</u>

(1) Share amounts presented in thousands.

The anti-dilutive stock options outstanding for the years ending December 31, 2017, 2016 and 2015 were 1.6 million, 685 thousand and 357 thousand shares, respectively. Additionally, for the year ended December 2017, there were 1.2 million shares attributable to the 2015 convertible notes that were anti-dilutive.

#### Note 15.—Income Taxes

The Company is subject to federal income taxes as a regular (Subchapter C) corporation and files a consolidated U.S. federal income tax return.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (Tax Act). The Tax Act makes broad and complex changes to the U.S. tax code by, among other things, reducing the federal corporate income tax rate and business deductions and eliminates federal alternative minimum tax (AMT).

The Tax Act reduces the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018. Under FASB ASC 740, the effects of changes in tax rates and laws are recognized in the period in which the new legislation is enacted. As a result of the reduction in the U.S. corporate income tax rate, the Company re-measured the net deferred tax assets at December 31, 2017 at the rate at which they are expected to reverse in the future and recognized a tax expense of \$89.5 million, which was offset by a \$66.4 million change in the valuation allowance and other items resulting in income tax expense of \$20.1 million in 2017. The Company is still analyzing certain aspects of the Tax Act, which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts.

In accordance with SAB 118, the Company has recognized the provisional tax impacts related to the remeasurement of deferred tax assets and liabilities and included these amounts in the consolidated financial statements for the year ended December 31, 2017. The ultimate impact may differ from these provisional amounts, due to, among other things, additional analysis, changes in interpretations and assumptions the Company has made, additional regulatory guidance that may be issued, and actions the Company may take as a result of the Tax Act.

Income taxes for the years ended December 31, 2017, 2016 and 2015 were as follows:

	<b>For the year ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Current income taxes:</b>			
Federal	\$ 71	\$ 907	\$ 2,149
State	(37)	186	395
Total current income tax expense	<u>34</u>	<u>1,093</u>	<u>2,544</u>
<b>Deferred income taxes:</b>			
Federal	17,610	—	(21,367)
State	2,494	—	(3,053)
Total deferred income tax expense (benefit)	<u>20,104</u>	<u>—</u>	<u>(24,420)</u>
Total income tax expense (benefit)	<u>\$ 20,138</u>	<u>\$ 1,093</u>	<u>\$ (21,876)</u>

The Company recorded income tax expense (benefit) of \$20.1 million, \$1.1 million and \$(21.9) million for the years ended December 31, 2017, 2016 and 2015, respectively. The income tax expense of \$20.1 million for the year ended December 31, 2017 is primarily the result of income tax expense due to a reduction in the Company's deferred tax asset as a result of a reduction in future utilization, changes in tax rates due to the Tax Act re-measurement of deferred tax assets and liabilities, amortization of the deferred charge and state income taxes from states where the Company does not have net operating loss carryforwards or state minimum taxes, including AMT. The income tax expense of \$1.1 million for the year ended December 31, 2016 is primarily the result of the amortization of the deferred charge, federal AMT and state income taxes from states where the Company does not have net operating loss carryforwards or state minimum taxes, including AMT. For the year ended December 31, 2015, the Company recorded a deferred income tax benefit of \$24.4 million primarily the result of a reversal of valuation allowance partially offset by federal AMT, amortization of the deferred charge and state income taxes from states where the Company does not have net operating loss carryforwards or state minimum taxes, including AMT. The deferred charge represents the deferral of income tax expense on inter-company profits that resulted from the sale of mortgages from taxable subsidiaries to IMH prior to 2008. The deferred charge is amortized and/or impaired, which does not result in any tax liability to be paid. The deferred charge is included in other assets in the accompanying consolidated balance sheets and is amortized as a component of income tax expense in the accompanying consolidated statement of operations. Deferred tax assets are recognized subject to management's judgment that realization is "more likely than not". A valuation allowance is recognized for a deferred tax asset if, based on the weight of the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. In making such judgments, significant weight is given to evidence that can be objectively verified. As of each reporting date, the Company considers new evidence, both positive and negative, that could impact management's view with regard to future



realization of deferred tax assets. Significant judgment is required in assessing future earnings trends and the timing of reversals of temporary differences. The Company's evaluation is based on current tax laws as well as management's expectation of future performance.

The Company's deferred tax assets are primarily the result of net operating losses and other fair value write downs of financial assets and liabilities. The Company's net deferred tax assets declined to \$4.3 million at December 31, 2017, as a result of the reduction in projected future utilization, changes in tax rates due to the Tax Act re-measurement of deferred tax assets and liabilities and an increase in deferred tax liabilities as a result of the amortization of goodwill. The Company has recorded a valuation allowance against its remaining net deferred tax assets at December 31, 2017 as it is more likely than not that not all of the deferred tax assets will be realized. The valuation allowance is based on the management's assessment that it is more likely than not that certain deferred tax assets, primarily net operating loss carryforwards, may not be realized in the foreseeable future due to objective negative evidence that the Company may not generate sufficient taxable income to realize the deferred tax assets.

Deferred tax assets are comprised of the following temporary differences between the financial statement carrying value and the tax basis of assets:

	<u>For the year ended December 31,</u>	
	<u>2017</u>	<u>2016</u>
<b>Deferred tax assets:</b>		
Federal and state net operating losses	\$ 181,681	\$ 226,001
Mortgage securities	54,657	112,302
Depreciation and amortization	—	337
Capital loss carryover	163	—
Compensation and other accruals	5,452	7,922
Repurchase reserve	1,861	2,430
Total gross deferred tax assets	<u>243,814</u>	<u>348,992</u>
<b>Deferred tax liabilities:</b>		
Fair value (1)	(8,940)	(10,869)
Mortgage servicing rights	(46,104)	(59,096)
Depreciation and amortization	(874)	—
Total gross deferred tax liabilities	<u>(55,918)</u>	<u>(69,965)</u>
Valuation allowance	(183,581)	(254,607)
Total net deferred tax assets	<u>\$ 4,315</u>	<u>\$ 24,420</u>

(1) Includes fair value adjustments to long-term debt and fair value and accretion adjustments for the contingent consideration.

The following is a reconciliation of income taxes to the expected statutory federal corporate income tax rates for the years ended December 31, 2017, 2016 and 2015:

	<u>For the year ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Expected income tax expense (benefit)	\$ (3,984)	\$ 16,717	\$ 20,623
State tax (benefit), net of federal benefit	32	185	256
State rate change	12	(153)	—
Change in valuation allowance	(66,355)	(17,002)	(44,163)
Federal rate change	89,518	—	—
Deferred charge	858	1,278	1,558
Other	57	68	(150)
Total income tax expense (benefit)	<u>\$ 20,138</u>	<u>\$ 1,093</u>	<u>\$ (21,876)</u>

As of December 31, 2017, the Company had estimated federal net operating loss (NOL) carryforwards of approximately \$619.9 million. Federal net operating loss carryforwards begin to expire in 2027. As of December 31, 2017, the Company had estimated California NOL carryforwards of approximately \$431.0 million, which begin to expire in 2028. The Company may not be able to realize the maximum benefit due to the nature



and tax entities that holds the NOL. On July 19, 2016, the Company's stockholders approved an amendment to the NOL rights plan, which is designed to mitigate the risk of losing net operating loss carry-forwards and certain other tax attributes from being limited in reducing future income taxes. For a description of the NOL rights plan, see Note 20.—Tax Benefits Preservation Rights Plan.

The Company files numerous tax returns in various jurisdictions. While the Company is subject to examination by various taxing authorities, the Company believes there are no unresolved issues or claims likely to be material to its financial position. The Company classifies interest and penalties on taxes as provision for income taxes. As of December 31, 2017 and 2016, the Company has no material uncertain tax positions. With the enactment of the Tax Act in the fourth quarter of 2017, federal AMT was eliminated and \$474 thousand in federal AMT credits were reclassified to receivables as of December 31, 2017. The Company has state AMT credits in the amount of \$113 thousand as of December 31, 2017.

The Company recognizes tax benefits associated with the exercise of stock options directly to stockholders' equity only when realized. A windfall tax benefit occurs when the actual tax benefit realized upon an employee's disposition of a share-based award exceeds the deferred tax asset, if any, associated with the award. At December 2016, deferred tax assets did not include \$5.1 million of excess tax benefits from stock-based compensation. With the adoption of ASU 2016-09 in the first quarter of 2017, the Company had a \$5.1 million cumulative effect adjustment to opening retained earnings related to the excess tax benefit from stock-based compensation which had no impact as the Company had a full valuation allowance against it.

### Note 16.—Segment Reporting

The Company has three primary reporting segments which include mortgage lending, real estate services and long-term mortgage portfolio. Unallocated corporate and other administrative costs, including the costs associated with being a public company, are presented in Corporate and other.

The following table presents selected balance sheet data by reporting segment as of the dates indicated:

<b>Balance Sheet Items as of December 31, 2017:</b>	<b>Mortgage Lending</b>	<b>Real Estate Services</b>	<b>Long-term Portfolio</b>	<b>Corporate and other</b>	<b>Consolidated</b>
Cash and cash equivalents	\$ 31,784	\$ 235	\$ —	\$ 1,204	\$ 33,223
Restricted cash	5,876	—	—	—	5,876
Mortgage loans held-for-sale	568,781	—	—	—	568,781
Finance receivables	41,777	—	—	—	41,777
Mortgage servicing rights	154,405	—	—	—	154,405
Trust assets	—	—	3,670,550	—	3,670,550
Goodwill	104,587	—	—	—	104,587
Other assets (1)	85,773	16	7,827	8,885	102,501
Total assets	992,983	251	3,678,377	10,089	4,681,700
Total liabilities	678,392	47	3,698,639	39,475	4,416,553
<b>Balance Sheet Items as of December 31, 2016:</b>	<b>Mortgage Lending</b>	<b>Real Estate Services</b>	<b>Long-term Portfolio</b>	<b>Corporate and other</b>	<b>Consolidated</b>
Cash and cash equivalents	\$ 14,026	\$ 166	\$ —	\$ 25,904	\$ 40,096
Restricted cash	5,971	—	—	—	5,971
Mortgage loans held-for-sale	388,422	—	—	—	388,422
Finance receivables	62,937	—	—	—	62,937
Mortgage servicing rights	131,537	—	—	—	131,537
Trust assets	—	—	4,033,290	—	4,033,290
Goodwill	104,587	351	—	—	104,938
Other assets (1)	55,444	4,934	8,983	27,182	96,543
Total assets	762,924	5,451	4,042,273	53,086	4,863,734
Total liabilities	551,110	7,741	4,065,221	8,622	4,632,694

(1) All segment asset balances exclude intercompany balances.

The following table presents selected statement of operations information by reporting segment for the years ended December 31, 2017, 2016 and 2015:

<b>Statement of Operations Items for the Year Ended December 31, 2017:</b>	<b>Mortgage Lending</b>	<b>Real Estate Services</b>	<b>Long-term Portfolio</b>	<b>Corporate and other</b>	<b>Consolidated</b>
Gain on sale of loans, net	\$ 136,147	\$ —	\$ —	\$ —	\$ 136,147
Real estate services fees, net	—	5,856	—	—	5,856
Servicing fees, net	31,902	—	—	—	31,902
Loss on mortgage servicing rights, net	(35,880)	—	—	—	(35,880)
Other revenue	22	—	273	385	680
Accretion of contingent consideration	(2,058)	—	—	—	(2,058)
Change in fair value of contingent consideration	13,326	—	—	—	13,326
Loss on extinguishment of debt	—	—	(1,265)	—	(1,265)
Other operating expense	(143,002)	(3,610)	(339)	(20,747)	(167,698)
Other income (expense)	2,931	—	6,903	(2,227)	7,607
Net earnings (loss) before income tax expense	<u>\$ 3,388</u>	<u>\$ 2,246</u>	<u>\$ 5,572</u>	<u>\$ (22,589)</u>	<u>(11,383)</u>
Income tax expense					20,138
Net loss					<u>\$ (31,521)</u>
<b>Statement of Operations Items for the Year Ended December 31, 2016:</b>	<b>Mortgage Lending</b>	<b>Real Estate Services</b>	<b>Long-term Portfolio</b>	<b>Corporate and other</b>	<b>Consolidated</b>
Gain on sale of loans, net	\$ 311,017	\$ —	\$ —	\$ —	\$ 311,017
Real estate services fees, net	—	8,395	—	—	8,395
Servicing fees, net	13,734	—	—	—	13,734
Loss on mortgage servicing rights, net	(36,441)	—	—	—	(36,441)
Other revenue	79	—	242	730	1,051
Accretion of contingent consideration	(6,997)	—	—	—	(6,997)
Change in fair value of contingent consideration	(30,145)	—	—	—	(30,145)
Change in fair value of long-term debt	—	—	(14,436)	—	(14,436)
Other operating expense	(185,231)	(6,536)	(418)	(8,716)	(200,901)
Other (expense) income	2,582	—	5,439	(5,535)	2,486
Net earnings (loss) before income tax expense	<u>\$ 68,598</u>	<u>\$ 1,859</u>	<u>\$ (9,173)</u>	<u>\$ (13,521)</u>	<u>\$ 47,763</u>
Income tax expense					1,093
Net earnings					<u>\$ 46,670</u>
<b>Statement of Operations Items for the Year Ended December 31, 2015:</b>	<b>Mortgage Lending</b>	<b>Real Estate Services</b>	<b>Long-term Portfolio</b>	<b>Corporate and other</b>	<b>Consolidated</b>
Gain on sale of loans, net	\$ 169,206	\$ —	\$ —	\$ —	\$ 169,206
Real estate services fees, net	—	9,850	—	—	9,850
Servicing fees, net	6,102	—	—	—	6,102
Loss on mortgage servicing rights	(18,598)	—	—	—	(18,598)
Other revenue	25	—	263	109	397
Accretion of contingent consideration	(8,142)	—	—	—	(8,142)
Change in fair value of contingent consideration	45,920	—	—	—	45,920
Change in fair value of long-term debt	—	—	(8,661)	—	(8,661)
Other operating expense	(119,261)	(5,951)	(677)	(7,569)	(133,458)
Other (expense) income	2,037	—	(1,125)	(4,605)	(3,693)
Net earnings (loss) before income tax expense	<u>\$ 77,289</u>	<u>\$ 3,899</u>	<u>\$ (10,200)</u>	<u>\$ (12,065)</u>	<u>\$ 58,923</u>
Income tax benefit					(21,876)
Net earnings					<u>\$ 80,799</u>

## Note 17.—Commitments and Contingencies

### Legal Proceedings

The Company is a defendant in or a party to a number of legal actions or proceedings that arise in the ordinary course of business. In some of these actions and proceedings, claims for monetary damages are asserted against the Company. In view of the inherent difficulty of predicting the outcome of such legal actions and proceedings, the Company generally cannot predict what the eventual outcome of the pending matters will be, what the timing of the ultimate resolution of these matters will be, or what the eventual loss related to each pending matter may be, if any.

In accordance with applicable accounting guidance, the Company establishes an accrued liability for litigation when those matters present loss contingencies that are both probable and estimable. In any case, there may be exposure to losses in excess of any such amounts whether accrued or not. Any estimated loss is subject to significant judgment and is based upon currently available information, a variety of assumptions, and known and unknown uncertainties. The matters underlying the estimated loss will change from time to time, and actual results may vary significantly from the current estimate. Therefore, an estimate of possible loss represents what the Company believes to be an estimate of possible loss only for certain matters meeting these criteria. It does not represent the Company's maximum loss exposure.

Based on the Company's current understanding of pending legal actions and proceedings, management does not believe that judgments or settlements arising from pending or threatened legal matters, individually or in the aggregate, will have a material adverse effect on the consolidated financial position, operating results or cash flows of the Company. However, in light of the inherent uncertainties involved in these matters, some of which are beyond the Company's control, and the very large or indeterminate damages sought in some of these matters, an adverse outcome in one or more of these matters could be material to the Company's results of operations or cash flows for any particular reporting period.

The legal matters summarized below are ongoing and may have an effect on the Company's business and future financial condition and results of operations:

On or about April 20, 2011, an action was filed entitled *Federal Home Loan Bank of Boston v. Ally Financial Inc., et al.*, naming IMH Assets Corp, IFC, the Company, and ISAC as defendants. The complaint alleges misrepresentations in the materials used to market mortgage-backed securities that the plaintiff purchased. The complaint seeks damages and attorney's fees in an amount to be established at time of trial. The case was removed to the United States District Court for the District of Massachusetts and on September 30, 2013, the Court granted the Company's motion to dismiss claims against it arising under the Massachusetts Uniform Securities Act. On February 7, 2017, the Court remanded this case to the Suffolk County Superior Court. The case remains pending as to other claims against the Company.

On December 7, 2011, a purported class action was filed in the Circuit Court of Baltimore City entitled *Timm, v. Impac Mortgage Holdings, Inc, et al.* alleging on behalf of holders of the Company's 9.375% Series B Cumulative Redeemable Preferred Stock (Preferred B) and 9.125% Series C Cumulative Redeemable Preferred Stock (Preferred C) who did not tender their stock in connection with the Company's 2009 completion of its Offer to Purchase and Consent Solicitation that the Company failed to achieve the required consent of the Preferred B and C holders, the consents to amend the Preferred stock were not effective because they were given on unissued stock (after redemption), the Company tied the tender offer with a consent requirement that constituted an improper "vote buying" scheme, and that the tender offer was a breach of a fiduciary duty. The action seeks the payment of two quarterly dividends for the Preferred B and C holders, the unwinding of the consents and reinstatement of the cumulative dividend on the Preferred B and C stock, and the election of two directors by the Preferred B and C holders. The action also seeks punitive damages and legal expenses. The court, on January 28, 2013, dismissed all individual director and officer defendants from the case and further dismissed three of the six causes of action. The remaining causes of action against the Company allege the Preferred B holders did not approve amendments to its Articles Supplementary and the holders thereof seek to recover two quarters of dividends and to elect two members to the Board of Directors of the Company. On December 29, 2017, the court denied the Company's motion for summary judgment, granted the Plaintiffs motion for summary judgment, and stated it would schedule further proceedings to determine the appropriate relief which may include reinstating the Series B Preferred Stock holders rights and voiding the 2009 amendment, resulting in (among other possible ramifications), the reinstatement of dividend rights which have not been declared or paid since the 2009 amendment, the suspension of common dividends and the right to elect two members to the Board of Directors. The Company intends to appeal the decision.

On April 30, 2012, a purported class action was filed entitled *Marentes v. Impac Mortgage Holdings, Inc.*, alleging that certain loan modification activities of the Company constitute an unfair business practice, false advertising and marketing, and that the fees charged are improper. The complaint seeks unspecified damages, restitution, injunctive relief, attorney's fees and prejudgment interest. On August 22, 2012, the plaintiff filed an amended complaint adding Impac Funding Corporation as a defendant and on

October 2, 2012, the plaintiff dismissed Impac Mortgage Holdings, Inc., without prejudice. Trial is currently scheduled for May 2018.

On December 14, 2013, a matter was filed in the US District Court, District of Minnesota, entitled Residential Funding Company, LLC v. Impac Funding Corp. alleging the defendant is responsible for unspecified debts of Pinnacle Direct Funding Corp., as its successor in interest. On April 3, 2014, the plaintiff filed a First Amended Complaint alleging the defendant is responsible for breaches of representations and warranties in connection with certain loan sales from Pinnacle to plaintiff. The plaintiff seeks declaratory relief and unspecified damages. The matter is currently in the discovery phase. The Company is scheduled to begin mediation in March 2018.

In October 2011 and November 2012, the Company received letters from Countrywide Securities Corporation (Countrywide), Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch), and UBS Securities LLC (UBS) claiming indemnification relating to mortgage-backed securities bonds issued, originated or sold by ISAC, IFC, IMH Assets Corp. and the Company. The claims seek indemnification from claims asserted against Countrywide, Merrill Lynch, and UBS in specified legal actions entitled American International Group Inc. v. Bank of America Corp., et al., in the United States District Court for the Southern District of New York and Federal Home Loan Bank of Boston v. Ally Financial, Inc., et al., in the United States District Court for the District of Massachusetts. The notices each seek indemnification for all losses, liabilities, damages and legal fees and costs incurred in those actions. In October 2012, January 2013, and December 2014, Deutsche Bank issued indemnification demands for claims asserted against them in the Superior Court of New York in cases entitled Royal Park Investments SA/NV v. Merrill Lynch, et al. and Dealink Funding Ltd. v. Deutsche Bank and in the Circuit Court for the City of Richmond, Virginia, in a case entitled Commonwealth of VA, et al. v. Barclays Capital Inc, et al. In February of 2013 the Company also received a notice of intent to seek indemnification on behalf of Deutsche Bank AG, Deutsche Bank Securities, Inc., DB Structured Products, Inc., ACE Securities Corp and Deutsche Alt-A Securities, Inc. The claims relate to actions filed against those entities in the Superior Court of New York.

On April 20, 2017, a purported class action was filed in the United States District Court, Central District of California, entitled Nguyen v. Impac Mortgage Corp. dba CashCall Mortgage et al. The plaintiffs contend the defendants did not pay purported class members overtime compensation or provide meal and rest breaks, as required by law. The action seeks to invalidate any waiver signed by a purported class member of their right to bring a class action and seeks damages, restitution, penalties, attorney's fees, interest, and an injunction against unfair, deceptive, and unlawful activities. The matter has been stayed, pending a final decision by the U.S. Supreme Court in *Morris v. Ernst & Young, LLP*.

On November 1, 2016, a qui tam action was filed under seal entitled United States of America ex rel Jeremy Calva, et al. v. Impac Secured Assets Corp., et al. The matter was unsealed on November 3, 2017. The complaint alleges the defendants violated the false claims act by misrepresenting loan delinquency rates for loans deposited into certain securitization trusts, not notifying the trustee of certain trust that delinquent loans were deposited into the trusts, not notifying anyone that Company affiliates were the originator of most loans as well as the sponsor, depositor, issuer, and master servicer of certain trusts, causing government entities to buy bonds in those trusts. The complaint seeks an order that the defendants cease and desist from submitting false claims to the plaintiffs, as well as civil penalties, damages, attorneys' fees, and costs incurred in the case. Neither the United States, nor any of the states or cities named as plaintiff in the matter elected to intervene in the case.

The Company is a party to other litigation and claims which are normal in the course of its operations. While the results of such other litigation and claims cannot be predicted with certainty, the Company believes the final outcome of such matters will not have a material adverse effect on our financial condition or results of operations. The Company believes that it has meritorious defenses to the above claims and intends to defend these claims vigorously and as such the Company believes the final outcome of such matters will not have a material adverse effect on its financial condition or results of operations. Nevertheless, litigation is uncertain and the Company may not prevail in the lawsuits and can express no opinion as to their ultimate resolution. An adverse judgment in any of these matters could have a material adverse effect on the Company's financial position and results of operations.

### Lease Commitments

The Company leases office space and certain office equipment under long-term leases expiring at various dates through 2024. Future minimum commitments under non-cancelable leases are as follows:

	<u>Operating Leases</u>	<u>Capital Leases</u>	<u>Total</u>
Year 2018	\$ 5,822	\$ 211	\$ 6,033
Year 2019	5,592	82	5,674
Year 2020	4,560	—	4,560
Year 2021	4,620	—	4,620
Year 2022 and thereafter	13,065	—	13,065
Total lease commitments	<u>\$ 33,659</u>	<u>\$ 293</u>	<u>\$ 33,952</u>

Total rental expense for the years ended December 31, 2017, 2016 and 2015 was \$5.4 million, \$5.1 million and \$4.7 million, respectively.

Interest expense on the capital leases was \$22 thousand, \$32 thousand and \$57 thousand for the years ended December 31, 2017, 2016 and 2015, respectively.

### Repurchase Reserve

The provision for repurchases represents an estimate of losses to be incurred on the repurchase of loans or indemnification of purchaser's losses related to loan sales. Certain sale contracts and GSE standards require the Company to repurchase a loan or indemnify the purchaser or insurer for losses if a borrower fails to make initial loan payments or if the accompanying mortgage loan fails to meet certain customary representations and warranties.

In the event of a breach of the representations and warranties, The Company may be required to either repurchase the loan or indemnify the purchaser for losses it sustains on the loan. In addition, an investor may request that the Company refund a portion of the premium paid on the sale of mortgage loans if a loan is prepaid within a certain amount of time from the date of sale. The Company records a reserve for estimated losses associated with loan repurchases, purchaser indemnification and premium refunds. The provision for repurchase losses is charged against gain on sale of loans, net in the consolidated statements of operations. A release of repurchase reserves is recorded when the Company's assessment reveals that previously recorded reserves are no longer needed.

Loans sold to Ginnie Mae are insured by the FHA or are guaranteed by the VA. As servicer, the Company may elect to repurchase delinquent loans in accordance with Ginnie Mae guidelines; however, the loans continue to be insured. The Company may also indemnify the FHA and VA for losses related to loans not originated in accordance with their guidelines.

A selling representation and warranty framework was introduced by the GSEs in 2013 and enhanced in 2014 that helps address concerns of loan sellers with respect to loan repurchase risk. Under the framework, a GSE will not exercise its remedies, including the issuance of repurchase requests, for breaches of certain selling representations and warranties if a mortgage meets certain eligibility requirements. For loans sold to GSEs on or after January 1, 2013, repurchase risk for Home Affordable Refinance Program (HARP) loans is lowered if the borrower stays current on the loan for 12 months and representation and warranty risks are limited for non-HARP loans that stay current for 36 months.

The Company regularly evaluates the adequacy of repurchase reserves based on trends in repurchase and indemnification requests, actual loss experience, settlement negotiation, estimated future loss exposure and other relevant factors including economic conditions. During the three years ended 2017, 2016 and 2015, the Company sold \$6.9 billion, \$12.8 billion and \$9.2 billion, respectively, of loans subject to representations and warranties. The Company believes its reserve balances as of December 31, 2017 are sufficient to cover future loss exposure associated with repurchase contingencies.



The following table summarizes the repurchase reserve activity (included in other liabilities in the accompanying consolidated balance sheets) related to previously sold loans for the years ended December 31, 2017 and 2016 is as follows:

	<u>December 31, 2017</u>	<u>December 31, 2016</u>
Beginning balance	\$ 5,408	\$ 5,236
Provision for repurchases	1,557	379
Settlements	(945)	(207)
Total repurchase reserve	<u>\$ 6,020</u>	<u>\$ 5,408</u>

#### *Concentration of Risk*

The aggregate unpaid principal balance of loans in the Company's long-term mortgage portfolio secured by properties in California and Florida was \$2.2 billion and \$446.5 million, or 51% and 11%, respectively, at December 31, 2017.

The Company does not have a significant concentration of risk to any individual client except for the U.S. government and its agencies relating to its concentration of loan sales. The Company also has geographic concentration risk because 76% of the Company's mortgage loan originations were from California.

#### **Note 18.—Share Based Payments and Employee Benefit Plans**

The Company maintains a stock-based incentive compensation plan, the terms of which are governed by the 2010 Omnibus Incentive Plan (the 2010 Incentive Plan). The 2010 Incentive Plan provides for the grant of stock appreciation rights, restricted stock units, performance shares and other stock and cash-based incentive awards. Employees, directors, consultants or other persons providing services to the Company or its affiliates are eligible to receive awards pursuant to the 2010 Incentive Plan. In connection with the adoption of the 2010 Incentive Plan, the Company's 2001 Stock Plan, which was scheduled to expire in March 2011, was frozen. Further, all outstanding awards under the 2001 Stock Plan, as well as the Company's previous 1995 Stock Option, Deferred Stock and Restricted Stock Plan (together with the 2001 Stock Plan, the "Prior Plans"), were assumed by the 2010 Incentive Plan. During the third quarter of 2017, the shareholders voted on and approved the amendment to the 2010 Omnibus Incentive Plan to increase the shares subject to the plan by 500,000 shares. As of December 31, 2017, the aggregate number of shares reserved under the 2010 Incentive Plan is 2,416,321 shares (including all outstanding awards assumed from Prior Plans), and there were 223,902 shares available for grant as stock options, restricted stock and deferred stock awards. The Company issues new shares of common stock to satisfy stock option exercises. There were 388,450 options granted for the year ended December 31, 2017.

The fair value of options granted, which is amortized to expense over the option vesting period, is estimated on the date of grant with the following weighted average assumptions:

	<u>For the year ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Risk-free interest rate	1.77 - 2.29%	1.16%	1.54 - 1.76%
Expected lives (in years)	5.54 - 5.63	5.47	5.50 - 5.73
Expected volatility	43.59 - 45.34%	49.71%	49.53 - 79.56%
Expected dividend yield	0.00%	0.00%	0.00%
Fair value per share	\$ 4.34 - 5.98	\$ 7.95	\$ 6.74 - 9.96



The following table summarizes activity, pricing and other information for the Company's stock options for the years presented below:

	For the year ended December 31,					
	2017		2016		2015	
	Number of Shares	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Exercise Price
Options outstanding at beginning of year	1,391,327	\$ 13.37	1,115,280	\$ 11.85	1,078,230	\$ 6.88
Options granted	388,450	13.43	342,000	17.40	405,800	19.59
Options exercised	(94,051)	6.30	(42,954)	5.10	(243,971)	3.98
Options forfeited/cancelled	(102,972)	16.26	(22,999)	15.50	(124,779)	9.44
Options outstanding at end of year	<u>1,582,754</u>	13.61	<u>1,391,327</u>	13.37	<u>1,115,280</u>	11.85
Options exercisable at end of year	<u>921,387</u>	\$ 12.15	<u>705,488</u>	\$ 10.25	<u>476,998</u>	\$ 8.23

The aggregate intrinsic value in the following table represents the total pre-tax intrinsic value, based on the Company's closing stock price of \$10.16 and \$14.02 per common share as of December 31, 2017 and 2016, respectively. Aggregate intrinsic value represents the amount of proceeds the option holders would have received had all option holders exercised their options and sold the stock as of that date.

	As of December 31,			
	2017		2016	
	Weighted-Average Remaining Life (Years)	Aggregate Intrinsic Value (in thousands)	Weighted-Average Remaining Life (Years)	Aggregate Intrinsic Value (in thousands)
Options outstanding at end of year	<u>6.83</u>	<u>\$ 1,810</u>	<u>7.69</u>	<u>\$ 4,293</u>
Options exercisable at end of year	<u>5.29</u>	<u>\$ 1,803</u>	<u>6.50</u>	<u>\$ 3,402</u>

As of December 31, 2017, there was approximately \$3.2 million of total unrecognized compensation cost related to stock option compensation arrangements granted under the plan, net of estimated forfeitures. That cost is expected to be recognized over the remaining weighted average period of 1.9 years.

For the years ended December 31, 2017, 2016 and 2015, the aggregate grant-date fair value of stock options granted was approximately \$2.3 million, \$2.7 million and \$3.8 million, respectively.

For the years ended December 31, 2017, 2016 and 2015, total stock-based compensation expense was \$2.5 million, \$2.1 million and \$1.6 million, respectively.

Additional information regarding stock options outstanding as of December 31, 2017 is as follows:

Exercise Price Range	Stock Options Outstanding			Options Exercisable		
	Number Outstanding	Weighted-Average Remaining Contractual Life in Years	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price	
\$ 0 - 2.80	115,988	2.43	\$ 2.43	115,988	\$ 2.43	
2.81 - 5.39	189,165	5.41	5.39	189,165	5.39	
5.40 - 10.65	188,666	5.94	10.42	147,000	10.55	
10.66 - 13.72	319,300	9.67	13.72	—	—	
13.73 - 16.43	143,499	4.13	13.85	142,833	13.83	
16.44 - 17.40	299,668	8.18	17.40	105,853	17.40	
17.41 - 21.50	326,468	6.90	20.52	220,548	20.52	
\$ 2.80 - 21.50	<u>1,582,754</u>	6.83	\$ 13.61	<u>921,387</u>	\$ 12.15	

In addition to the options granted, the Company has granted deferred stock units (DSU's), which vest between one and three year periods. The fair value of each DSU was measured on the date of grant using the grant date price of the Company's stock. For the years ended December 31, 2017 and 2016, the aggregate grant-date fair value of DSU's granted was approximately \$206 thousand and \$87 thousand, respectively.

The following table summarizes activity, pricing and other information for the Company's DSU's for the years presented below:

	For the year ended December 31,					
	2017		2016		2015	
	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value
DSU's outstanding at beginning of year	85,750	\$ 9.83	80,750	\$ 9.36	75,750	\$ 8.63
DSU's granted	15,000	13.72	5,000	17.40	5,000	20.50
DSU's exercised	—	—	—	—	—	—
DSU's forfeited/cancelled	—	—	—	—	—	—
DSU's outstanding at end of year	<u>100,750</u>	<u>\$ 10.41</u>	<u>85,750</u>	<u>\$ 9.83</u>	<u>80,750</u>	<u>\$ 9.36</u>

As of December 31, 2017, there was approximately \$227 thousand of total unrecognized compensation cost related to the DSU compensation arrangements granted under the plan. This cost is expected to be recognized over a weighted average period of 2.45 years.

#### 401(k) Plan

After meeting certain employment requirements, employees can participate in the Company's 401(k) plan. Under the 401(k) plan, employees may contribute up to 25% of their salaries, pursuant to certain restrictions. The Company matches 50% of the first 4% of employee contributions. Additional contributions may be made at the discretion of the board of directors. During the year ended December 31, 2017, the Company recorded approximately \$1.1 million for basic matching contributions. During the year ended December 31, 2016, the Company recorded approximately \$895 thousand for basic matching contributions. There were no discretionary matching contributions recorded during the years ended December 31, 2017 or 2016.

#### Note 19.—Related Party Transactions

In January 2015, the Company entered into a \$5.0 million short-term borrowing agreement with a related party of the Company, secured by Ginnie Mae servicing rights with an interest rate of 15%, and transaction costs of \$50 thousand. The balance was repaid in March 2015.

In April 2015, the Company issued a \$10.0 million short-term Promissory Note to a related party with an interest rate of 15%. The balance was repaid in May 2015.

In June 2015, the Company issued the 2015 Convertible Notes to purchasers, some of which are related parties. See Note 9.—Debt—Convertible Notes.

#### Note 20.—Tax Benefits Preservation Rights Plan

In September 2013, the Company adopted a Tax Benefits Preservation Rights Agreement (Rights Plan) to help preserve the value of certain deferred tax benefits, including those generated by net operating losses (collectively, Tax Benefits). In general, the Company may “carry forward” net operating losses in certain circumstances to offset current and future taxable income, which will reduce federal and state income tax liability, subject to certain requirements and restrictions. The Company’s ability to use these Tax Benefits would be substantially limited and impaired if it were to experience an “ownership change” for purposes of Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”) and the Treasury Regulations promulgated thereunder. Generally, the Company will experience an “ownership change” if the percentage of the shares of Common Stock owned by one or more “five-percent shareholders” increases by more than 50 percentage points over the lowest percentage of shares of Common Stock owned by such stockholder at any time during the prior three year on a rolling basis. As such, the Rights Plan has a 4.99% “trigger” threshold that is intended to act as a deterrent to any person or entity seeking to acquire 4.99% or more of the outstanding Common Stock without the prior approval of the Board. The Rights Plan also has certain ancillary anti-takeover effects. The rights accompany each share of common stock of the Company and are evidenced by ownership of common stock. The rights are not exercisable except upon the occurrence of certain change of control events. Once triggered, the rights would entitle the stockholders, other than a person qualifying as an “Acquiring Person” pursuant to the rights plan, to certain “flip-in”, “flip-over” and exchange rights. The rights issued under the Rights Plan may be redeemed by the board of directors at a nominal redemption price of \$0.001 per right, and the board of directors may amend the rights in any respect until the rights are triggered. On July 19, 2016, the stockholders of the Company approved an amendment to the Company’s Rights Plan extending the expiration date to September 2, 2019.

#### Note 21.—Selected Quarterly Financial Data - (unaudited)

The following tables present selected unaudited quarterly financial data:

	For the three months ended			
	March 31, 2017	June 30, 2017	September 30, 2017	December 31, 2017
Total revenues	\$ 45,342	\$ 39,633	\$ 42,076	\$ 11,654
Total expenses	(44,557)	(33,721)	(37,560)	(40,592)
Total other (expense) income	4,268	1,573	(95)	596
Earnings (loss) before income taxes	5,053	7,485	4,421	(28,342)
Income tax expense	426	1,045	2,104	16,563
Net earnings (loss)	\$ 4,627	\$ 6,440	\$ 2,317	\$ (44,905)
Earnings (loss) per common share:				
Basic	\$ 0.29	\$ 0.33	\$ 0.11	\$ (2.14)
Diluted	\$ 0.29	\$ 0.32	\$ 0.11	\$ (2.14)

	For the three months ended			
	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
Total revenues	\$ 47,299	\$ 69,213	\$ 103,993	\$ 77,251
Total expenses	(45,155)	(60,891)	(81,359)	(50,638)
Total other (expense) income	(728)	4,352	(6,266)	(9,308)
Earnings before income taxes	1,416	12,674	16,368	17,305
Income tax (benefit) expense	435	423	(130)	365
Net earnings	\$ 981	\$ 12,251	\$ 16,498	\$ 16,940
Earnings per common share:				
Basic	\$ 0.09	\$ 0.99	\$ 1.28	\$ 1.06
Diluted	\$ 0.08	\$ 0.92	\$ 1.18	\$ 1.00

**Note 22.—Subsequent Events**

In February 2018, the Company entered into a master repurchase agreement with a regional bank providing a \$50.0 million warehouse facility which expires in December 2018.

Subsequent events have been evaluated through the date of this filing.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-169316, 333-185195, 333-193489, 333-213037 and 333-220393) and on Form S-3 (Nos. 333-204513 and 333-215199) of Impac Mortgage Holdings, Inc. (the Company) of our reports dated March 15, 2018 with respect to the consolidated balances sheets of the Company as of December 31, 2017 and 2016, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the effectiveness of the Company's internal control over financial reporting as of December 31, 2017 included in this Annual Report (Form 10-K) for the year ended December 31, 2017.

/s/ SQUAR MILNER LLP

Newport Beach, California  
March 15, 2018

**CERTIFICATION**

I, Joseph R. Tomkinson, certify that:

1. I have reviewed this report on Form 10-K of Impac Mortgage Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JOSEPH R. TOMKINSON  
Joseph R. Tomkinson  
Chief Executive Officer  
March 15, 2018



**CERTIFICATION**

I, Todd R. Taylor, certify that:

1. I have reviewed this report on Form 10-K of Impac Mortgage Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ TODD R. TAYLOR  
Todd R. Taylor  
Chief Financial Officer  
March 15, 2018

***CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002***

In connection with the annual report of Impac Mortgage Holdings, Inc. (the Company) on Form 10-K for the period ending December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JOSEPH R. TOMKINSON  
Joseph R. Tomkinson  
Chief Executive Officer  
March 15, 2018

/s/ TODD R. TAYLOR  
Todd R. Taylor  
Chief Financial Officer  
March 15, 2018

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Impac Mortgage Holdings, Inc.  
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Irvine, CA 92612