



# **New Residential Investment Corp. Investor Presentation**

*November 29, 2017*

# Disclaimers

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**IN GENERAL.** This disclaimer applies to this document and the verbal or written comments of any person presenting it. This document, taken together with any such verbal or written comments, is referred to herein as the "Presentation."

**FORWARD-LOOKING STATEMENTS.** Certain statements regarding New Residential Investment Corp. (together with its subsidiaries, "New Residential," "NRZ," the "Company" or "we") in this Presentation may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, (i) statements regarding Shellpoint's future performance, including its ability to grow, (ii) the ability to obtain all required approvals and consummate the Shellpoint transactions on a timely basis or at all, and (iii) statements regarding Shellpoint's impact on the Company's business and future performance. These statements are not historical facts. They represent management's current expectations regarding future events and are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those described in the forward-looking statements. Accordingly, you should not place undue reliance on any forward-looking statements contained herein. For a discussion of some of the risks and important factors that could affect such forward-looking statements, see the sections entitled "Cautionary Statements Regarding Forward Looking Statements," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's annual and quarterly reports filed with the SEC, which are available on the Company's website ([www.newresi.com](http://www.newresi.com)). These risks and factors include, but are not limited to, the risks relating to the Shellpoint transactions, including in respect of the satisfaction of closing conditions and the timing thereof; unanticipated difficulties financing the transactions; unexpected challenges related to the integration of the Shellpoint businesses and operations; changes in general economic and/or industry specific conditions; difficulties in obtaining governmental and other third party consents in connection with the transactions; unanticipated expenditures relating to or liabilities arising from the transactions or the acquired businesses; Shellpoint's ability to service MSRs pursuant to agreements entered into in connection with the transactions; uncertainties as to the timing of the transactions; litigation or regulatory issues relating to the transactions, Shellpoint, the Company or the acquired businesses; the impact of the transactions on relationships with, and potential difficulties retaining, employees, customers and other third parties; and the inability to obtain, or delays in obtaining, expected benefits from the transactions. New risks and uncertainties emerge from time to time, and it is not possible for New Residential to predict or assess the impact of every factor that may cause its actual results to differ from those contained in any forward-looking statements. In addition, risks and uncertainties to which Shellpoint's business is subject could affect the transactions and, following the closing of the transactions, the Company will be subject to such risks and uncertainties (including certain risks and uncertainties that currently apply to the Company and certain new risks and uncertainties applicable to Shellpoint). Forward-looking statements contained herein speak only as of the date of this Presentation, and New Residential expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in New Residential's expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

**CAUTIONARY NOTE REGARDING ESTIMATED / TARGETED RETURNS AND YIELDS.** The Company calculates the estimated return/yield, or the IRR, of an investment as the annualized effective compounded rate of return (assuming monthly compounding) earned over the life of the investment after giving effect, in the case of returns, to existing leverage. Life-to-date IRR, including life-to-date IRRs on the overall MSR portfolio, servicer advance investments, Non-Agency securities portfolio, residential loans and consumer loans, is based on the purchase price for an investment and the estimated value of the investment, or "mark," which is calculated based on cash flows actually received and the present value of expected cash flows over the life of the investment, using an estimated discount rate. Targeted returns and targeted yields reflect a variety of estimates and assumptions, many of which are beyond the Company's control, that could prove to be incorrect, such as an investment's coupon, amortization of premium or discount, costs and fees, and our assumptions regarding prepayments, defaults and loan losses, among other things. Income and cash flows recognized by the Company in future periods may be significantly less than the income and cash flows that would have been recognized had expected returns been realized. As a result, an investment's lifetime return may differ materially from an IRR to date. In addition, the Company's calculation of IRR may differ from a calculation by another market participant, as there is no standard method for calculating IRRs. Statements about estimated and targeted returns and targeted yields in this Presentation are forward-looking statements. You should carefully read the cautionary statement above under the caption "Forward-looking Statements," which directly applies to our discussion of estimated and targeted returns and targeted yields.

**PAST PERFORMANCE.** Past performance is not necessarily a reliable indicator of future results and there can be no assurance future results will not differ, and such differences could be material.

**NO OFFER; NO RELIANCE.** This Presentation is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, any security and may not be relied upon in connection with the purchase or sale of any security. Any reference to a potential financing does not constitute, nor should it be construed as, an offer to purchase or sell any security. There can be no assurance if or when the Company or any of its affiliates will offer any security or the terms of any such offering. Any such offer would only be made by means of formal documents, the terms of which would govern in all respects. You should not rely on this Presentation as the basis upon which to make any investment decision.

**NON-GAAP MEASURES.** This Presentation includes non-GAAP measures, such as Core Earnings. See "Appendix" in this Presentation for information regarding these non-GAAP measures, including a definition, purpose and reconciliation to net income, the most directly comparable GAAP financial measure.

# Executive Summary - Acquisition of Shellpoint Partners\*

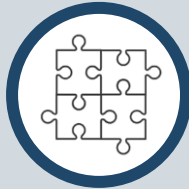
*On November 29, 2017, New Residential (NYSE:NRZ) announced definitive agreements to acquire Shellpoint Partners LLC (“Shellpoint”), a non-bank mortgage originator and servicer, for ~\$190 million <sup>(1)</sup>*

## Shellpoint Overview



- Shellpoint Mortgage – Subservicing portfolio of ~\$50 billion UPB <sup>(2)</sup> (owned & 3<sup>rd</sup> party servicing)
  - Approved Fannie and Freddie seller and servicer, and Ginnie Mae issuer
  - Rated servicer – rated by S&P, Moody’s and Fitch
- New Penn Financial - Originator with annual volume of ~\$6.6 billion <sup>(3)</sup>

## Acquisition Overview



- Expect to fund the \$190M purchase price with a combination of cash and existing financing lines <sup>(4)</sup>
- The consummation of Shellpoint acquisition is expected to occur in two stages <sup>(1)</sup>:
  - i. Settlements on ~\$8 billion UPB of Fannie & Freddie MSR in January 2018 -  
*As part of the acquisition, NRZ will first settle on ~\$8 billion UPB of Agency MSR from Shellpoint. The MSR will be transferred to NRZ and subserviced by Shellpoint.*
  - ii. Corporate acquisition of Shellpoint is expected to close in the first half of 2018

## Transaction Rationale



- Shellpoint’s business is highly complementary to New Residential’s existing investments
- Adding in-house servicing, asset origination and recapture capabilities would help enhance and grow NRZ’s investment portfolio as well as diversify NRZ’s servicing relationships <sup>(4)</sup>

# What Are We Buying?\*

## SHELLPOINT PARTNERS

*A vertically integrated, residential mortgage company with diversified revenue sources & extensive mortgage capabilities*

### Mortgage Servicer



- UPB Serviced: \$50 Billion <sup>(1)</sup>
- Rated by S&P, Moody's & Fitch
- Headquarters: Greenville & Houston

### Originator



- Annual Origination Vol: ~\$6.6 Billion <sup>(2)</sup>
- # of Origination Offices: ~150+ <sup>(3)</sup>
- Headquarters: Plymouth Meeting

### Title / Appraisal



- Appraisal Services Volume: ~20k Units <sup>(4)</sup>
- Title Insurance Volume: ~8k Units <sup>(4)</sup>
- Headquarters: Plymouth Meeting & Pittsburgh

### 1 Rated Servicer

- ☑ Rated by **S&P, Moody's and Fitch**
- ☑ Approved by **Fannie, Freddie & Ginnie**
- ☑ ~\$15 Billion of owned servicing <sup>(1)</sup>
- ☑ \$35 Billion of 3rd party servicing <sup>(1)</sup>

### 2 Origination Platform

- ☑ ~\$6.6 Billion in annual loan production <sup>(2)</sup>
- ☑ Approved by **Fannie, Freddie & Ginnie**

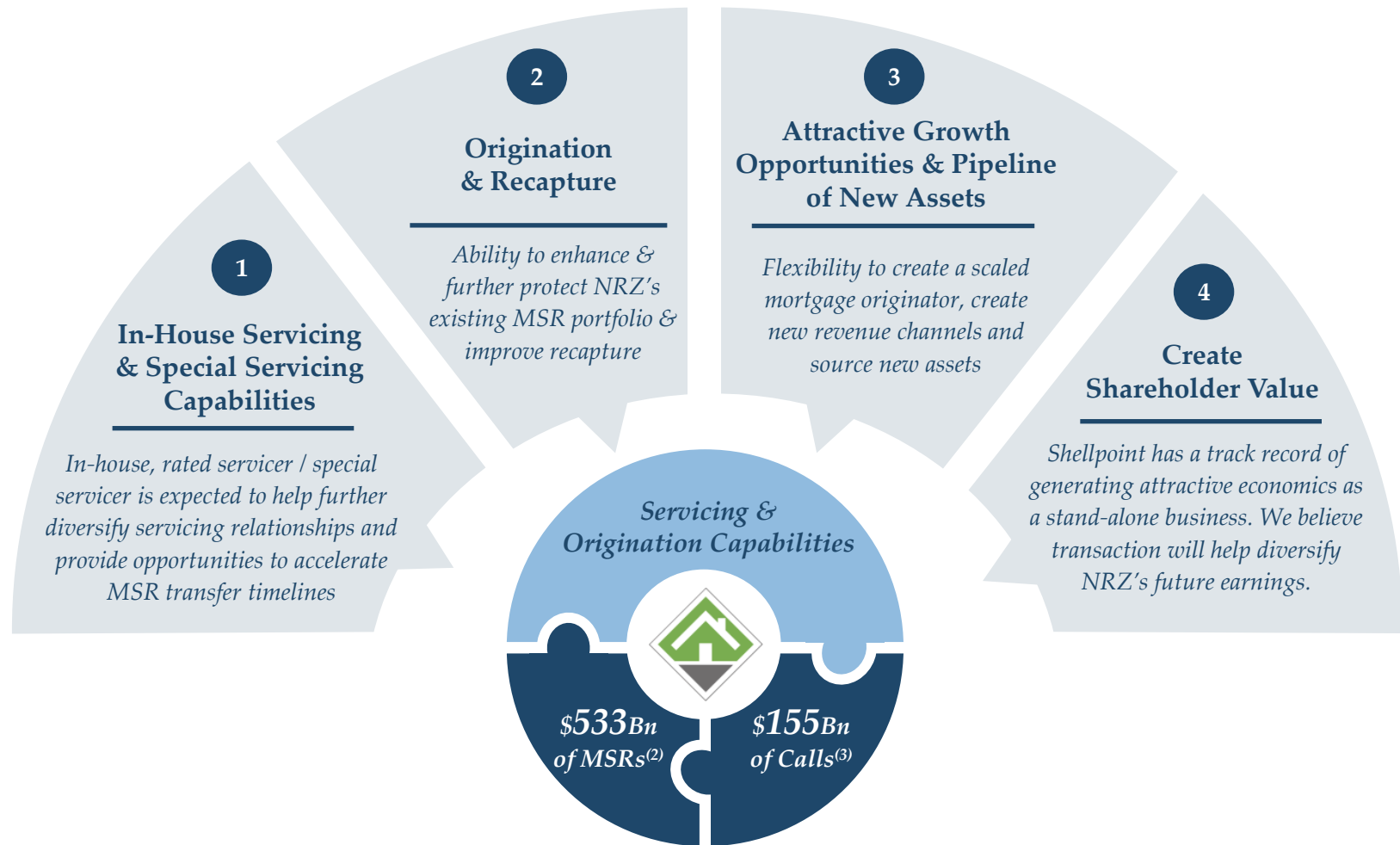
### 3 ~\$15 Billion of MSR's <sup>(5)</sup>

- ☑ ~\$8 Billion of Fannie & Freddie MSR's
- ☑ ~\$5 Billion of Ginnie Mae
- ☑ ~\$2 Billion of Non-Agency MSR's

\* Detailed endnotes are included in the back of the Presentation.

# What Does It Mean for NRZ?\*(1)

*We believe Shellpoint is an attractive acquisition opportunity for NRZ and we expect its business will complement NRZ's existing platform and portfolio of investments*



# How Are We Funding the Acquisition?\*

*New Residential expects to fund the acquisition in two stages with a combination of cash and existing financing lines <sup>(1)</sup>*

- New Residential plans to fund the \$190 million purchase price with existing capital and financing lines
  - **Cash on balance sheet** – NRZ has \$280 million cash as of 3Q17
  - **Existing financing lines** – NRZ has additional borrowing capacity under its existing financing lines

*The settlement of Shellpoint acquisition is expected to occur in two stages <sup>(2)</sup>:*

Today

Jan 2018

1H18

1

Settle on ~ \$8Bn of Freddie & Fannie MSR in Jan'18

*(NRZ net investment of ~\$40 million)*

2

Expect to close on corporate transaction in first half of 2018

*(NRZ net investment of ~\$150 million)*

# Aim to Maintain Strong Track Record & Performance\*

Will continue to execute on key strategic initiatives with the goal of generating attractive returns for shareholders



## NRZ – Selected Key Milestones

2015

Apr'15

- \$1.4Bn Acquisition of HLSS

2Q15

- Call rights portfolio totaled ~30% of Non-Agency mortgage market

FY 2015

- Deployed ~\$2.2Bn
- ~7% Growth in BV
- Dividend up 21%

2016

3Q16

- Became (i) qualified to own MSR in all 50 U.S. states and (ii) an approved Fannie Mae & Freddie Mac Servicer and FHA Lender

TODAY

Nov' 17

- Agreements to acquire Shellpoint (In-house servicing & origination)

2017

1Q17 – 3Q17

- Deployed ~\$2.9Bn
- 2 dividend increases
- Call volume increased ~208% compared to full year 2016 <sup>(1)</sup>

FY 2016

- Deployed ~\$1.5Bn
- 44% Total Return
- ~7% Growth in BV

~23%

Total Return 2017 YTD <sup>(2)</sup>

19%

YoY Increase in Book Value <sup>(3)</sup>

~9%

Total Dividend Increase 2017 YTD

25%

YoY Increase in Core EPS <sup>(4)</sup>

78%

YoY Increase in GAAP EPS <sup>(4)</sup>

\$1.6 Bn

Total Lifetime Dividends <sup>(5)</sup>



Will have in-house servicing & origination capabilities <sup>(6)</sup>

Ability to acquire MSR independently and the flexibility to partner with a number of leading servicers



Remains well positioned for various interest rate environments – actively managing portfolio <sup>(7)</sup>





## Appendix - GAAP Reconciliation & Endnotes



# Unaudited GAAP Reconciliation of Core Earnings

- Management uses Core Earnings, which is a Non-GAAP measure, as one measure of operating performance.
- Please see next slide for the definition of Core Earnings.

(\$000s, except per share data)	3Q 2017	2Q 2017
<b>Reconciliation of Core Earnings</b>		
Net income attributable to common stockholders	\$ 226,121	\$ 321,732
Impairment	28,209	25,886
Other Income Adjustments:		
Other Income		
Change in fair value of investments in excess mortgage servicing rights	14,291	19,180
Change in fair value of investments in excess mortgage servicing rights, equity method investees	(2,054)	(4,246)
Change in fair value of investments in mortgage servicing rights financing receivable	(89,115)	(6,723)
Change in fair value of servicer advance investments	(10,941)	(56,969)
(Gain) loss on settlement of investments, net	(1,553)	(13,371)
Unrealized (gain) loss on derivative instruments	(3,560)	8,010
Unrealized (gain) loss on other ABS	(189)	607
(Gain) loss on transfer of loans to REO	(5,179)	(4,978)
(Gain) loss on transfer of loans to other assets	(66)	(81)
Gain on Excess MSR recapture agreements	(606)	(715)
(Gain) loss on Ocwen common stock	(6,987)	-
Other (income) loss	6,700	6,192
<b>Total Other Income Adjustments</b>	<b>(99,259)</b>	<b>(53,094)</b>
Other Income and impairment attributable to non-controlling interests	(6,329)	(7,848)
Change in fair value of investments in mortgage servicing rights	11,518	(89,742)
Non-capitalized transaction related expenses	6,467	5,278
Incentive compensation to affiliate	19,491	40,172
Deferred taxes	28,410	82,188
Interest income on residential mortgage loans, held for sale	4,603	3,789
Limit on RMBS discount accretion related to called deals	(13,543)	(6,516)
Adjust consumer loans to level yield	(9,874)	(8,566)
Core earnings of equity method investees:		
Excess mortgage servicing rights	3,476	4,456
<b>Core Earnings</b>	<b>\$ 199,290</b>	<b>\$ 317,735</b>
<i>Net Income Per Diluted Share</i>	<i>\$ 0.73</i>	<i>\$ 1.04</i>
<i>Core Earnings Per Diluted Share</i>	<i>\$ 0.64</i>	<i>\$ 1.03</i>
<i>Weighted Average Number of Shares of Common Stock Outstanding, Diluted</i>	<i>309,207,345</i>	<i>309,392,512</i>

# Reconciliation of Non-GAAP Measures

## Core Earnings

- We have four primary variables that impact our operating performance: (i) the current yield earned on our investments, (ii) the interest expense under the debt incurred to finance our investments, (iii) our operating expenses and taxes and (iv) our realized and unrealized gains or losses, including any impairment, on our investments. “Core earnings” is a non-GAAP measure of our operating performance, excluding the fourth variable above and adjusts the earnings from the consumer loan investment to a level yield basis. Core earnings is used by management to evaluate our performance without taking into account: (i) realized and unrealized gains and losses, which although they represent a part of our recurring operations, are subject to significant variability and are generally limited to a potential indicator of future economic performance; (ii) incentive compensation paid to our Manager; (iii) non-capitalized transaction-related expenses; and (iv) deferred taxes, which are not representative of current operations.
- Our definition of core earnings includes accretion on held-for-sale loans as if they continued to be held-for-investment. Although we intend to sell such loans, there is no guarantee that such loans will be sold or that they will be sold within any expected timeframe. During the period prior to sale, we continue to receive cash flows from such loans and believe that it is appropriate to record a yield thereon. In addition, our definition of core earnings excludes all deferred taxes, rather than just deferred taxes related to unrealized gains or losses, because we believe deferred taxes are not representative of current operations. Our definition of core earnings also limits accreted interest income on RMBS where we receive par upon the exercise of associated call rights based on the estimated value of the underlying collateral, net of related costs including advances. We created this limit in order to be able to accrete to the lower of par or the net value of the underlying collateral, in instances where the net value of the underlying collateral is lower than par. We believe this amount represents the amount of accretion we would have expected to earn on such bonds had the call rights not been exercised.
- Our investments in consumer loans are accounted for under ASC No. 310-20 and ASC No. 310-30, including certain non-performing consumer loans with revolving privileges that are explicitly excluded from being accounted for under ASC No. 310-30. Under ASC No. 310-20, the recognition of expected losses on these non-performing consumer loans is delayed in comparison to the level yield methodology under ASC No. 310-30, which recognizes income based on an expected cash flow model reflecting an investment’s lifetime expected losses. The purpose of the Core Earnings adjustment to adjust consumer loans to a level yield is to present income recognition across the consumer loan portfolio in the manner in which it is economically earned, avoid potential delays in loss recognition, and align it with our overall portfolio of mortgage-related assets which generally record income on a level yield basis. With respect to consumer loans classified as held-for-sale, the level yield is computed through the expected sale date. With respect to the gains recorded under GAAP in 2014 and 2016 as a result of a refinancing of the debt related to our investments in consumer loans, and the consolidation of entities that own our investments in consumer loans, respectively, we continue to record a level yield on those based on their original purchase price.
- While incentive compensation paid to our Manager may be a material operating expense, we exclude it from core earnings because (i) from time to time, a component of the computation of this expense will relate to items (such as gains or losses) that are excluded from core earnings, and (ii) it is impractical to determine the portion of the expense related to core earnings and non-core earnings, and the type of earnings (loss) that created an excess (deficit) above or below, as applicable, the incentive compensation threshold. To illustrate why it is impractical to determine the portion of incentive compensation expense that should be allocated to core earnings, we note that, as an example, in a given period, we may have core earnings in excess of the incentive compensation threshold but incur losses (which are excluded from core earnings) that reduce total earnings below the incentive compensation threshold. In such case, we would either need to (a) allocate zero incentive compensation expense to core earnings, even though core earnings exceeded the incentive compensation threshold, or (b) assign a “pro forma” amount of incentive compensation expense to core earnings, even though no incentive compensation was actually incurred. We believe that neither of these allocation methodologies achieves a logical result. Accordingly, the exclusion of incentive compensation facilitates comparability between periods and avoids the distortion to our non-GAAP operating measure that would result from the inclusion of incentive compensation that relates to non-core earnings.
- With regard to non-capitalized transaction-related expenses, management does not view these costs as part of our core operations, as they are considered by management to be similar to realized losses incurred at acquisition. Non-capitalized transaction-related expenses are generally legal and valuation service costs, as well as other professional service fees, incurred when we acquire certain investments, as well as costs associated with the acquisition and integration of acquired businesses.
- Management believes that the adjustments to compute “core earnings” specified above allow investors and analysts to readily identify and track the operating performance of the assets that form the core of our activity, assist in comparing the core operating results between periods, and enable investors to evaluate our current core performance using the same measure that management uses to operate the business. Management also utilizes core earnings as a measure in its decision-making process relating to improvements to the underlying fundamental operations of our investments, as well as the allocation of resources between those investments, and management also relies on core earnings as an indicator of the results of such decisions. Core earnings excludes certain recurring items, such as gains and losses (including impairment as well as derivative activities) and non-capitalized transaction-related expenses, because they are not considered by management to be part of our core operations for the reasons described herein. As such, core earnings is not intended to reflect all of our activity and should be considered as only one of the factors used by management in assessing our performance, along with GAAP net income which is inclusive of all of our activities.
- The primary differences between core earnings and the measure we use to calculate incentive compensation relate to (i) realized gains and losses (including impairments), (ii) non-capitalized transaction-related expenses and (iii) deferred taxes (other than those related to unrealized gains and losses). Each are excluded from core earnings and included in our incentive compensation measure (either immediately or through amortization). In addition, our incentive compensation measure does not include accretion on held-for-sale loans and the timing of recognition of income from consumer loans is different. Unlike core earnings, our incentive compensation measure is intended to reflect all realized results of operations. The Gain on Remeasurement of Consumer Loans Investment was treated as an unrealized gain for the purposes of calculating incentive compensation and was therefore excluded from such calculation.



# Endnotes to Slides 2, 3 & 4

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## Endnotes to Slide 2:

- 1) *The Shellpoint acquisition has been approved by the board of directors of each company and is expected to close in the first half of 2018, subject to receipt of regulatory approvals and certain third party consents and satisfaction of certain other closing conditions. The MSR purchases are expected to close in parts in January 2018 and are subject to GSE and other regulatory approvals and other customary closing conditions. Purchase price may also include additional consideration based on post-closing performance. See “Disclaimers” at the beginning of this Presentation for more information on forward-looking statements.*
- 2) *Shellpoint’s servicing portfolio as of October 31, 2017, and includes an owned portfolio of approximately \$15 billion UPB.*
- 3) *Shellpoint’s annual origination volume is based on its last twelve months origination production.*
- 4) *See “Disclaimers” at the beginning of this Presentation for more information on forward-looking statements.*

## Endnotes to Slide 3:

- 1) *Shellpoint’s servicing portfolio as of October 31, 2017, and includes an owned portfolio of approximately \$15 billion UPB.*
- 2) *Shellpoint’s annual origination volume is based on its last twelve months origination production.*
- 3) *As of October 31, 2017; includes desk rentals.*
- 4) *Appraisal services and title insurance volumes are calculated on a last twelve months basis.*
- 5) *Represents Shellpoint’s owned MSRs as of October 31, 2017.*

## Endnotes to Slide 4:

- 1) *Based on management’s current views and estimates. Actual results could differ from those views and estimates, and such differences may be material. See “Disclaimers” at the beginning of this Presentation for more information on forward-looking statements.*
- 2) *\$533 billion UPB of MSRs includes NRZ’s portfolio of Excess MSRs and full MSRs as of September 30, 2017. As highlighted in the Company’s third quarter 2017 supplement, the portfolio includes (i) the PHH PLS MSR purchase and \$110 billion UPB Ocwen MSR purchase that are subject to NRZ’s satisfaction of certain contractual requirements and certain customary closing conditions, including but not limited to certain third party consents, and (ii) the \$3 billion UPB flow MSR purchase that remains subject to routine GSE settlement procedures. There can be no assurance if or when New Residential will be able to complete these agreed upon MSR purchases. See “Disclaimers” at the beginning of this Presentation for more information on forward-looking statements.*
- 3) *As of September 30, 2017. Our call rights may be materially lower than the estimates in this Presentation and there can be no assurance that we will execute on this pipeline of callable deals in the near term or at all, or that callable deals will be economically favorable. The economic returns from this strategy could be adversely affected by a rise in interest rates and are contingent on the level of delinquencies and outstanding advances in each transaction, fair market value of the related collateral and other economic factors and market conditions. We may become subject to claims and legal proceedings, including purported class-actions, in the ordinary course of our business, challenging whether our loan servicing practices and other aspects of our business comply with applicable laws, agreements and regulatory requirements. Call rights are usually exercisable when current loan balance is equal to, or lower than, 10% of its original balance. See “Disclaimers” at the beginning of this Presentation for more information on forward-looking statements.*

# Endnotes to Slides 5 & 6

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## **Endnotes to Slide 5:**

- 1) *Based on management's current views and estimates. See "Disclaimers" at the beginning of this Presentation for more information on forward-looking statements.*
- 2) *The Shellpoint acquisition has been approved by the board of directors of each company and is expected to close in the first half of 2018, subject to receipt of regulatory approvals and certain third party consents and satisfaction of certain other closing conditions. The MSR purchases are expected to close in parts in January 2018 and are subject to GSE and other regulatory approvals and other customary closing conditions. Purchase price may also include additional consideration based on post-closing performance. See "Disclaimers" at the beginning of this Presentation for more information on forward-looking statements.*

## **Endnotes to Slide 6:**

- 1) *Call volume percentage increase is calculated based on the total UPB NRZ called in the first three quarters of 2017, totaling \$3.7 billion, compared to the total UPB NRZ called in full year 2016, totaling \$1.2 billion UPB.*
- 2) *Total Return 2017 YTD is calculated by adding the appreciation in NRZ stock price with dividends declared by NRZ in 2017 as of November 24, 2017, divided by the closing NRZ stock price on December 30, 2016.*
- 3) *Year-over-year increase in book value is calculated by using NRZ's book value per share as of September 30, 2017 and September 30, 2016, respectively.*
- 4) *Year-over-year growth is calculated based on core earnings per share and GAAP earnings per share in 3Q 2017 and 3Q 2016, respectively. Year-over-year core earnings growth calculation is based on \$0.64 per share in 3Q 2017 and \$0.51 per share in 3Q 2016. Year-over-year GAAP earnings growth calculation is based on \$0.73 per share in 3Q 2017 and \$0.41 per share in 3Q 2016. Core earnings is a Non-GAAP measure. Please see Reconciliation pages in the Appendix section of this Presentation for a reconciliation to the most comparable GAAP measure.*
- 5) *Total Lifetime Dividends includes 3Q17 dividend declared on September 22, 2017. 3Q17 dividend payment is calculated as \$0.50 multiplied by 307.3 million shares. There can be no assurance that we will pay dividends at this level, or at all, in the future.*
- 6) *The Shellpoint acquisition has been approved by the board of directors of each company and is expected to close in the first half of 2018, subject to receipt of regulatory approvals and certain third party consents and satisfaction of certain other closing conditions. The MSR purchases are expected to close in January 2018 and are subject to GSE and other regulatory approvals and other customary closing conditions. Purchase price may also include additional consideration based on post-closing performance. See "Disclaimers" at the beginning of this Presentation for more information on forward-looking statements.*
- 7) *Based on management's current views and estimates. See "Disclaimers" at the beginning of this Presentation for more information on forward-looking statements.*