

Cherry Hill Mortgage Investment Corp  
Form 10-K  
March 16, 2018  
TABLE OF CONTENTS

**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: 001-36099**

**CHERRY HILL MORTGAGE INVESTMENT CORPORATION  
(Exact name of registrant as specified in its charter)**

**Maryland**

**46-1315605**

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

**1451 Route 34, Suite 303  
Farmingdale, New Jersey**

**07727**

**(Address of principal executive offices)**

**(Zip Code)**

**(877) 870 – 7005**

**(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  
8.20% Series A Cumulative Redeemable Preferred Stock, \$0.01 par  
value**

**New York Stock Exchange  
New York Stock Exchange**

**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

## Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

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 (§ 229.405 of this chapter) 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 this 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, 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  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

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

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

The aggregate market value of the registrant's common stock, \$0.01 par value per share, at June 30, 2017, held by those persons deemed by the registrant to be non-affiliates (based upon the closing sale price of the common stock on the New York Stock Exchange on June 30, 2017) was approximately \$214.6 million. Shares of the registrant's common stock held by each executive officer and director and by each entity or person that, to the registrant's knowledge, owned 10% or more of the registrant's outstanding common stock as of June 30, 2017, have been excluded from this number in that these persons may be deemed affiliates of the registrant. The determination of affiliate status for this purpose is not necessarily a conclusive determination for other purposes.

On March 16, 2018, the registrant had a total of 12,721,464 shares of common stock, \$0.01 par value, outstanding.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Definitive Proxy Statement on Schedule 14A relating to its 2018 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission by no later than April 30, 2018, are incorporated by reference into Part III, Items 10 through 14, inclusive, of this Annual Report on Form 10-K as indicated herein.

TABLE OF CONTENTS

**TABLE OF CONTENTS**

	<b>Page</b>
<u>PART I</u>	<u>1</u>
<u>Item 1. Business</u>	<u>1</u>
<u>Item Risk Factors</u>	<u>6</u>
<u>1A.</u>	
<u>Item Unresolved Staff Comments</u>	<u>30</u>
<u>1B.</u>	
<u>Item 2. Properties</u>	<u>30</u>
<u>Item 3. Legal Proceedings</u>	<u>31</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>31</u>
<u>PART II</u>	<u>32</u>
<u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>32</u>
<u>Item 6. Selected Financial Data</u>	<u>35</u>
<u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>37</u>
<u>Item Quantitative and Qualitative Disclosures about Market Risk</u>	<u>56</u>
<u>7A.</u>	
<u>Item 8. Consolidated Financial Statements and Supplementary Data</u>	<u>61</u>
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>99</u>
<u>Item Controls and Procedures</u>	<u>99</u>
<u>9A.</u>	
<u>Item Other Information</u>	<u>100</u>
<u>9B.</u>	
<u>PART III</u>	<u>101</u>
<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	<u>101</u>
<u>Item 11. Executive Compensation</u>	<u>101</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>101</u>
<u>Item 13. Certain Relationships and Related Transactions and Director Independence</u>	<u>101</u>
<u>Item 14. Principal Accountant Fees and Services</u>	<u>101</u>
<u>PART IV</u>	<u>102</u>
<u>Item 15. Exhibits</u>	<u>102</u>

TABLE OF CONTENTS

**GLOSSARY**

This glossary defines some of the terms that we use elsewhere in this Annual Report on Form 10-K and is not a complete list of all of the defined terms used herein. In this Annual Report on Form 10-K, unless specifically stated otherwise or the context otherwise indicates, references to we, us, our, the Company or CHMI refer to Cherry Hill Mortgage Investment Corporation, a Maryland corporation, together with its consolidated subsidiaries; references to the Manager refer to Cherry Hill Mortgage Management, LLC, a Delaware limited liability company; and references to the Operating Partnership refer to Cherry Hill Operating Partnership, LP, a Delaware limited partnership.

**Agency** means a U.S. Government agency, such as Ginnie Mae, or a GSE.

**Agency RMBS** means RMBS issued by an Agency or for which an Agency guarantees payments of principal and interest on the securities.

**ASC** means an Accounting Standards Codification.

**ARM** means an adjustable-rate residential mortgage loan.

**CFTC** means the U.S. Commodity Futures Trading Commission.

**CMO** means a collateralized mortgage obligation. CMOs are structured debt instruments representing interests in specified pools of mortgage loans subdivided into multiple classes, or tranches, of securities, with each tranche having different maturities or risk profiles.

**credit enhancement** means techniques to improve the credit ratings of securities, including overcollateralization, creating retained spread, creating subordinated tranches and insurance.

**Excess MSR** means an interest in an MSR, representing a portion of the interest payment collected from a pool of mortgage loans, net of a basic servicing fee paid to the mortgage servicer.

**Fannie Mae** means the Federal National Mortgage Association.

**FHA** means the Federal Housing Administration.

**Freddie Mac** means the Federal Home Loan Mortgage Corporation.

**FRM** means a fixed-rate residential mortgage loan.

**Ginnie Mae** means the Government National Mortgage Association, a wholly-owned corporate instrumentality of the United States of America within HUD.

**GSE** means a government-sponsored enterprise. When we refer to GSEs, we mean Fannie Mae or Freddie Mac.

**HUD** means the U.S. Department of Housing and Urban Development.

**hybrid ARM** means a residential mortgage loan that has an interest rate that is fixed for a specified period of time (typically three, five, seven or ten years) and thereafter adjusts to an increment over a specified interest rate index.

**inverse IO** means an inverse interest-only security, which is a type of stripped security. These debt securities receive no principal payments and have a coupon rate which has an inverse relationship to its reference index.

**IO** means an interest-only security, which is a type of stripped security. IO strips receive a specified portion of the interest on the underlying assets.

**MBS** means mortgage-backed securities.

**MSR** means a mortgage servicing right. An MSR provides a mortgage servicer with the right to service a mortgage loan or a pool of mortgages in exchange for a portion of the interest payments made on the mortgage or the underlying mortgages. An MSR is made up of two components: a basic servicing fee and an Excess MSR. The basic servicing fee is the amount of compensation for the performance of servicing duties.

**mortgage loan** means a loan secured by real estate together with the right to receive the payment of principal and interest on the loan (including the servicing fee).

TABLE OF CONTENTS

**non-Agency RMBS** means RMBS that are not issued or guaranteed by an Agency, including investment grade (AAA through BBB rated) and non-investment grade (BB rated through unrated) classes.

**non-conforming loan** means a residential mortgage loan that does not conform to the Agency underwriting guidelines and does not meet the funding criteria of Fannie Mae and Freddie Mac.

**non-QM loan** means a mortgage loan that does not satisfy the requirements for a qualified mortgage.

**prime mortgage loan** means a mortgage loan that generally conforms to GSE underwriting guidelines or is a non-QM loan with a FICO score generally above 700.

**qualified mortgage** means a mortgage that complies with the ability to repay rule and related requirements in Regulation Z.

**REIT** means a real estate investment trust.

**residential mortgage pass-through certificate** is a MBS that represents an interest in a pool of mortgage loans secured by residential real property where payments of both interest and principal (including principal prepayments) on the underlying residential mortgage loans are made monthly to holders of the security, in effect passing through monthly payments made by the individual borrowers on the mortgage loans that underlie the security, net of fees paid to the issuer/guarantor and servicer.

**RMBS** means a residential MBS.

**Servicing Related Assets** means Excess MSR and MSRs.

**SIFMA** means the Securities Industry and Financial Markets Association.

**stripped security** is an RMBS structured with two or more classes that receives different distributions of principal or interest on a pool of RMBS. Stripped securities include IOs and inverse IOs.

**TBA** means a forward-settling Agency RMBS where the pool is to-be-announced. In a TBA, a buyer will agree to purchase, for future delivery, Agency RMBS with certain principal and interest terms and certain types of underlying collateral, but the particular Agency RMBS to be delivered is not identified until shortly before the TBA settlement date.

**TRS** means a taxable REIT subsidiary.

**UPB** means unpaid principal balance.

**U.S. Treasury** means the U.S. Department of Treasury.

**VA** means the Department of Veterans Affairs.

**VA mortgage loan** means a mortgage loan that is partially guaranteed by the VA in accordance with its regulations.

TABLE OF CONTENTS

**FORWARD-LOOKING INFORMATION**

We make forward-looking statements in this Annual Report on Form 10-K within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). For these statements, we claim the protections of the safe harbor for forward-looking statements contained in such Sections. Forward-looking statements are subject to substantial risks and uncertainties, many of which are difficult to predict and are generally beyond our control. These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. When we use the words believe, expect, anticipate, estimate, plan, continue, should, could, would, may, potential or the negative of these terms or other comparable terminology, we intend to identify forward-looking statements. Statements regarding the following subjects, among others, may be forward-looking:

- the Company's investment objectives and business strategy;
- the Company's ability to raise capital through the sale of its equity and debt securities and to invest the net proceeds of any such offering in the target assets identified at the time of the offering;
- the Company's ability to obtain future financing arrangements and refinance existing financing arrangements as they mature;
- the Company's expected leverage;
- the Company's expected investments;
- the Company's ability to acquire servicing-related assets and mortgage and real estate-related securities;
- estimates and statements relating to, and the Company's ability to make, future distributions to holders of the Company's securities;
- the Company's ability to compete in the marketplace;
- market, industry and economic trends;
- recent market developments and actions taken and to be taken by the U.S. Government, the U.S. Treasury and the Board of Governors of the Federal Reserve System, Fannie Mae, Freddie Mac, Ginnie Mae and the U.S. Securities and Exchange Commission ( SEC );
- mortgage loan modification programs and future legislative actions;
- the Company's ability to maintain its qualification as a REIT under the Internal Revenue Code of 1986, as amended (the Code ), and limitations on the Company's business due to compliance with requirements for maintaining its qualification as a REIT under the Code;
- the Company's ability to maintain its exclusion from regulation as an investment company under the Investment Company Act of 1940, as amended (the Investment Company Act );
- projected capital and operating expenditures;
- availability of qualified personnel; and
- projected prepayment and/or default rates.

TABLE OF CONTENTS

The Company's beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to it or are within its control. If any such change occurs, the Company's business, financial condition, liquidity and results of operations may vary materially from those expressed in, or implied by, the Company's forward-looking statements. These risks, along with, among others, the following factors, could cause actual results to vary from the Company's forward-looking statements:

the factors referenced in this Annual Report on Form 10-K, including those set forth under Item 1. Business and Item 1A. Risk Factors ;

general volatility of the capital markets;

changes in the Company's investment objectives and business strategy;

availability, terms and deployment of capital;

availability of suitable investment opportunities;

the Company's dependence on the Manager and the Company's ability to find a suitable replacement if the Company or the Manager were to terminate the management agreement the Company has entered into with the Manager;

changes in the Company's assets, interest rates or the general economy;

increased rates of default and/or decreased recovery rates on the Company's investments;

changes in interest rates, interest rate spreads, the yield curve, prepayment rates or recapture rates;

limitations on the Company's business due to compliance with requirements for maintaining its qualification as a REIT under the Code and its exclusion from regulation as an investment company under the Investment Company Act;

the degree and nature of the Company's competition, including competition for the residential mortgage assets in which the Company invests; and

other risks associated with acquiring, investing in and managing residential mortgage assets.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. These forward-looking statements apply only as of the date of this Annual Report on Form 10-K. The Company is not obligated, and does not intend, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. See Item 1A. Risk Factors of this Annual Report on Form 10-K.



## TABLE OF CONTENTS

### **PART I**

#### **Item 1. Business**

Cherry Hill Mortgage Investment Corporation is a publicly traded residential real estate finance company focused on acquiring, investing in and managing residential mortgage assets in the United States. We were incorporated in Maryland on October 31, 2012, and we commenced operations on October 9, 2013, following the completion of our initial public offering ( IPO ) and a concurrent private placement. Our common stock is listed and traded on the New York Stock Exchange under the symbol CHMI. We are externally managed by Cherry Hill Mortgage Management, LLC, an SEC-registered investment adviser established by Stanley Middleman. Our Manager is a party to a services agreement with Freedom Mortgage Corporation ( Freedom Mortgage ), which is owned and controlled by Mr. Middleman. Our Manager is owned by a blind trust for the benefit of Mr. Middleman.

We operate so as to continue to qualify to be taxed as a REIT under the Code. To qualify as a REIT, we must distribute annually to our stockholders an amount at least equal to 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain. We currently expect to distribute substantially all of our REIT taxable income to our stockholders. We will be subject to income tax on our taxable income that is not distributed and to an excise tax to the extent that certain percentages of our taxable income are not distributed by specified dates. CHMI Solutions, Inc. ( Solutions ), our TRS, and its wholly owned subsidiary, Aurora Financial Group, Inc. ( Aurora ), are subject to regular corporate U.S. federal, state and local income taxes on their taxable income.

Our principal objective is to generate attractive current yields and risk-adjusted total returns for our stockholders over the long term, primarily through dividend distributions and secondarily through capital appreciation. We attempt to attain this objective by selectively constructing and actively managing a portfolio of Servicing Related Assets and RMBS. Subject to market conditions, we may also invest in prime residential mortgage loans and other cash flowing residential mortgage assets.

We operate our business through the following segments: (i) investments in RMBS; (ii) investments in Servicing Related Assets; and (iii) All Other. For information regarding the segments in which we operate, see Item 8. Consolidated Financial Statements and Supplementary Data—Note 3—Segment Reporting.

#### **Our Targeted Asset Classes**

Our primary targeted asset classes currently include:

RMBS, including Agency RMBS, residential mortgage pass-through certificates, CMOs (IOs and inverse IOs) and TBAs; and  
Servicing Related Assets consisting of MSRs and Excess MSRs.

#### **Our Strategy**

Our strategy, which may change due to the availability and terms of capital and as market conditions warrant, involves:

allocating a substantial portion of our equity capital to the acquisition of Servicing Related Assets through bulk and flow purchases;  
the creation of intercompany Excess MSRs from MSRs acquired by our mortgage servicing subsidiary, Aurora;  
acquiring RMBS on a leveraged basis; and  
opportunistically mitigating our prepayment and interest rate and, to a lesser extent, credit risk by using a variety of hedging instruments and, where applicable and available, recapture agreements.

*Servicing Related Asset Strategy.* We currently expect that the primary method by which we will invest in Excess MSR's will be through the creation of intercompany Excess MSR's from MSR's acquired by Aurora. We plan to acquire MSR's from servicers, which may include Freedom Mortgage, on a bulk and/or flow purchase basis on terms to be negotiated in the future.

## TABLE OF CONTENTS

Our ability to acquire MSR is subject to the applicable REIT qualification tests. We have to hold our MSR through Aurora, which is subject to corporate income tax. In certain cases, we will create Excess MSR from those MSR which will be transferred to one of our subsidiaries which function as qualified REIT subsidiaries. These intercompany transfers are eliminated in consolidation for financial statement purposes. The portion of the interest payments represented by the Excess MSR will not be subject to an entity level tax as long as we comply with the REIT qualification tests. The tax liability of Aurora negatively impacts our returns from the MSR that it holds. In addition, our investments in MSR will expose us to default risk and the potential for credit losses.

We do not directly service the mortgage loans underlying the MSR we acquire; rather, we contract with third-party servicers to handle servicing functions for the loans underlying the MSR.

*RMBS Strategy.* Our RMBS strategy focuses primarily on the acquisition and ownership of Agency RMBS that are whole-pool, residential mortgage pass-through certificates. However, from time to time, we invest in CMOs, including IOs and inverse IOs, primarily to take advantage of particularly attractive prepayment-related or structural opportunities in the RMBS markets. In addition to investing in specific pools of Agency RMBS, we utilize forward-settling purchases and sales of Agency RMBS where the underlying pools of mortgage loans are to-be-announced (TBA's). Pursuant to these TBA transactions, we agree to purchase or sell, for future delivery, Agency RMBS with certain principal and interest terms and certain types of underlying collateral, but the particular Agency RMBS to be delivered is not identified until shortly before the TBA settlement date. Generally, we do not take delivery of the specified pool but instead enter into an offsetting transaction before the date when we would be required to take delivery. Our ability to engage in TBA transactions is limited by the gross income and asset tests applicable to REITs.

Our RMBS strategy includes selective investments in GSE risk-sharing securities. GSE risk-sharing securities are general obligations of Fannie Mae and Freddie Mac that provide credit protection with respect to defaults on reference pools of loans. We currently expect to expand our participation in that market. However, the extent of our investments in GSE risk-sharing securities is limited by the gross income and asset tests applicable to REITs. We also may invest opportunistically in legacy non-Agency RMBS issued during or after 2010. To date, the GSE risk-sharing securities are the only non-Agency RMBS in which we have invested. If and when market conditions permit us to execute our prime mortgage loan acquisition and financing strategy, we expect that we will retain certain bonds collateralized by the prime mortgage loans we securitize. We also may selectively invest across the entire capital structure of non-Agency RMBS that are newly issued by third parties. Non-Agency RMBS are subject to risk of default, among other risks, and could result in greater losses.

*Prime Mortgage Loans.* We believe that the market for non-conforming loans including, in particular, prime non-conforming mortgage loans, will grow. While our interest in this asset class is undiminished, we do not currently anticipate that either market conditions or available long-term financing will result in our execution of this strategy in 2018. The prime mortgage loans may be ARMs, hybrid ARMs or FRMs with original terms to maturity of not more than 30 years and will be either fully amortizing or interest-only for up to ten years, and fully amortizing thereafter. We expect that these loans may include both qualified mortgages and, if and when market conditions permit, non-QM loans.

Our overall strategy, and each category of assets within that strategy, is adaptable to changing market environments, subject to compliance with the income and other tests that we must satisfy to maintain our qualification as a REIT and maintain our exclusion from regulation as an investment company under the Investment Company Act. As a result, our acquisition and management decisions will depend on prevailing market conditions, and our targeted asset classes and strategy may vary over time in response to market conditions.

## **Our Manager**

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

We are externally managed by our Manager and, with the exception of Aurora, our licensed mortgage servicing subsidiary, which has a nominal amount of employees, we have no employees. We have entered into a management agreement with our Manager, pursuant to which our Manager is responsible for our investment strategies and decisions and our day-to-day operations, subject to the supervision and oversight of our board of directors. Our Manager is a Delaware limited liability company originally established by Mr. Middleman. The

2

## TABLE OF CONTENTS

Manager is party to a services agreement with Freedom Mortgage, which is owned and controlled by Mr. Middleman. The sole member of the Manager is a blind trust for the benefit of Mr. Middleman. We rely on our Manager to provide or obtain on our behalf the personnel and services necessary for us to conduct our business.

The executive offices of our Manager are located at 907 Pleasant Valley Ave., Mount Laurel, New Jersey 08054, and the telephone number of our Manager's executive offices is (877) 870-7005.

We have an Investment Committee to monitor our investment policies, portfolio holdings, financing and hedging strategies and compliance with our investment guidelines. The members of our Investment Committee are Mr. Lown, our President and Chief Executive Officer; Mr. Evans, our Chief Investment Officer; Mr. Levine, our Chief Financial Officer, Treasurer and Secretary; and the MSR portfolio manager.

Our Manager is registered as an investment adviser under the Investment Advisers Act of 1940, as amended, and is subject to the regulatory oversight of the Investment Management Division of the SEC.

### **Our Investment Guidelines; Transactions with Freedom Mortgage**

The investment guidelines for our assets and borrowings are as follows:

• No investment will be made if it causes us to fail to qualify as a REIT under the Code.

• No investment will be made if it causes us to be regulated as an investment company under the Investment Company Act.

• We will not enter into principal transactions or split price executions with Freedom Mortgage or any of its affiliates unless such transaction is otherwise in accordance with our investment guidelines and the management agreement between us and our Manager and the terms of such transaction are at least as favorable to us as to Freedom Mortgage or its affiliate.

• Any proposed material investment that is outside our targeted asset classes must be approved by at least a majority of our independent directors.

Our Manager makes the determinations as to the percentage of assets that are invested in each of our targeted asset classes, consistent with our investment guidelines. Our Manager's acquisition decisions depend on prevailing market conditions and may change over time in response to opportunities available in different interest rate, economic and credit environments. In addition, our investment guidelines may be changed from time to time by our board of directors without the approval of our stockholders. Changes to our investment guidelines may include, without limitation, modification or expansion of the types of assets which we may acquire.

Our board of directors receives a report of our investments each quarter in conjunction with its review of our quarterly results. The Nominating and Corporate Governance Committee, which is comprised solely of our independent directors, reviews the material terms of any transaction between us and Freedom Mortgage, including the pricing terms, to determine if the terms of those transactions are fair and reasonable. We also retain two independent valuation services to assist our management and our independent directors in making pricing determinations on any Servicing Related Assets we may purchase from Freedom Mortgage.

In 2013 and 2014, we acquired Excess MSRs from Freedom Mortgage and entered into recapture agreements with Freedom Mortgage. For reporting purposes, these Excess MSRs were aggregated into three pools: Excess MSR Pool 1, Excess MSR Pool 2 and Excess MSR Pool 2014. On November 15, 2016, we sold the Excess MSRs in Excess MSR Pool 1 and the Excess MSRs in Excess MSR Pool 2014 to Freedom Mortgage. We sold the Excess MSRs in Excess MSR Pool 2 to Freedom Mortgage on February 1, 2017. In connection with the sale of the Excess MSRs in Excess MSR Pool 2 to Freedom Mortgage, Freedom Mortgage transferred to Aurora Ginnie Mae MSRs on mortgage loans that had an aggregate UPB of approximately \$4.5 billion as of January 31, 2017. In connection with these sales,

we repaid the outstanding borrowings drawn on our \$25 million term loan with NexBank SSB (the NexBank term loan ). In addition, the Acknowledgment Agreement that we and Freedom Mortgage entered into with Ginnie Mae at the time of our IPO was terminated. In connection with the sale transactions, Freedom Mortgage made 12 monthly yield maintenance payments aggregating \$3.0 million to the Company from December 2016 to November 2017.

## TABLE OF CONTENTS

### **Our Financing Strategies and Use of Leverage**

We finance our RMBS with what we believe to be a prudent amount of leverage, which will vary from time to time based upon the particular characteristics of our portfolio, availability of financing and market conditions. Our borrowings for RMBS consist of repurchase transactions under master repurchase agreements. These agreements represent uncommitted financing provided by the counterparties. Our repurchase transactions are collateralized by our RMBS. In a repurchase transaction, we sell an asset to a counterparty at a discounted value, or the loan amount, and simultaneously agree to repurchase the same asset from such counterparty at a price equal to the loan amount plus an interest factor. Despite being legally structured as sales and subsequent repurchases, repurchase transactions are generally accounted for as debt secured by the underlying assets. During the term of a repurchase transaction, we generally receive the income and other payments distributed with respect to the underlying assets. While the proceeds of our repurchase financings often will be used to purchase additional RMBS subject to the same master repurchase agreement, our repurchase financing arrangements do not restrict our ability to use proceeds from these arrangements to support our other liquidity needs. Our master repurchase agreements are documented under the standard form master repurchase agreement published by SIFMA.

We have entered into repurchase agreements with 30 counterparties as of December 31, 2017. From time to time, we expect to negotiate and enter into additional master repurchase agreements with other counterparties that could produce opportunities to acquire certain RMBS that may not be available from our existing counterparties. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources in this Annual Report on Form 10-K.

Aurora has entered into two separate MSR financing facilities, one of which is a term loan for \$20.0 million and secured by all Ginnie Mae MSRs owned by Aurora and one of which is a revolving loan for up to \$25.0 million and secured by all Fannie Mae MSRs owned by Aurora. See Item 8. Consolidated Financial Statements and Supplementary Data—Note 12—Notes Payable. We may utilize other types of borrowings in the future, including corporate debt, securitization, or other more complex financing structures. Additionally, we may take advantage of available borrowings, if any, under new programs established by the U.S. Government to finance our assets. We also may raise capital by issuing unsecured debt or preferred or common stock.

### **Interest Risk Hedging**

Subject to maintaining our qualification as a REIT and maintaining our exclusion from regulation as an investment company under the Investment Company Act, we use certain derivative financial instruments and other hedging instruments to mitigate interest rate risk we expect to arise from our repurchase agreement financings associated with our RMBS. We also attempt to mitigate duration and basis risk arising from our RMBS portfolio. The interest rate hedging instruments that we currently use include: interest rate swaps, TBAs and swaptions. Our overall hedging strategy takes into account the natural hedging effect of our Servicing Related Assets, which tend to increase in value as interest rates rise. See Item 8. Consolidated Financial Statements and Supplementary Data—Note 2—Basis of Presentation and Significant Accounting Policies—Derivatives and Hedging Activities.

### **Policies with Respect to Certain Other Activities**

If our board of directors determines that additional funding is required, we may raise such funds through additional offerings of equity or debt securities, the retention of cash flow and other funds from debt financing, or a combination of these methods. In the event that our board of directors determines to raise additional equity capital, it has the authority, without stockholder approval, to issue additional shares of common stock or preferred stock in any manner and on such terms and for such consideration as it deems appropriate, at any time. We may, in the future, offer equity or debt securities in exchange for assets. We have not in the past and will not in the future underwrite the securities of

other companies. Our board of directors may change any of these policies without prior notice to you or a vote of our stockholders.

### **Competition**

We compete with other mortgage REITs, specialty finance companies, savings and loan associations, banks, mortgage bankers, insurance companies, mutual funds, institutional investors, investment banking firms, financial institutions, governmental bodies and other entities for investment opportunities in general. See Item 1A. Risk Factors—We operate in a highly competitive market.



## TABLE OF CONTENTS

### **Employees**

We do not have any employees other than those of our licensed mortgage servicing subsidiary, Aurora, which has four employees.

### **Our Tax Status**

We have elected to be taxed as a REIT under the Code. Provided that we maintain our qualification as a REIT, we generally will not be subject to U.S. federal income tax on our REIT taxable income that is currently distributed to our stockholders. REITs are subject to a number of organizational and operational requirements, including a requirement that they currently distribute at least 90% of their annual REIT taxable income excluding net capital gains. We cannot assure you that we will be able to comply with such requirements in the future. Failure to qualify as a REIT in any taxable year would cause us to be subject to U.S. federal income tax on our taxable income at regular corporate rates (and any applicable state and local taxes). Even if we qualify for taxation as a REIT, we may be subject to certain federal, state, local and non-U.S. taxes on our income. For example, the income generated by our TRS and its subsidiary, Aurora, is subject to U.S. federal, state and local income tax. See Item 1A. Risk Factors—U.S. Federal Income Tax Risks for additional tax status information.

### **Our Exclusion from Regulation as an Investment Company**

We are organized as a holding company and conduct business primarily through our subsidiaries. We believe we have conducted and intend to conduct our operations so that neither we nor any of our subsidiaries are required to register as an investment company under the Investment Company Act.

Section 3(a)(1)(A) of the Investment Company Act defines an investment company as any issuer that is or holds itself out as being engaged primarily in the business of investing, reinvesting or trading in securities. Section 3(a)(1)(C) of the Investment Company Act defines an investment company as any issuer that is engaged or proposes to engage in the business of investing, reinvesting, owning, holding or trading in securities and owns or proposes to acquire investment securities having a value exceeding 40% of the value of the issuer's total assets (exclusive of U.S. Government securities and cash items) on an unconsolidated basis, which we refer to as the 40% test. Excluded from the term investment securities, among other things, are U.S. Government securities and securities issued by majority-owned subsidiaries that are not themselves investment companies and are not relying on the exclusion from the definition of investment company set forth in Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act.

We believe neither we nor our Operating Partnership is considered an investment company under Section 3(a)(1)(A) of the Investment Company Act because neither we nor our Operating Partnership engage primarily or hold ourselves out as being engaged primarily in the business of investing, reinvesting or trading in securities. Rather, through our Operating Partnership's wholly-owned or majority-owned subsidiaries, we and our Operating Partnership are primarily engaged in the non-investment company businesses of these subsidiaries, namely the business of purchasing or otherwise acquiring mortgages and other interests in real estate.

We rely upon certain exemptions from registration as an investment company under the Investment Company Act, including, in the case of our subsidiary, Cherry Hill QRS I, LLC, Section 3(c)(5)(C) of the Investment Company Act. Section 3(c)(5)(C), as interpreted by the staff of the SEC, requires an entity to invest at least 55% of its assets in mortgages and other liens on and interests in real estate, which we refer to as qualifying real estate interests, and at least 80% of its assets in qualifying real estate interests plus real estate-related assets. In satisfying the 55% requirement, the entity may treat securities issued with respect to an underlying pool of mortgage loans in which it holds all of the certificates issued by the pool as qualifying real estate interests. We treat the Agency whole-pool pass-through securities in which we have invested as qualifying real estate interests for purposes of the 55%

requirement. The Servicing Related Assets and Agency CMOs we have acquired are not treated as qualifying real estate interests for purposes of the 55% requirement, but are treated as real estate-related assets that qualify for the 80% test. In addition, Cherry Hill QRS I, LLC will treat its investments in Cherry Hill QRS II, LLC, Cherry Hill QRS III, LLC and Cherry Hill QRS IV, LLC ( QRS IV ) as real estate-related assets because substantially all of the assets held by those subsidiaries are real estate-related assets.

We monitor our compliance with the 40% test and the holdings of our subsidiaries to ensure that each of our subsidiaries is in compliance with an applicable exemption or exclusion from registration as an investment

## TABLE OF CONTENTS

company under the Investment Company Act. In the event that we or our Operating Partnership were to acquire assets that could make either entity fall within the definition of an investment company under Section 3(a)(1)(A) or Section 3(a)(1)(C) of the Investment Company Act, we believe that we would still qualify for an exclusion from registration pursuant to Section 3(c)(5)(C).

Qualification for exclusion from registration under the Investment Company Act limits our ability to make certain investments. In addition, complying with the tests for exclusion from registration could restrict the time at which we can acquire and sell assets. To the extent that the SEC or its staff provides more specific guidance regarding any of the matters bearing upon such exclusions, we may be required to adjust our strategy accordingly. Any additional guidance from the SEC or its staff could further inhibit our ability to pursue the strategies we have chosen.

### **Website Access to Reports**

We maintain a website at [www.chmireit.com](http://www.chmireit.com). We are providing the address to our website solely for the information of investors. The information on our website is not a part of, nor is it incorporated by reference, into this report. Through our website, we make available, free of charge, our annual proxy statement, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC maintains a website that contains these reports at [www.sec.gov](http://www.sec.gov).

### **Corporate Information**

Our principal executive offices are located at 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727. Our telephone number is (877) 870-7005. The offices of our Manager are located at 907 Pleasant Valley Ave., Mount Laurel, New Jersey, 08054.

### **Item 1A. Risk Factors**

*The Company's business and operations are subject to a number of risks and uncertainties, the occurrence of which could adversely affect its business, financial condition, results of operations and ability to make distributions to stockholders and could cause the value of the Company's capital stock to decline. Please refer to the section entitled Forward-Looking Information.*

### **Risks Related to Our Business**

*We may not be able to continue to operate our business successfully or generate sufficient revenue to make or sustain distributions to our stockholders.*

We commenced operations on October 9, 2013. We cannot assure you that we will be able to continue to operate our business successfully or implement our strategies. There can be no assurance that we will be able to continue to generate sufficient returns to pay our operating expenses and make satisfactory distributions to our stockholders. The results of our operations depend on several factors, including the availability of opportunities for the acquisition of target assets, the level and volatility of interest rates, the availability of adequate short and long-term financing, conditions in the financial markets and general economic conditions.

*Difficult conditions in the mortgage and residential real estate markets as well as general market concerns may adversely affect the value of the assets in which we invest, and these conditions may persist for the foreseeable future.*

Our business is materially affected by conditions in the residential mortgage market, the residential real estate market, the financial markets and the economy in general. In particular, the residential mortgage market in the United States has experienced a variety of difficulties and changed economic conditions, including defaults, credit losses and liquidity concerns. Over the past several years, certain commercial banks, investment banks and insurance companies have announced extensive losses from exposure to the residential mortgage market. These factors have impacted investor perception of the risk associated with RMBS, other real estate-related securities and various other asset classes in which we may invest. As a result, values of our target assets have experienced

## TABLE OF CONTENTS

volatility. Deterioration of the mortgage market and investor perception of the risks associated with RMBS and other residential mortgage assets that we acquire could materially adversely affect our business, financial condition and results of operations and our ability to make distributions to our stockholders.

### ***We are dependent on mortgage servicers and subservicers to service the mortgage loans relating to our Servicing Related Assets.***

Our investments in Servicing Related Assets are dependent on the entity performing the actual servicing of the mortgage loans, called the mortgage servicer, to perform its servicing obligations. As a result, we could be materially and adversely affected if a mortgage servicer is terminated by the applicable Agency. The duties and obligations of mortgage servicers are defined through contractual agreements, which generally provide for the possibility for termination of the mortgage servicer in the absolute discretion of the applicable Agency. In addition, the termination of a mortgage servicer could take effect across all mortgages being serviced by that mortgage servicer. We have three mortgage servicers for the MSRs held by Aurora, one of which is Freedom Mortgage.

We could also be materially and adversely affected if a mortgage servicer is unable to adequately service the underlying mortgage loans due to the following reasons, among others:

- its failure to comply with applicable laws and regulation;
- its failure to perform its loss mitigation obligations;
- a downgrade in its servicer rating;
- its failure to perform adequately in its external audits;
- a failure in or poor performance of its operational systems or infrastructure;
- regulatory or legal scrutiny, enforcement proceedings, consent orders or similar actions regarding any aspect of its operations, including, but not limited to, servicing practices and foreclosure processes lengthening foreclosure timelines; or
- the transfer of servicing to another party.

MSRs are subject to numerous federal, state and local laws and regulations and may be subject to various judicial and administrative decisions imposing various requirements and restrictions on the servicer's business. If any mortgage servicer that we use actually or allegedly fails to comply with applicable laws, rules or regulations, that mortgage servicer could be exposed to fines, penalties or other costs, or the mortgage servicer could be terminated by the applicable Agency. If these laws, regulations and decisions change, we could be exposed to similar fines, penalties or costs. In addition, if a mortgage servicer that we use experiences any of the failures or regulatory scrutiny described above, then we could become subject to heightened regulatory or legal scrutiny by virtue of being a counterparty of these entities. Such scrutiny could result in our incurring meaningful additional costs or fines or being subject to material operational requirements or restrictions, each of which could adversely affect our business and results of operations.

In addition, a bankruptcy by any mortgage servicer that services the mortgage loans for us could result in:

- payments made by such mortgage servicer to us, or obligations incurred by it, being voided by a court under federal or state preference laws or federal or state fraudulent conveyance laws; or
  - any agreement between us and the mortgage servicer being rejected in a bankruptcy proceeding.
- Because we do not and in the future may not have the employees, servicing platforms, or technical resources necessary to service mortgage loans, upon a discontinuance or bankruptcy of any mortgage servicer that we use, we would need to engage an alternate mortgage servicer, which may not be readily available on acceptable terms or at all.

Any of the foregoing events could have a material and adverse effect on us.

***The performance of loans underlying our MSR's may be adversely affected by the performance of the related mortgage servicer.***

The performance of the loans underlying our MSR's is subject to risks associated with inadequate or untimely servicing. If our mortgage servicers commit a material breach of their obligations as a servicer, we may

7

## TABLE OF CONTENTS

be subject to damages if the breach is not cured within a specified period of time following notice. Poor performance by a mortgage servicer may result in greater than expected delinquencies and foreclosures and losses on the mortgage loans underlying our MSR. A substantial increase in our delinquency or foreclosure rate or the inability to process claims could adversely affect our ability to access the capital and secondary markets for our financing needs.

***Our ability to invest in, and dispose of, our investments in Servicing Related Assets may be subject to the receipt of third-party consents.***

The Agencies may require that we submit ourselves to costly or burdensome conditions as a prerequisite to their consent to our investments in Servicing Related Assets. These conditions may diminish or eliminate the investment potential of certain of those assets by making such investments too expensive for us or by severely limiting the potential returns available or otherwise imposing unacceptable conditions. The potential costs, issues or restrictions associated with receiving any such Agency's consent for any such acquisitions or dispositions by us cannot be determined with any certainty. To the extent we are unable to acquire or dispose of Servicing Related Assets when we determine it would be beneficial to do so, our results of operations may be adversely impacted.

***The value of our Servicing Related Assets may vary substantially with changes in interest rates.***

The values of Servicing Related Assets are highly sensitive to changes in interest rates. The value of Servicing Related Assets typically increases when interest rates rise and decreases when interest rates decline due to the effect those changes in interest rates have on prepayment estimates. Subject to qualifying and maintaining our qualification as a REIT, we may pursue various hedging strategies to seek to reduce our exposure to adverse changes in interest rates. Our hedging activity will vary in scope based on the level and volatility of interest rates, the type of assets held and other changing market conditions. Interest rate hedging may fail to protect or could adversely affect us. To the extent we do not utilize derivatives to hedge against changes in the fair value of our Servicing Related Assets, our balance sheet, results of operations and cash flows would be susceptible to significant volatility due to changes in the fair value of, or cash flows from, those assets as interest rates change.

***If delinquencies increase, the value of our Servicing Related Assets may decline significantly.***

Delinquency rates have a significant impact on the value of our Servicing Related Assets. An increase in delinquencies will generally result in lower revenue because, typically, servicers will only collect servicing fees from GSEs or mortgage owners for performing loans. Our expectation of delinquencies is a significant assumption underlying the cash flow projections on the related pools of mortgage loans. If delinquencies are significantly greater than expected, the actual fair value of the Servicing Related Assets could be diminished. As a result, we could suffer a loss.

***Prepayment rates can change, adversely affecting the performance of our assets.***

The frequency at which prepayments (including voluntary prepayments by borrowers, loan buyouts and liquidations due to defaults and foreclosures) occur on mortgage loans is affected by a variety of factors, including the prevailing level of interest rates as well as economic, demographic, tax, social, legal, and other factors. Generally, borrowers tend to prepay their mortgage loans when prevailing mortgage rates fall below the interest rates on their mortgage loans. If borrowers prepay their mortgage loans at rates that are faster or slower than expected, it may adversely affect our results.

We record our Servicing Related Assets on our balance sheet at fair value, and changes in their fair value are reflected in our consolidated results of operations. The determination of the fair value of Servicing Related Assets requires our management to make numerous estimates and assumptions that could materially differ from actual results. Such

estimates and assumptions include, among other things, prepayment rates, as well as estimates of the future cash flows from the Servicing Related Assets, interest rates, delinquencies and foreclosure rates of the underlying mortgage loans. The ultimate realization of the value of the Servicing Related Assets, which are measured at fair value on a recurring basis, may be materially different than the fair values of such assets as may be reflected in our consolidated financial statements as of any particular date. The use of different estimates or assumptions in connection with the valuation of these assets could produce materially different fair values for such assets. Our failure to make accurate assumptions regarding prepayment rates or the other factors



## TABLE OF CONTENTS

examined in determining fair value could cause the fair value of our Servicing Related Assets to materially vary, which could have a material adverse effect on our financial position, results of operations and cash flows. If the fair value of our Servicing Related Assets decreases, we would be required to record a non-cash charge, which would have a negative impact on our financial results. Furthermore, a significant increase in prepayment speeds could materially reduce the ultimate cash flows we receive from the Servicing Related Assets, and we could ultimately receive substantially less than what we paid for such assets.

Prepayment rates also affect the fair values of our RMBS. Voluntary prepayment rates generally increase when interest rates fall and decrease when interest rates rise, but changes in prepayment rates are difficult to predict. Prepayments can also occur when borrowers sell the property and use the sale proceeds to prepay the mortgage as part of a physical relocation or when borrowers default on their mortgages and the mortgages are prepaid from the proceeds of a foreclosure sale of the property. Fannie Mae and Freddie Mac will generally purchase mortgages that are 120 days or more delinquent from mortgage-backed securities trusts when the cost of guaranteed payments to security holders, including advances of interest at the security coupon rate, exceeds the cost of holding the nonperforming loans in their portfolios. Ginnie Mae provides the issuer the option to buy loans that are 90 days or more delinquent out of the mortgage-backed securities that it services, which may also contribute to an increase in prepayment rates. Consequently, prepayment rates also may be affected by conditions in the housing and financial markets, which may result in increased delinquencies on mortgage loans. Additionally, changes in the GSEs decisions as to when to repurchase delinquent loans can materially impact prepayment rates.

***Interest rate mismatches between our assets and any borrowings used to fund purchases of our assets may reduce our income during periods of changing interest rates.***

Some of our assets will be fixed-rate securities or have a fixed rate component (such as RMBS backed by hybrid ARMs). This means that the interest we earn on these assets will not vary over time based upon changes in a short-term interest rate index. Although the interest we would earn on any RMBS backed by ARMs generally will adjust for changing interest rates, such interest rate adjustments may not occur as quickly as the interest rate adjustments to any related borrowings, and such interest rate adjustments will generally be subject to interest rate caps, which potentially could cause such RMBS to acquire many of the characteristics of fixed-rate securities if interest rates were to rise above the cap levels. We generally fund our fixed-rate target assets with short-term borrowings. Therefore, there will be an interest rate mismatch between our assets and liabilities. Although we hedge to minimize interest rate exposure, the use of interest rate hedges also introduces the risk of other interest rate mismatches and exposures. During periods of changing interest rates, these mismatches could cause our business, financial condition and results of operations and ability to make distributions to our stockholders to be materially adversely affected.

Ordinarily, short-term interest rates are lower than long-term interest rates. If short-term interest rates rise disproportionately relative to long-term interest rates (a flattening of the yield curve), our borrowing costs may increase more rapidly than the interest income earned on our assets. Because we expect that our investments in RMBS, on average, will bear interest based on longer-term rates than our borrowings, a flattening of the yield curve would tend to decrease our net income and the market value of our assets. Additionally, to the extent cash flows from RMBS are reinvested in new RMBS, the spread between the yields of the new RMBS and available borrowing rates may decline, which could reduce our net interest margin or result in losses. Any one of the foregoing risks could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders. It is also possible that short-term interest rates may exceed long-term interest rates, in which event our borrowing costs may exceed our interest income and we could incur operating losses.

***We cannot predict the impact future actions by regulators or U.S. government bodies, including the U.S. Federal Reserve, will have on our business, and any such actions may negatively impact us.***

Regulators and U.S. government bodies have a major impact on our business. The U.S. Federal Reserve is a major participant in, and its actions significantly impact, the residential mortgage market. For example, quantitative easing, a program implemented by the U.S. Federal Reserve to keep long-term interest rates low and stimulate the U.S. economy, has had the effect of reducing the difference between short-term and long-term interest rates. As a result of the reduction in long-term interest rates, prepayment speeds increased. The U.S. Federal Reserve's purchases of Agency RMBS have resulted in a narrowing of the spread earned by Agency

TABLE OF CONTENTS

RMBS investors. While the U.S. Federal Reserve has discontinued quantitative easing, the effects on the Agency RMBS market have not completely dissipated as the U.S. Federal Reserve continues to reinvest paydowns of its holdings in Agency RMBS. The U.S. Federal Reserve has announced that it expects to cease reinvesting paydowns in April 2018. We cannot predict or control the impact future actions by regulators or U.S. government bodies such as the U.S. Federal Reserve will have on our business. Accordingly, future actions by regulators or U.S. government bodies, including the U.S. Federal Reserve, could have a material and adverse effect on our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***Interest rate caps on the ARMs and hybrid ARMs that may back our RMBS may reduce our net interest margin during periods of rising interest rates.***

ARMs and hybrid ARMs are typically subject to periodic and lifetime interest rate caps. Periodic interest rate caps limit the amount an interest rate can increase during any given period. Lifetime interest rate caps limit the amount an interest rate can increase through the maturity of the loan. We generally fund our RMBS with borrowings that typically are not subject to similar restrictions. Accordingly, in a period of rapidly increasing interest rates, our financing costs could increase without limitation while caps could limit the interest we earn on the ARMs and hybrid ARMs that will back our RMBS. This problem is magnified for ARMs and hybrid ARMs that are not fully indexed because such periodic interest rate caps prevent the coupon on the security from fully reaching the specified rate in one reset. Further, some ARMs and hybrid ARMs may be subject to periodic payment caps that result in a portion of the interest being deferred and added to the principal outstanding. As a result, we may receive less cash income on RMBS backed by ARMs and hybrid ARMs than necessary to pay interest on our related borrowings. Interest rate caps on RMBS backed by ARMs and hybrid ARMs could reduce our net interest margin if interest rates were to increase beyond the level of the caps, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***Our Manager relies on analytical models and other data to analyze potential asset acquisition and disposition opportunities and to manage our portfolio. These models are based on assumptions and the results may differ significantly from actual experience.***

Our Manager relies on analytical models and information and data supplied by third parties. These models and data may be used to value assets or potential asset acquisitions and dispositions and also in connection with our asset management activities. If these models and data prove to be incorrect, misleading or incomplete, any decisions made in reliance thereon could expose us to potential risks. In addition, models are only as accurate as the assumptions that go into building the models. Our Manager's use of models and data may induce it to purchase certain assets at prices that are too high, sell certain other assets at prices that are too low or miss favorable opportunities altogether. Similarly, any hedging activities that are based on faulty models and data may prove to be unsuccessful.

Some models, such as prepayment models or mortgage default models, may be predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behavior, leading to potential losses. In addition, the predictive models used by our Manager may differ substantially from those models used by other market participants, with the result that valuations based on these predictive models may be substantially higher or lower for certain assets than actual market prices. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the supplied historical data, and, in the case of predicting performance in scenarios with little or no historical precedent (such as extreme broad-based declines in home prices, or deep economic recessions or depressions), such models must employ greater degrees of extrapolation, and are therefore more speculative and of more limited reliability.

All valuation models rely on correct market data inputs. If incorrect market data is entered into even a well-founded valuation model, the resulting valuations will be incorrect. However, even if market data is input correctly, model prices will often differ substantially from market prices, especially for securities with complex characteristics or whose values are particularly sensitive to various factors. If our market data inputs are incorrect or our model prices differ substantially from market prices, our business, financial condition and results of operations and our ability to make distributions to our stockholders could be materially adversely affected.

TABLE OF CONTENTS

***Valuations of some of our assets will be inherently uncertain, may be based on estimates, may fluctuate over short periods of time and may differ from the values that would have been used if a ready market for these assets existed.***

While in many cases our determination of the fair value of our assets is based on valuations provided by third-party dealers and pricing services, we value assets based upon our judgment, and such valuations may differ from those provided by third-party dealers and pricing services. Valuations of certain assets are often difficult to obtain or unreliable. Depending on the complexity and illiquidity of an asset, valuations of the same asset can vary substantially from one dealer or pricing service to another. The valuation process has been particularly difficult recently because market events have made valuations of certain assets unpredictable, and the disparity of valuations provided by third-party dealers has widened. Our business, financial condition and results of operations and our ability to make distributions to our stockholders could be materially adversely affected if our fair value determinations of these assets are materially higher than actual market values.

***An increase in interest rates may cause a decrease in the volume of certain of our target assets, which could adversely affect our ability to acquire target assets that satisfy our investment objectives and to make distributions to our stockholders.***

Rising interest rates generally reduce the demand for mortgage loans due to the higher cost of borrowing. A reduction in the volume of mortgage loans originated may affect the volume of target assets available to us, which could adversely affect our ability to acquire assets that satisfy our investment objectives. Rising interest rates may also cause our target assets that were issued prior to an interest rate increase to provide yields that are below prevailing market interest rates. If rising interest rates cause us to be unable to acquire a sufficient volume of our target assets with a yield that is above our borrowing cost, our ability to satisfy our investment objectives and to make distributions to our stockholders could be materially adversely affected.

***The lack of liquidity of our assets may adversely affect our business, including our ability to sell our assets.***

Mortgage-related assets generally experience periods of illiquidity, including the period of delinquencies and defaults with respect to residential and commercial mortgage loans during the financial crisis. In addition, validating third-party pricing for illiquid assets may be more subjective than with respect to more liquid assets. Any illiquidity of our assets makes it difficult for us to sell such assets if the need or desire arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we previously recorded our assets. Assets that are illiquid are more difficult to finance, and to the extent that we use leverage to finance assets that become illiquid we may lose that leverage or have it reduced. Assets tend to become less liquid during times of financial stress, which is often the time that liquidity is most needed. As a result, our ability to sell assets or vary our portfolio in response to changes in economic and other conditions may be limited by liquidity constraints, which could adversely affect our results of operations and financial condition.

***We use leverage in executing our business strategy, which may adversely affect the return on our assets and may reduce cash available for distribution to our stockholders, as well as increase losses when economic conditions are unfavorable.***

We use leverage to finance our investments in certain of our target assets and to enhance our financial returns. Our primary source of leverage is short-term borrowings under master repurchase agreements collateralized by our RMBS assets. Other sources of leverage include MSR financings and, in the future, may include other credit facilities.

Through the use of leverage, we acquire positions with market exposure significantly greater than the amount of capital committed to the transaction. Although we are not required to maintain any particular minimum or maximum target debt-to-equity leverage ratio with respect to our RMBS assets, the amount of leverage we may employ for this

asset class will depend upon the availability of particular types of financing and our Manager's assessment of the credit, liquidity, price volatility, financing counterparty risk and other factors. Our Manager has discretion, without the need for further approval by our board of directors, to change the amount of leverage we utilize for our RMBS. We do not have a targeted debt-to-equity ratio for our RMBS. We use leverage for the primary purpose of financing our RMBS portfolio and not for the purpose of speculating on changes in interest rates. We may, however, be limited or restricted in the amount of leverage we may employ by the terms and provisions of any financing or other agreements that we may enter into in the future, and we are subject to margin calls as a result of our financing activity.

## TABLE OF CONTENTS

Our ability to achieve our investment and leverage objectives depends on our ability to borrow money in sufficient amounts and on favorable terms. In particular, our ability to execute on our prime mortgage loan strategy and our ability to build a significant servicing portfolio is dependent on obtaining sufficient financing on attractive terms. In addition, we must be able to renew or replace our maturing borrowings on a continuous basis. In recent years, investors and financial institutions that lend in the securities repurchase market have tightened lending standards in response to the difficulties and changed economic conditions that have materially adversely affected the RMBS market. These market disruptions have been most pronounced in the non-Agency RMBS market, but the impact has also extended to Agency RMBS, which has made the value of these assets unstable and relatively illiquid compared to prior periods. This could potentially increase our financing costs and reduce our liquidity. In addition, because we rely on short-term financing, we are exposed to changes in the availability of financing which may make it more difficult for us to secure continued financing.

Leverage magnifies both the gains and the losses of our positions. Leverage increases our returns as long as we earn a greater return on investments purchased with borrowed funds than our cost of borrowing such funds. However, if we use leverage to acquire an asset and the value of the asset decreases, the leverage may increase our loss. Even if the asset increases in value, if the asset fails to earn a return that equals or exceeds our cost of borrowing, the leverage will decrease our returns.

We are required to post large amounts of cash as collateral or margin to secure our leveraged RMBS positions. In the event of a sudden, precipitous drop in value of our financed assets, we might not be able to liquidate assets quickly enough to repay our borrowings, further magnifying losses. Even a small decrease in the value of a leveraged asset may require us to post additional margin or cash collateral. Our debt service payments and posting of margin or cash collateral will reduce cash flow available for distribution to stockholders. We may not be able to meet our debt service obligations. To the extent that we cannot meet our debt service obligations, we risk the loss of some or all of our assets to sale to satisfy our debt obligations.

To the extent we might be compelled to liquidate qualifying real estate assets to repay debts, our compliance with the REIT rules regarding our assets and our sources of income could be negatively affected, which could jeopardize our qualification as a REIT. Failing to qualify as a REIT would cause us to be subject to U.S. federal income tax (and any applicable state and local taxes) on all of our income and decrease profitability and cash available for distributions to stockholders.

***Adverse market developments generally will cause our lenders to require us to pledge cash as additional collateral. If our assets were insufficient to meet these collateral requirements, we might be compelled to liquidate particular assets at inopportune times and at unfavorable prices.***

Adverse market developments, including a sharp or prolonged rise in interest rates, a change in prepayment rates or increasing market concern about the value or liquidity of one or more types of our target assets, might reduce the market value of our portfolio, which generally will cause our lenders to initiate margin calls. A margin call means that the lender requires us to pledge cash as additional collateral to re-establish the ratio of the value of the collateral to the amount of the borrowing. If we are unable to satisfy margin calls, our lenders may foreclose on our collateral. The liquidation of collateral may jeopardize our ability to qualify as a REIT. Our failure to qualify as a REIT would cause us to be subject to U.S. federal income tax (and any applicable state and local taxes) on all of our income and decrease profitability and cash available for distribution to our stockholders.

***Our use of repurchase transactions gives our lenders greater rights in the event that we file for bankruptcy, which may make it difficult for us to recover our collateral in the event of a bankruptcy filing.***

Our borrowings under master repurchase agreements are intended to qualify for special treatment under the bankruptcy code, giving our lenders the ability to void the automatic stay provisions of the bankruptcy code and take possession of and liquidate collateral pledged in our repurchase transactions without delay if we file for bankruptcy. Furthermore, the special treatment of repurchase agreements under the bankruptcy code may make it difficult for us to recover our pledged assets in the event that any of our lenders files for bankruptcy. Thus, the use of repurchase transactions exposes our pledged assets to risk in the event of a bankruptcy filing by either our lenders or us.



## TABLE OF CONTENTS

***If our lenders default on their obligations to resell the RMBS back to us at the end of the repurchase transaction term, the value of the RMBS has declined by the end of the repurchase transaction term or we default on our obligations under the repurchase transaction, we will lose money on these transactions, which, in turn, may materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

When we engage in a repurchase transaction, we initially sell securities to the financial institution in exchange for cash, and our counterparty is obligated to resell the securities to us at the end of the term of the transaction, which is typically from 30 to 180 days, but which may be up to 364 days or more. The cash we receive when we initially sell the securities is less than the value of those securities. This difference is referred to as the haircut. If these haircuts are increased, we will be required to post additional cash collateral for our RMBS. If our counterparty defaults on its obligation to resell the securities to us, we would incur a loss on the transaction equal to the amount of the haircut (assuming there was no change in the value of the securities). See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources for information regarding borrowings under the Company's repurchase agreements.

If we default on one of our obligations under a repurchase transaction, the counterparty can terminate the transaction and cease entering into any other repurchase transactions with us. Such a default also would constitute a default under many of our financing agreements with other counterparties. In that case, there is no assurance we would be able to establish a suitable replacement facility on acceptable terms or at all.

***Hedging against interest rate changes and other risks may materially adversely affect our business, financial condition and results of operations and our ability to make distributions to our stockholders.***

Subject to maintaining our qualification as a REIT and exemption from registration under the Investment Company Act, we pursue various hedging strategies to seek to reduce our exposure to adverse changes in interest rates. Our hedging activity varies in scope based on the level and volatility of interest rates, the types of liabilities and assets held and other changing market conditions. Interest rate hedging may fail to protect or could adversely affect us because, among other things:

- interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates;
  - available interest rate hedges may not correspond directly with the interest rate risk for which protection is sought;
  - the duration of the hedge may not match the duration of the related assets or liabilities being hedged;
    - to the extent hedging transactions do not satisfy certain provisions of the Code, and are not made through a TRS, the amount of income that a REIT may earn from hedging transactions to offset interest rate losses is limited by U.S. federal tax provisions governing REITs;
  - the value of derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair value. Downward adjustments or mark-to-market losses would reduce our total stockholders' equity;
  - the credit quality of the hedging counterparty owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction; and
  - the hedging counterparty owing money in the hedging transaction may default on its obligation to pay.
- Our hedging transactions, which are intended to limit losses, may actually adversely affect our earnings, which could reduce our cash available for distribution to our stockholders.

***Changes in regulations relating to swaps activities may cause us to limit our swaps activity or subject us and our Manager to additional disclosure, recordkeeping, and other regulatory requirements.***

The enforceability of agreements underlying hedging transactions may depend on compliance with applicable statutory and commodity and other regulatory requirements and, depending on the identity of the counterparty, applicable international requirements. Recently, new regulations have been promulgated by U.S. and foreign regulators attempting to strengthen oversight of derivative contracts. Any actions taken by regulators could constrain our strategy and could increase our costs, either of which could materially and adversely affect our business, financial condition and results of operations and our ability to make distributions to our stockholders. In particular, the Dodd-Frank Act requires most derivatives to be executed on a regulated market and cleared through a central counterparty, which has resulted in increased margin requirements and costs. On

## TABLE OF CONTENTS

December 7, 2012, the CFTC issued a no-action letter that provides mortgage REITs relief from such registration, or the MREIT No-Action Letter, if they meet certain conditions and submit a claim for such no-action relief. We believe we meet the conditions set forth in the MREIT No-Action Letter, and we have filed our claim with the CFTC to perfect the use of the no-action relief from registration. However, if in the future we do not meet the conditions set forth in the MREIT No-Action Letter or the relief provided by the MREIT No-Action Letter becomes unavailable for any other reason, we may need to seek to obtain another exemption from registration or we may be required to register as a commodity pool operator with the CFTC. If we are required to register with the CFTC as a commodity pool operator, we would become subject to additional disclosure, recordkeeping and reporting requirements, which may increase our expenses or otherwise limit our ability to conduct our business as contemplated.

***We may change our investment strategy, investment guidelines and asset allocation without notice or stockholder consent, which may result in riskier investments. In addition, our charter provides that our board of directors may authorize us to revoke or otherwise terminate our REIT election, without the approval of our stockholders.***

Our board of directors has the authority to change our investment strategy or asset allocation at any time without notice to or consent from our stockholders. To the extent that our investment strategy changes in the future, we may make investments that are different from, and possibly riskier than, the investments described in this Annual Report and the other documents we file with the SEC from time to time. A change in our investment or leverage strategy may increase our exposure to interest rate and real estate market fluctuations or require us to sell a portion of our existing investments, which could result in gains or losses and therefore increase our earnings volatility. Decisions to employ additional leverage in executing our investment strategies could increase the risk inherent in our asset acquisition strategy. Furthermore, a change in our asset allocation could result in our allocating assets in a different manner than as described in this Annual Report.

In addition, our charter provides that our board of directors may authorize us to revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interests to qualify as a REIT. These changes could adversely affect our financial condition, results of operations, the market value of our common or preferred stock, and our ability to make distributions to our stockholders.

***We operate in a highly competitive market.***

Our profitability depends, in large part, on our ability to acquire targeted assets at favorable prices. We compete with a number of entities when acquiring our targeted assets, including other mortgage REITs, financial companies, public and private funds, commercial and investment banks and residential and commercial finance companies. We may also compete with the U.S. Federal Reserve and the U.S. Treasury to the extent they purchase assets in our targeted asset classes. Many of our competitors are substantially larger and have considerably greater access to capital and other resources than we do. Furthermore, new companies with significant amounts of capital have recently been formed or have raised additional capital, and may continue to be formed and raise additional capital in the future, and these companies may have objectives that overlap with ours, which may create competition for assets we wish to acquire. Some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of assets to acquire and establish more relationships than us. We also may have different operating constraints from those of our competitors including, among others, (i) tax-driven constraints such as those arising from our qualification as a REIT, (ii) restraints imposed on us by our efforts to comply with certain exclusions or exemptions from the definition of an investment company and (iii) restraints and additional costs arising from our status as a public company. Furthermore, competition for assets in our targeted asset classes may lead to the price of such assets increasing, which may further limit our ability to generate desired returns. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations.

***Our ability to make distributions to our stockholders depends on our operating results, our financial condition and other factors, and we may not be able to make regular cash distributions at a fixed rate or at all under certain circumstances.***

We intend to continue to distribute to our stockholders all or substantially all of our REIT taxable income in each year (subject to certain adjustments). This distribution policy will enable us to avoid being subject to U.S.

## TABLE OF CONTENTS

federal income tax on our taxable income that we distribute to our stockholders. However, our ability to make distributions will depend on our earnings, applicable law, our financial condition and such other factors as our board of directors may deem relevant from time to time. We will declare and make distributions to our stockholders only to the extent approved by our board of directors.

### ***Residential whole mortgage loans are subject to increased risks.***

We may acquire and manage pools of residential whole mortgage loans. Residential whole mortgage loans are subject to increased risks of loss. Unlike Agency RMBS, whole mortgage loans generally are not guaranteed by the U.S. Government or any GSE, though in some cases they may benefit from private mortgage insurance. Additionally, by directly acquiring whole mortgage loans, we do not receive the structural credit enhancements that benefit senior tranches of CMOs. A whole mortgage loan is directly exposed to losses resulting from default. Therefore, the value of the underlying property, the creditworthiness and financial position of the borrower and the priority and enforceability of the lien will significantly impact the value of such mortgage loan. In the event of a foreclosure, we may assume direct ownership of the underlying real estate. The liquidation proceeds upon sale of such real estate may not be sufficient to recover our cost basis in the loan, and any costs or delays involved in the foreclosure or liquidation process may increase losses.

Whole mortgage loans are also subject to special hazard risk (property damage caused by hazards, such as earthquakes or environmental hazards, not covered by standard property insurance policies), and to bankruptcy risk (reduction in a borrower's mortgage debt by a bankruptcy court). In addition, claims may be assessed against us on account of our position as a mortgage holder or property owner, including assignee liability, responsibility for tax payments, environmental hazards and other liabilities. In some cases, these liabilities may be recourse liabilities or may otherwise lead to losses in excess of the purchase price of the related mortgage or property.

### **Risks Related to Our Relationship with our Manager and Freedom Mortgage**

#### ***Our Manager has limited experience operating a REIT, and we cannot assure you that our Manager's past experience will be sufficient to successfully manage our business as a REIT.***

Our Manager has limited experience operating a REIT. The REIT provisions of the Code are complex, and any failure to comply with those provisions in a timely manner could prevent us from qualifying as a REIT or force us to pay unexpected taxes and penalties. In such event, our net income would be reduced, and we could incur a loss.

#### ***Our Manager has limited experience operating a public company or complying with regulatory requirements, including the Sarbanes-Oxley Act, which may hinder its ability to achieve our objectives.***

Prior to our commencement of operations in October 2013, our Manager had no experience operating a public company or complying with regulatory requirements, including the Sarbanes-Oxley Act. Our Manager's inexperience may hinder our Manager's ability to achieve our objectives, and we cannot assure you that we will be able to successfully execute our business strategies as a public company or comply with regulatory requirements applicable to public companies.

#### ***We are dependent on our Manager and certain key personnel that are or will be provided to us through our Manager and may not find a suitable replacement if our Manager terminates the management agreement or such key personnel are no longer available to us.***

We do not have any employees of our own other than four employees of our licensed mortgage servicing subsidiary, Aurora. We are completely reliant on our Manager, which has significant discretion as to the implementation of our

operating policies and execution of our business strategies and risk management practices. The departure of Messrs. Lown or Levine or other senior officers could have a material adverse effect on our ability to achieve our objectives.

We can offer no assurance that our Manager will remain our manager or that we will continue to have access to our Manager's senior management. We are subject to the risk that our Manager will terminate the management agreement or that we may deem it necessary to terminate the management agreement or prevent certain individuals from performing services for us and that no suitable replacement will be found to manage us.

If our management agreement is terminated and no suitable replacement is found to manage us or we are unable to find a suitable replacement on a timely basis, we may not be able to continue to execute our business

TABLE OF CONTENTS

strategy. No assurances can be given that our Manager will act in our best interests with respect to the allocation of personnel, services and resources to our business. The failure of any of the key personnel of our Manager to service our business with the requisite time and dedication could materially and adversely affect our ability to execute our business plan.

***The management fee payable to our Manager is payable regardless of the performance of our portfolio, which may reduce our Manager's incentive to devote the time and effort to seeking profitable opportunities for our portfolio.***

We pay our Manager a management fee, which may be substantial, based on our stockholders' equity (as defined in the management agreement) regardless of the performance of our portfolio. The management fee takes into account the net issuance proceeds of both common and preferred stock offerings, as well as issuances of equity securities by our Operating Partnership. Our Manager's entitlement to non-performance-based compensation might reduce its incentive to devote the time and effort of its professionals to seeking profitable opportunities for our portfolio, which could result in a lower performance of our portfolio and materially adversely affect our business, financial condition and results of operations.

***Our investment guidelines are very broad, and our board of directors will not approve each decision made by our Manager to acquire, dispose of, or otherwise manage an asset.***

Our Manager is authorized to follow very broad guidelines in pursuing our strategy. Our board of directors will periodically review our portfolio and asset-management decisions. However, it generally will not review all of our proposed acquisitions, dispositions and other management decisions. In addition, in conducting periodic reviews, our board of directors will rely primarily on information provided to it by our Manager. Furthermore, our Manager may arrange for us to use complex strategies or to enter into complex transactions that may be difficult or impossible to unwind by the time they are reviewed by our board of directors. Our Manager has great latitude within the broad guidelines in determining the types of assets it may decide are proper for us to acquire and other decisions with respect to the management of those assets subject to our maintaining our qualification as a REIT. Poor decisions could have a material adverse effect on our business, financial condition and results of operations and our ability to make distributions to our stockholders.

***There will be conflicts of interest in our relationships with our Manager and Freedom Mortgage, which could result in decisions that are not in the best interests of our stockholders.***

Our Manager is a Delaware limited liability company established by Mr. Middleman. The Manager is a party to a services agreement with Freedom Mortgage, which is wholly owned and controlled by Mr. Middleman. The Manager is owned by a blind trust for the benefit of Mr. Middleman.

We are dependent on our Manager for our day-to-day management and operations. In turn, the Manager is dependent on the performance of Freedom Mortgage under the services agreement. Various potential and actual conflicts of interest may arise from the activities of Freedom Mortgage and its affiliates by virtue of this relationship. The ability of our Manager's officers and personnel, with the exception of those officers that are dedicated to us, to engage in other business activities may reduce the time our Manager and certain of its officers and personnel spend managing us.

Our management agreement with our Manager was negotiated between related parties, and its terms may not be as favorable to us as if it had been negotiated on an arm's-length basis with an unrelated third party. Furthermore, we may choose not to enforce, or to enforce less vigorously, our rights under this or other agreements with Freedom Mortgage because of our desire to maintain our ongoing relationships with Freedom Mortgage and our Manager. In the future, Freedom Mortgage may sponsor other vehicles that invest in Excess MSR's or prime loans or other investments, and there may be situations where we compete with Freedom Mortgage or its affiliates for opportunities to acquire MSR's

or prime mortgage loans or other assets. Freedom Mortgage is a separate and distinct company with its own business interests and will be under no obligation to maintain its current business strategy. Freedom Mortgage will be under no obligation to offer MSR's or other assets to us, and Freedom Mortgage may offer those assets to third parties without offering such assets to us.

In addition, there may be conflicts of interest inherent in our relationship with Freedom Mortgage through our Manager to the extent Freedom Mortgage or our Manager invests in or creates new vehicles to invest in assets in which we may invest or whose investment objectives overlap with our investment objectives. Certain



## TABLE OF CONTENTS

investments appropriate for us may also be appropriate for one or more of these other investment vehicles. Members of our board of directors may serve as officers and/or directors of these other entities. In addition, in the future, our Manager or its affiliates may have investments in and/or earn fees from such other investment vehicles that are higher than their economic interests in us and which may therefore create an incentive to allocate investments to such other investment vehicles.

Our management agreement with our Manager generally does not limit or restrict our Manager or its affiliates from engaging in any business or managing other pooled investment vehicles that invest in investments that meet our investment objectives, except that under our management agreement neither our Manager nor any entity controlled by or under common control with our Manager is permitted to raise or sponsor any new pooled investment vehicle whose investment policies, guidelines or plans target as its primary investment category investments in Excess MSRs.

The ability of our Manager and its officers and employees to engage in other business activities, subject to the terms of our management agreement with our Manager, may reduce the amount of time our Manager, its officers or other employees spend managing us. In addition, we may engage (subject to our investment guidelines) in material transactions with Freedom Mortgage or our Manager, including, but not limited to, certain financing arrangements, co-investments in, or purchases of, MSRs or other assets, that present an actual, potential or perceived conflict of interest. It is possible that actual, potential or perceived conflicts could give rise to investor dissatisfaction, litigation or regulatory enforcement actions. Appropriately dealing with conflicts of interest is complex and difficult, and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential, actual or perceived conflicts of interest. Regulatory scrutiny of, or litigation in connection with, conflicts of interest could have a material adverse effect on our reputation, which could materially adversely affect our business in a number of ways, including causing an inability to raise additional funds, a reluctance of counterparties to do business with us, a decrease in the prices of our common or preferred securities and a resulting increased risk of litigation and regulatory enforcement actions.

***The management agreement with our Manager was not negotiated on an arm's-length basis and may not be as favorable to us as if it had been negotiated with an unaffiliated third party and may be costly and difficult to terminate.***

The management agreement that we have entered into with our Manager was negotiated between related parties, and its terms, including fees payable, may not be as favorable to us as if it had been negotiated with an unaffiliated third party. Various potential and actual conflicts of interest may arise from the activities of Freedom Mortgage and its affiliates.

Termination of our management agreement without cause is subject to several conditions which may make such a termination difficult and a significant termination fee could be payable by us. That fee will increase the effective cost to us of terminating the management agreement, thereby adversely affecting our ability to terminate our Manager without cause.

Pursuant to the management agreement, our Manager will not assume any responsibility other than to render the services called for thereunder and will not be responsible for any action of our board of directors in following or declining to follow the Manager's advice or recommendations. Under the terms of the management agreement, our Manager, Freedom Mortgage, and their affiliates and each of their officers, directors, trustees, members, stockholders, partners, managers, Investment Committee members, employees, agents, successors and assigns, will not be liable to us for acts or omissions performed in accordance with and pursuant to the management agreement, except because of acts constituting bad faith, willful misconduct, gross negligence, fraud or reckless disregard of their duties under the management agreement. In addition, we will indemnify our Manager, Freedom Mortgage, and their affiliates and each of their officers, directors, trustees, members, stockholders, partners, managers, Investment Committee members,

employees, agents, successors and assigns, with respect to all expenses, losses, damages, liabilities, demands, charges and claims arising from acts of our Manager not constituting bad faith, willful misconduct, gross negligence, fraud or reckless disregard of duties, performed in good faith in accordance with and pursuant to the management agreement.

***If our Manager ceases to be our Manager pursuant to the management agreement, our lenders and our derivative counterparties may cease doing business with us.***

If our Manager ceases to be our Manager, it would constitute an event of default or early termination event under many of our financing and hedging agreements, upon which our counterparties would have the right to

## TABLE OF CONTENTS

terminate their agreements with us. If our Manager ceases to be our Manager for any reason, including upon the non-renewal of our management agreement, and we are unable to obtain financing or enter into or maintain derivative transactions, our business, financial condition and results of operations and our ability to make distributions to our stockholders may be materially adversely affected.

### **Risks Related to Our Organizational Structure**

#### ***Maintenance of our exclusion from regulation as an investment company under the Investment Company Act imposes significant limitations on our operations.***

We intend to continue to conduct our operations so that neither we nor any of our subsidiaries is required to register as an investment company under the Investment Company Act. We conduct our business primarily through our Operating Partnership and its wholly-owned subsidiaries. The securities issued by our subsidiaries that are excluded from the definition of investment company under Section 3(c)(7) of the Investment Company Act, together with other investment securities we may own, cannot exceed 40% of the value of all of our assets (excluding U.S. Government securities and cash) on an unconsolidated basis. This requirement limits the types of businesses in which we may engage and the assets we may hold. Certain of our subsidiaries rely on the exclusion provided by Section 3(c)(5)(C) under the Investment Company Act which is designed for entities primarily engaged in the business of purchasing or otherwise acquiring mortgages and other liens on and interests in real estate. This exclusion generally requires that at least 55% of the entity's assets on an unconsolidated basis consist of qualifying real estate interests and at least 80% of the entity's assets consist of qualifying real estate interests or real estate-related assets. These requirements limit the assets those subsidiaries can own and the timing of sales and purchases of those assets.

To classify the assets held by our subsidiaries as qualifying real estate interests or real estate-related assets, we rely on no-action letters and other guidance published by the SEC staff regarding those kinds of assets, as well as upon our analyses (in consultation with outside counsel) of guidance published with respect to other types of assets. There can be no assurance that the laws and regulations governing the Investment Company Act status of companies similar to ours, or the guidance from the SEC or its staff regarding the treatment of assets as qualifying real estate interests or real estate-related assets, will not change in a manner that adversely affects our operations. To the extent that the SEC staff provides more specific guidance regarding any of the matters bearing upon our exemption from the need to register under the Investment Company Act, we may be required to adjust our strategy accordingly. Any additional guidance from the SEC staff could further inhibit our ability to pursue the strategies that we have chosen. Furthermore, although we intend to monitor the assets of our subsidiaries regularly, there can be no assurance that our subsidiaries will be able to maintain their exclusion from registration. Any of the foregoing could require us to adjust our strategy, which could limit our ability to make certain investments or require us to sell assets in a manner, at a price or at a time that we otherwise would not have chosen. This could negatively affect the value of our common or preferred stock, the sustainability of our business model and our ability to make distributions.

#### ***The ownership limits in our charter may discourage a takeover or business combination that may have benefited our stockholders.***

To assist us in qualifying as a REIT, among other purposes, our charter generally limits, unless waived by our board of directors, the beneficial or constructive ownership of any class of our stock by any person, other than Mr. Middleman, to no more than 9.0% in value or the number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our stock. This and other restrictions on ownership and transfer of our shares of stock contained in our charter may discourage a change of control of us and may deter individuals or entities from making tender offers for our common stock on terms that might be financially attractive to you or which may cause a change in our management. In addition to deterring potential transactions that may be favorable to our stockholders, these provisions may also decrease your ability to sell our common stock.

***Our stockholders' ability to control our operations is severely limited.***

Our board of directors approves our major strategies, including our strategies regarding investments, financing, growth, debt capitalization, REIT qualification and distributions. Our board of directors may amend or revise these and other strategies without a vote of our stockholders.

18

TABLE OF CONTENTS

***Certain provisions of Maryland law could inhibit a change in our control.***

Certain provisions of the Maryland General Corporation Law, or the MGCL, may have the effect of inhibiting a third party from making a proposal to acquire us or impeding a change of control under circumstances that otherwise could provide our stockholders with the opportunity to realize a premium over the then-prevailing market price of our common stock, including:

business combination provisions that, subject to limitations, prohibit certain business combinations between us and an interested stockholder (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding voting stock or an affiliate or associate of ours who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then-outstanding stock) or an affiliate of an interested stockholder for five years after the most recent date on which the stockholder became an interested stockholder, and thereafter require two supermajority stockholder votes to approve any such combination; and

control share provisions that provide that a holder of control shares of the Company (defined as voting shares of stock which, when aggregated with all other shares of stock owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), entitle the acquiror to exercise one of three increasing ranges of voting power in electing directors) acquired in a control share acquisition (defined as the direct or indirect acquisition of ownership or control of issued and outstanding control shares, subject to certain exceptions) generally has no voting rights with respect to the control shares except to the extent approved by our stockholders by the affirmative vote of two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

We have elected to opt-out of these provisions of the MGCL, in the case of the business combination provisions, by resolution of our board of directors exempting any business combination between us and any other person (provided that such business combination is first approved by our board of directors, including a majority of our directors who are not affiliates or associates of such person), and, in the case of the control share provisions, pursuant to a provision in our bylaws. However, our board of directors may by resolution elect to repeal the foregoing opt-out from the business combination provisions of the MGCL, and we may, by amendment to our bylaws, opt in to the control share provisions of the MGCL in the future.

***Our authorized but unissued common and preferred stock may prevent a change in our control.***

Our charter authorizes us to issue additional authorized but unissued common stock and preferred stock without stockholder approval. In addition, our board of directors may, without stockholder approval, (i) amend our charter to increase or decrease the aggregate number of our shares of stock or the number of shares of any class or series of stock that we have authority to issue, (ii) classify or reclassify any unissued common stock or preferred stock and set the preferences, rights and other terms of the classified or reclassified shares. As a result, among other things, our board may establish a class or series of common stock or preferred stock that could delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in the best interests of our stockholders.

***Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions not in your best interest.***

Our charter limits the liability of our present and former directors and officers to us and our stockholders for money damages to the maximum extent permitted under Maryland law. Under current Maryland law, our present and former directors and officers will not have any liability to us or our stockholders for money damages other than liability resulting from:

• actual receipt of an improper benefit or profit in money, property or services; or  
• active and deliberate dishonesty by the director or officer that was established by a final judgment and is material to the cause of action.

In addition, our charter authorizes us to indemnify our present and former directors and officers for actions taken by them in those and other capacities to the maximum extent permitted by Maryland law and our bylaws require us to indemnify our present and former directors and officers, to the maximum extent permitted by

## TABLE OF CONTENTS

Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us as a director or officer in these and other capacities. In addition, we may be obligated to pay or reimburse the expenses incurred by our present and former directors and officers without requiring a preliminary determination of their ultimate entitlement to indemnification. As a result, we and our stockholders may have more limited rights against our present and former directors and officers than might otherwise exist absent the current provisions in our charter and bylaws or that might exist with other companies, which could limit your recourse in the event of actions not in your best interests.

***Our charter contains provisions that make removal of our directors difficult, which could make it difficult for our stockholders to effect changes to our management.***

Our charter provides that, subject to the rights of holders of one or more classes or series of preferred stock to elect or remove one or more directors, a director may be removed only for cause (as defined in our charter), and then only by the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of directors. Vacancies may be filled only by a majority of the remaining directors in office, even if less than a quorum, for the full term of the directorship in which the vacancy occurred (other than vacancies among any directors elected by the holder or holders of any class or series of preferred stock, if such right exists). These requirements make it more difficult to change our management by removing and replacing directors and may prevent a change in our control that is in the best interests of our stockholders.

### **Risks Related to Our Common Stock**

***The market price and trading volume of our common stock may be volatile.***

The market price of our common stock may be highly volatile and subject to wide fluctuations. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. The stock market has experienced price and volume fluctuations that have affected the market price of many companies in industries similar or related to ours and that have been unrelated to these companies' operating performances. If the market price of our common stock declines significantly, you may be unable to resell your shares at a gain. Further, fluctuations in the trading price of our common stock may adversely affect the liquidity of the trading market for our common stock and, in the event that we seek to raise capital through future equity financings, our ability to raise such equity capital.

We cannot assure you that the market price of our common stock will not fluctuate or decline significantly in the future. Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include:

- actual or anticipated variations in our quarterly operating results;
- increases in market interest rates that lead purchasers of our common stock to demand a higher yield or to seek alternative investments;
- changes in market valuations of similar companies;
- adverse market reaction to any increased indebtedness we incur in the future;
- additions or departures of key personnel;
- actions by stockholders;
- speculation in the press or investment community;
- general market, economic and political conditions and the impact of these conditions on the global credit markets;
- the operating performance of other similar companies;
- changes in accounting principles; and
- passage of legislation or other regulatory developments that adversely affect us or our industry.





## TABLE OF CONTENTS

***For as long as we are an emerging growth company, we will not be required to comply with certain reporting requirements, including those relating to accounting standards and disclosure about our executive compensation, that apply to other public companies.***

We are an emerging growth company, as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act (the JOBS Act). As such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and of stockholder approval of any golden parachute payments not previously approved. To the extent we continue to take advantage of any of these exemptions, we do not know if some investors will find our common stock less attractive as a result. The result may be a less active trading market for our common stock, and our stock price may be more volatile.

We could remain an emerging growth company until December 31, 2018, which is the last day of the fiscal year following the fifth anniversary of the IPO, or until the earliest of (a) the last day of the first fiscal year in which our annual gross revenues exceed \$1.07 billion, (b) the date that we become a large accelerated filer as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (c) the date on which we have issued more than \$1 billion in non-convertible debt securities during the preceding three-year period.

In addition, pursuant to Section 107 of the JOBS Act, as an emerging growth company, we are permitted to take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards, which would allow us to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. This election is irrevocable. As a result of our election to utilize the extended transition period, our financial statements may not be comparable to those of other public companies that comply with such new or revised accounting standards. Please refer to Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Use of Estimates—Emerging Growth Company Status for further discussion of our election to utilize the extended transition period for complying with new or revised accounting standards.

***Future sales of our common stock or securities convertible into our common stock could cause the market value of our common stock to decline and could result in dilution of your shares.***

Sales of substantial amounts of shares of our common stock or securities convertible into our common stock could cause the market price of our common stock to decrease significantly. We cannot predict the effect, if any, of future sales of our common stock or securities convertible into our common stock, or the availability of shares of our common stock for future sales, on the value of our common stock. Sales of substantial amounts of shares of our common stock or securities convertible into our common stock, or the perception that such sales could occur, may adversely affect prevailing market values for our common stock.

***Future offerings of debt securities, which would rank senior to our common stock upon our liquidation, and future offerings of equity securities, which would dilute the common stock holdings of our existing stockholders and may be senior to our common stock for the purposes of dividend and liquidating distributions, may adversely affect the market price of our common stock.***

In the future, we may attempt to increase our capital resources by making offerings of debt or additional offerings of equity securities, including commercial paper, medium-term notes, senior or subordinated notes and classes of preferred stock or common stock. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock, or both. Our preferred stock could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, holders of our common stock bear the risk of our future offerings reducing the market price of our common stock and diluting their stock holdings in us.

## TABLE OF CONTENTS

### ***Broad market fluctuations could negatively impact the market price of our common stock.***

The stock market has experienced extreme price and volume fluctuations that have affected the market price of many companies in industries similar or related to ours and that have been unrelated to these companies' operating performances. These broad market fluctuations could reduce the market price of our common stock. Furthermore, our operating results and prospects may be below the expectations of public market analysts and investors or may be lower than those of companies with comparable market capitalizations, which could lead to a material decline in the market price of our common stock.

### ***We have not established a minimum distribution payment level with respect to our common stock, and we cannot assure you of our ability to make distributions in the future.***

We expect to make regular distributions to holders of our common stock and preferred stock in amounts such that we distribute all or substantially all of our REIT taxable income in each year. We have not established a minimum distribution payment level with respect to our common stock, and our ability to make distributions may be adversely affected by a number of factors, including the risk factors described in this report. All distributions will be made at the discretion of our board of directors and will depend on our earnings, our financial condition, debt covenants, maintenance of our REIT qualification, applicable law and other factors as our board of directors may deem relevant from time to time.

No assurance can be given that the level of any distributions we make to our stockholders will achieve a market yield or increase or even be maintained over time, any of which could materially and adversely affect the market price of our common stock. In addition, some of our distributions may include a return of capital, which would reduce the amount of capital available to operate our business.

Distributions that we make to our stockholders will generally be taxable to our stockholders as ordinary income. However, a portion of our distributions may be designated by us as long-term capital gains to the extent that they are attributable to capital gain income recognized by us or may constitute a return of capital to the extent that they exceed our earnings and profits as determined for U.S. federal income tax purposes. A return of capital is not taxable, but has the effect of reducing the tax basis of a stockholder's investment in our common stock.

### ***Common stock eligible for future sales may depress the market price of our common stock.***

We cannot predict the effect, if any, of future sales of shares of our common stock or securities that are convertible into or exchangeable or exercisable for shares of our common stock, or the availability of such securities for future sales, on the value of our common stock. Sales of substantial amounts of our common stock or securities that are convertible into or exchangeable or exercisable for shares of our common stock, or the perception that such sales could occur, may adversely affect prevailing market prices for our common stock.

We have registered for public resale 1,000,000 shares of our common stock held by Mr. Middleman. Mr. Middleman could sell, or indicate an intention to sell, any or all of these shares in the public market. As a result, the trading price of our common stock could decline. In addition, the perception in the market that these sales may occur could also cause the trading price of our common stock to decline.

## **Risks Related to Our Series A Preferred Stock**

***Our 8.20% Series A Cumulative Redeemable Preferred Stock (the "Series A Preferred Stock") ranks junior to our existing and future indebtedness and will rank junior to any class or series of stock we may issue in the future with terms specifically providing that such stock ranks senior to the Series A Preferred Stock with respect to the***

***payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up ( Senior Stock ), and your interests could be diluted by the issuance of additional shares of preferred stock and by other transactions.***

Our Series A Preferred Stock ranks junior to all of our existing and future indebtedness and any Senior Stock we may issue in the future and to other non-equity claims on us and our assets available to satisfy claims against us, including claims in bankruptcy, liquidation or similar proceedings. In the event of our bankruptcy, liquidation or dissolution or the winding-up of our affairs, our assets will be available to pay obligations on our Series A Preferred Stock only after all of our indebtedness and other liabilities have been paid. In addition, our Series A Preferred Stock would effectively rank junior to all indebtedness and other liabilities of any existing or

## TABLE OF CONTENTS

future subsidiaries. Such subsidiaries are or would be separate legal entities and have or will have no legal obligation to pay any amounts to us in respect of dividends due on our Series A Preferred Stock. If we are forced to liquidate our assets to pay our creditors, we may not have sufficient assets to pay amounts due on any or all of our Series A Preferred Stock then outstanding. We may in the future incur substantial amounts of debt and other obligations that will rank senior to our Series A Preferred Stock.

Our charter currently authorizes the issuance of up to 100,000,000 shares of preferred stock in one or more classes or series. Subject to limitations prescribed by Maryland law and our charter, our board of directors is authorized to issue, from our authorized but unissued shares of stock, preferred stock in such classes or series as our board of directors may determine and to establish from time to time the number of shares of preferred stock to be included in any such class or series. The issuance of additional shares of our Series A Preferred Stock or any class or series of stock we may issue in the future with terms specifically providing that such stock ranks on parity with our Series A Preferred Stock with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up ( Parity Stock ) would dilute the interests of the holders of our Series A Preferred Stock, and the issuance of any Senior Stock or the incurrence of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on our Series A Preferred Stock. Other than the limited conversion rights afforded to holders of our Series A Preferred Stock that may become exercisable in connection with certain changes of control, none of the provisions relating to our Series A Preferred Stock contain any terms relating to or limiting our indebtedness or affording the holders of our Series A Preferred Stock protection in the event of a highly leveraged or other transaction, including a merger or the sale, lease or conveyance of all or substantially all our assets, so long as the rights of the holders of our Series A Preferred Stock are not materially and adversely affected.

### ***The Series A Preferred Stock has not been rated.***

We have not sought to obtain a rating for our Series A Preferred Stock, and the Series A Preferred Stock may never be rated. It is possible, however, that one or more rating agencies might independently determine to assign a rating to our Series A Preferred Stock or that we may elect to obtain a rating of our Series A Preferred Stock in the future. Furthermore, we may elect to issue other securities for which we may seek to obtain a rating. If any ratings are assigned to our Series A Preferred Stock in the future or if we issue other securities with a rating, such ratings, if they are lower than market expectations or are subsequently lowered or withdrawn, could adversely affect the market for or the market value of the Series A Preferred Stock.

Ratings only reflect the views of the issuing rating agency or agencies, and such ratings could at any time be revised downward or withdrawn entirely at the discretion of the issuing rating agency. Further, a rating is not a recommendation to purchase, sell or hold any particular security, including our Series A Preferred Stock. In addition, ratings do not reflect market prices or suitability of a security for a particular investor, and any future rating of our Series A Preferred Stock may not reflect all risks related to the Company and its business, or the structure or market value of our Series A Preferred Stock.

### ***We may not be able to pay dividends or other distributions on the Series A Preferred Stock.***

Under Maryland law, no distributions on stock may be made if, after giving effect to the distribution, (i) the corporation would not be able to pay the indebtedness of the corporation as such indebtedness becomes due in the usual course of business or (ii) except in certain limited circumstances when distributions are made from net earnings, the corporation's total assets would be less than the sum of the corporation's total liabilities plus, unless the charter provides otherwise (which our charter does, with respect to our Series A Preferred Stock), the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of stockholders whose preferential rights on dissolution are superior to those receiving the distribution. There can be no guarantee that we will have sufficient cash to pay dividends on our Series A Preferred Stock. Our

ability to pay dividends may be impaired if any of the risks described in this Annual Report on Form 10-K were to occur. In addition, payment of our dividends depends upon our earnings, our financial condition, maintenance of our REIT qualification and other factors as our board of directors may deem relevant from time to time. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to make distributions on our Series A Preferred Stock and on our common stock, to pay our indebtedness or to fund our other liquidity needs.

TABLE OF CONTENTS

***Holders of our Series A Preferred Stock may not be able to exercise conversion rights upon a change of control. If exercisable, the change of control conversion rights applicable to our Series A Preferred Stock may not adequately compensate holders of our Series A Preferred Stock. These change of control conversion rights may also make it more difficult for a party to acquire us or discourage a party from acquiring us.***

Upon the occurrence of certain changes of control, each holder of our Series A Preferred Stock will have the right (unless, prior to the Change of Control Conversion Date (as defined below), we have provided notice of our election to redeem some or all of the shares of Series A Preferred Stock held by such holder, in which case such holder will have the right only with respect to shares of Series A Preferred Stock that are not called for redemption) to convert some or all of such holder's Series A Preferred Stock into shares of our common stock (or, under specified circumstances, certain alternative consideration). Notwithstanding that we generally may not redeem our Series A Preferred Stock prior to August 17, 2022, we have a special optional redemption right to redeem our Series A Preferred Stock in the event of certain changes of control, and holders of our Series A Preferred Stock will not have the right to convert any shares that we have elected to redeem prior to the date the Series A Preferred Stock is to be converted, which will be a business day selected by us that is no fewer than 20 days nor more than 35 days after the date on which we provide notice to the holders of Series A Preferred Stock (the Change of Control Conversion Date).

If we do not elect to redeem the Series A Preferred Stock prior to the Change of Control Conversion Date, then upon an exercise of the conversion rights provided to the holders of our Series A Preferred Stock, the holders of Series A Preferred Stock will be limited to a maximum number of shares of our common stock (or, if applicable, certain alternative conversion consideration) equal to 2.62881 multiplied by the number of shares of Series A Preferred Stock converted. If the Common Stock Price (as defined in the articles supplementary designating the Series A Preferred Stock) is less than \$9.51 per share, subject to adjustment in certain circumstances, the holders of Series A Preferred Stock will receive a maximum of 2.62881 shares of our common stock per share of Series A Preferred Stock, which may result in a holder receiving shares of common stock (or alternative conversion consideration, as applicable) with a value that is less than the liquidation preference of our Series A Preferred Stock.

In addition, the change of control conversion feature of the Series A Preferred Stock may have the effect of discouraging a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change of control transaction under circumstances that otherwise could provide the holders of Series A Preferred Stock with the opportunity to realize a premium over the then-current market price of such stock or that stockholders may otherwise believe is in their best interests.

***Our charter, including the articles supplementary designating the Series A Preferred Stock, contains restrictions upon transfer and ownership of our stock, which may impair the ability of holders to acquire the Series A Preferred Stock or convert Series A Preferred Stock into our common stock.***

Our charter, including the articles supplementary designating the Series A Preferred Stock, contains restrictions on transfer and ownership of our stock intended to, among other purposes, assist us in maintaining our qualification as a REIT for U.S. federal income tax purposes. Our charter provides that generally no person, other than certain exempted holders, may own, or be deemed to own by virtue of the attribution provisions of the Code, more than 9.0% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our stock. No holder of Series A Preferred Stock will be entitled to convert such stock into our common stock to the extent that receipt of shares of our common stock would cause the holder to exceed any of the limitations on ownership and transfer contained in our charter. In addition, these restrictions could have anti-takeover effects and could reduce the possibility that a third party will attempt to acquire control of us, which could adversely affect the market price of our Series A Preferred Stock.

***Holders of our Series A Preferred Stock have limited voting rights.***

Our common stock is the only class of our securities that carries full voting rights. Holders of Series A Preferred Stock may vote only (i) to elect two additional directors to our board of directors in the event that six full quarterly dividends (whether or not consecutive) payable on the Series A Preferred Stock are in arrears, (ii) on amendments to our charter, including the articles supplementary designating the Series A Preferred Stock, that materially and adversely affect the rights of the holders of Series A Preferred Stock or (iii) to authorize, increase or create additional classes or series of Senior Stock. Other than these limited circumstances, holders of Series A Preferred Stock generally do not have any voting rights.



TABLE OF CONTENTS

***The market price of our Series A Preferred Stock could be substantially affected by various factors.***

The market price of our Series A Preferred Stock will depend on many factors, which may change from time to time, including:

• prevailing interest rates, increases in which may have an adverse effect on the market price of the Series A Preferred Stock;

• trading prices of common and preferred equity securities issued by REITs and other similar companies;

• the annual yield from distributions on the Series A Preferred Stock as compared to yields on other financial instruments;

• general economic and financial market conditions;

• government action or regulation;

• our financial condition, performance and prospects and those of our competitors;

• changes in financial estimates or recommendations by securities analysts with respect to us, our competitors or our industry;

• our issuance of additional preferred equity securities or the incurrence of debt; and

• actual or anticipated variations in our quarterly operating results and those of our competitors.

As a result of these and other factors, holders of our Series A Preferred Stock may experience a decrease, which could be substantial and rapid, in the market price of the Series A Preferred Stock, including decreases unrelated to our operating performance or prospects.

***Future offerings of debt or equity securities may adversely affect the market price of our Series A Preferred Stock.***

Future issuances and sales of Parity Stock, or the perception that such issuances and sales could occur, may cause prevailing market prices for our Series A Preferred Stock and our common stock to decline and may adversely affect our ability to raise additional capital in the financial markets at times and prices favorable to us.

If we decide to issue debt or Senior Stock in the future, it is possible that these securities will be governed by an indenture or other instrument containing covenants or other provisions that will restrict our operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our Series A Preferred Stock and may result in dilution to owners of our Series A Preferred Stock. We and, indirectly, our stockholders, will bear the cost of issuing and servicing such securities. Because our decision to issue debt or equity securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, holders of our Series A Preferred Stock bear the risk of our future offerings reducing the market price of our Series A Preferred Stock and diluting the value of their holdings in us.

***If our common stock is delisted, the ability to transfer or sell shares of our Series A Preferred Stock may be limited and the market value of our Series A Preferred Stock will likely be materially adversely affected.***

Other than in connection with certain changes of control, our Series A Preferred Stock does not contain provisions that are intended to protect holders of our Series A Preferred Stock if our common stock is delisted from the New York Stock Exchange (the "NYSE"). Since our Series A Preferred Stock has no stated maturity date, holders of our Series A Preferred Stock may be forced to hold their shares of Series A Preferred Stock and receive stated dividends on the Series A Preferred Stock when, as and if authorized by our board of directors and declared and paid by us with no assurance as to ever receiving the liquidation value thereof. In addition, if our common stock is delisted from the NYSE, it is likely that our Series A Preferred Stock will be delisted from the NYSE as well. Accordingly, if our common stock is delisted from the NYSE, the ability to transfer or sell shares of our Series A Preferred Stock may be limited and the market value of our Series A Preferred Stock will likely be materially adversely affected.



## TABLE OF CONTENTS

### **U.S. Federal Income Tax Risks**

***Our failure to qualify as a REIT would subject us to U.S. federal, state and local income taxes, which could adversely affect the value of our common stock and would substantially reduce the cash available for distribution to our stockholders.***

We operate in a manner that is intended to cause us to qualify as a REIT for U.S. federal income tax purposes. However, the U.S. federal income tax laws governing REITs are complex, and interpretations of the U.S. federal income tax laws governing qualification as a REIT are limited. Moreover, our qualification and taxation as a REIT depend upon our ability to meet on a continuing basis, through actual annual operating results, certain qualification tests set forth in the U.S. federal income tax laws. Although we intend to operate so that we continue to qualify as a REIT, given the complex nature of the rules governing REITs, the ongoing importance of factual determinations, including the potential tax treatment of the investments we make, and the possibility of future changes in our circumstances, no assurance can be given that our actual results of operations for any particular taxable year will satisfy such requirements.

If we fail to qualify as a REIT in any calendar year, and do not qualify for certain statutory relief provisions, we would be required to pay U.S. federal income tax (and any applicable state and local taxes), including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and dividends paid to our stockholders would not be deductible by us in computing our taxable income. Further, if we fail to qualify as a REIT, we might need to borrow money or sell assets in order to pay any resulting tax. Our payment of income tax would decrease the amount of our income available for distribution to our stockholders. Furthermore, if we fail to qualify or maintain our qualification as a REIT, we no longer would be required under U.S. federal tax laws to distribute substantially all of our REIT taxable income to our stockholders. Unless our failure to qualify as a REIT was subject to relief under U.S. federal tax laws, we could not re-elect to qualify as a REIT until the fifth calendar year following the year in which we failed to qualify.

***Complying with REIT requirements may cause us to forego or liquidate otherwise attractive investments.***

To qualify as a REIT, we must continually satisfy various tests regarding the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our common stock. In order to meet these tests, we may be required to forego investments we might otherwise make. We may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution, and may be unable to pursue investments that would be otherwise advantageous to us in order to satisfy the source of income or asset diversification requirements for qualifying as a REIT. Thus, compliance with the REIT requirements may hinder our investment performance.

***Failure to make required distributions would subject us to tax, which would reduce the cash available for distribution to our stockholders.***

To qualify as a REIT, we must distribute to our stockholders each calendar year at least 90% of our REIT taxable income (including certain items of non-cash income), determined without regard to the deduction for dividends paid and excluding net capital gain. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to U.S. federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any calendar year are less than the sum of:

- 85% of our REIT ordinary income for that year;
- 95% of our REIT capital gain net income for that year; and

any undistributed taxable income from prior years.

We intend to distribute our taxable income to our stockholders in a manner intended to satisfy the 90% distribution requirement and to avoid both corporate income tax and the 4% nondeductible excise tax. However, there is no requirement that TRSs distribute their after tax net income to their parent REIT or its stockholders.

Our taxable income may substantially exceed our net income as determined based on generally accepted accounting principles ( GAAP ), because, for example, realized capital losses will be deducted in determining our GAAP net income, but may not be deductible in computing our taxable income. In addition, we may invest in assets that generate taxable income in excess of economic income or in advance of the corresponding cash

## TABLE OF CONTENTS

flow from the assets. As a result of the foregoing, we may generate less cash flow than taxable income in a particular year. To the extent that we generate such non-cash taxable income in a taxable year, we may incur corporate income tax and the 4% nondeductible excise tax on that income if we do not distribute such income to stockholders in that year. In that event, we may be required to use cash reserves, incur debt, sell assets, make taxable distributions of our shares or debt securities or liquidate non-cash assets at rates or at times that we regard as unfavorable to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in that year.

We may satisfy the 90% distribution test with taxable distributions of our stock or debt securities. On August 11, 2017, the IRS issued Revenue Procedure 2017-45 authorizing elective cash/stock dividends to be made by publicly held REITs (e.g., REITs that are required to file annual and periodic reports with the SEC under the Exchange Act). Pursuant to Revenue Procedure 2017-45, effective for distributions declared on or after August 11, 2017, the IRS will treat the distribution of stock pursuant to an elective cash/stock dividend as a distribution of property under Section 301 of the Code (e.g., a dividend), as long as at least 20% of the total dividend is available in cash and certain other parameters detailed in the Revenue Procedure are satisfied. Although we have no current intention of paying dividends in our own stock, if in the future we choose to pay dividends in our own stock, our stockholders may be required to pay tax in excess of the cash that they receive.

### ***Despite qualification as a REIT, we may face other tax liabilities that reduce our cash flows.***

Despite qualification as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes. In addition, Solutions, Aurora and any other TRSs we form will be subject to regular corporate U.S. federal, state and local taxes. Any of these taxes would decrease cash available for distributions to our stockholders.

### ***We may lose our REIT qualification or be subject to a penalty tax if the U.S. Internal Revenue Service, or IRS, successfully challenges our characterization of our investments in Excess MSR.***

We may create Excess MSR from the MSR held by Aurora. The IRS has issued two private letter rulings to other REITs holding that Excess MSR are qualifying assets for purposes of the 75% asset test and produce qualifying income for purposes of the 75% gross income test. Any income that is qualifying income for the 75% gross income test is also qualifying income for the 95% gross income test. A private letter ruling may be relied upon only by the taxpayer to whom it is issued, and the IRS may revoke a private letter ruling. Based on these private letter rulings and other IRS guidance regarding excess mortgage servicing fees, we generally intend to treat our investments in Excess MSR as qualifying assets for purposes of the 75% asset test and as producing qualifying income for purposes of the 95% and 75% gross income tests. However, we have not sought, and we do not intend to seek, our own private letter ruling. Thus, it is possible that the IRS could successfully take the position that our Excess MSR are not qualifying assets or do not produce qualifying income, presumably by recharacterizing Excess MSR as an interest in servicing compensation, in which case we may fail one or more of the income and asset requirements for REIT qualification. If we failed one of those tests, we would either be required to pay a penalty tax, which could be material, to maintain REIT status, or we would fail to qualify as a REIT.

### ***The failure of RMBS subject to a repurchase agreement to qualify as real estate assets would adversely affect our ability to qualify as a REIT.***

We have entered into repurchase agreements under which we nominally sell certain of our RMBS to a counterparty and simultaneously agree to repurchase the sold assets. We believe that, for U.S. federal income tax purposes, these transactions will be treated as secured debt and we will be treated as the owner of the RMBS that are the subject of any such repurchase agreement notwithstanding that such agreements may transfer record ownership of such assets to

the counterparty during the term of the agreement. It is possible, however, that the IRS could successfully assert that we do not own the RMBS during the term of the repurchase agreement, in which case we could fail to qualify as a REIT.

***Our ability to engage in TBA transactions could be limited by the requirements necessary to qualify as a REIT, and we could fail to qualify as a REIT as a result of these investments.***

We purchase and sell TBAs for purposes of managing interest related risks associated with our liabilities under repurchase agreements, including duration and basis risks. We generally treat such TBA purchases and sales as hedging transactions that hedge indebtedness incurred to acquire or carry real estate assets, or

## TABLE OF CONTENTS

qualifying liability hedges for REIT purposes. From time to time, we also opportunistically engage in TBA transactions because we find them attractive on their own. The law is unclear regarding whether income and gains from TBAs that are not qualifying liability hedges are qualifying income for the 75% gross income test and whether TBAs are qualifying assets for the 75% asset test.

To the extent that we engage in TBA transactions that are not qualifying liability hedges for REIT purposes, unless we receive a favorable private letter ruling from the IRS or we are advised by counsel that income and gains from such TBAs should be treated as qualifying income for purposes of the 75% gross income test, we will limit our income and gains from dispositions of such TBAs and any non-qualifying income to no more than 25% of our gross income for each calendar year. Further, unless we receive a favorable private letter ruling from the IRS or we are advised by counsel that TBAs should be treated as qualifying assets for purposes of the 75% asset test, we will limit our investment in such TBAs and any non-qualifying assets to no more than 25% of our total assets at the end of any calendar quarter and will limit the TBAs held by us that are issued by any one issuer to no more than 5% of our total assets at the end of any calendar quarter. Accordingly, our ability to purchase and sell Agency RMBS through TBAs and to hold or dispose of TBAs, through dollar roll transactions or otherwise, could be limited.

Even if we are advised by counsel that such TBAs should be treated as qualifying assets or that income and gains from such TBAs should be treated as qualifying income, it is possible that the IRS could successfully take the position that such assets are not qualifying assets and such income is not qualifying income. In that event, we could be subject to a penalty tax or we could fail to qualify as a REIT if (i) the value of our TBAs, together with our other non-qualifying assets for the 75% asset test, exceeded 25% of our total assets at the end of any calendar quarter, (ii) the value of our TBAs issued by any one issuer exceeded 5% of our total assets at the end of any calendar quarter, or (iii) our income and gains from our TBAs that are not qualifying liability hedges, together with our non-qualifying income for the 75% gross income test, exceeded 25% of our gross income for any taxable year.

### ***Complying with REIT requirements may limit our ability to hedge effectively.***

The REIT provisions of the Code substantially limit our ability to hedge. Our aggregate gross income from non-qualifying hedges, fees, and certain other non-qualifying sources cannot exceed 5% of our annual gross income. As a result, we might have to limit our use of advantageous hedging techniques or implement those hedges through a TRS. Any hedging income earned by a TRS would be subject to U.S. federal, state and local income tax at regular corporate rates. This could increase the cost of our hedging activities or expose us to greater risks associated with interest rate changes or other changes than we would otherwise want to bear.

### ***Our ownership of and relationship with Solutions, Aurora and any future TRSs that we form will be limited and a failure to comply with the limits would jeopardize our REIT status and may result in the application of a 100% excise tax.***

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may earn income that would not be qualifying income if earned directly by the parent REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation (other than a REIT) of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20% of the value of a REIT's total assets may consist of stock or securities of one or more TRSs. A domestic TRS will pay U.S. federal, state and local income tax at regular corporate rates on any income that it earns. In addition, if a TRS borrows funds either from us or a third party, it may be unable to deduct all or a portion of the interest paid, resulting in a higher corporate level tax liability. Specifically, recently enacted tax reform legislation imposes a disallowance of deductions for business interest expense (even if paid to third parties) in excess of the sum of a taxpayer's business interest income and 30% of the adjusted taxable income of the business, which is its taxable income computed without regard to business interest income or expense, net operating losses or the pass-through income deduction (and for

taxable years before 2022, excludes depreciation and amortization). The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis. Solutions, Aurora and any future domestic TRS that we may form will pay U.S. federal, state and local income tax on its taxable income, and its after-tax net income will be available for distribution to us but is not required to be distributed to us unless necessary to maintain our REIT qualification.



## TABLE OF CONTENTS

***Our ownership limitation may restrict change of control or business combination opportunities in which our stockholders might receive a premium for their common stock.***

In order for us to qualify as a REIT for each taxable year after 2013, no more than 50% in value of our outstanding shares of stock may be owned, directly or indirectly, by five or fewer individuals during the last half of any calendar year. Individuals for this purpose include natural persons, private foundations, some employee benefit plans and trusts, and some charitable trusts. In order to help us qualify as a REIT, among other purposes, our charter generally prohibits any person, other than Mr. Middleman, from beneficially or constructively owning more than 9.0% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our stock.

The ownership limitation and other restrictions could have the effect of discouraging a takeover or other transaction in which holders of shares of our common stock might receive a premium for their common stock over the then-prevailing market price or which holders might believe to be otherwise in their best interests.

***Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.***

The maximum tax rate applicable to qualified dividend income payable to U.S. stockholders that are taxed at individual rates is 20% (plus the 3.8% surtax on net investment income, if applicable). Dividends payable by REITs, however, are generally not eligible for the reduced rates on qualified dividend income. Rather, under the recently-enacted Tax Cuts and Jobs Act (the TCJA), REIT dividends constitute qualified business income and thus a 20% deduction is available to individual taxpayers with respect to such dividends, resulting in a 29.6% maximum federal tax rate (plus the 3.8% surtax on net investment income, if applicable) for individual U.S. stockholders. Additionally, without further legislative action, the 20% deduction applicable to REIT dividends will expire on January 1, 2026. The more favorable rates applicable to regular corporate qualified dividends could cause investors who are taxed at individual rates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our stock.

***We may be subject to adverse legislative or regulatory tax changes that could reduce the market price of our common stock.***

At any time, the U.S. federal income tax laws or regulations governing REITs or the administrative interpretations of those laws or regulations may be amended. We cannot predict when or if any new U.S. federal income tax law, regulation or administrative interpretation, or any amendment to any existing U.S. federal income tax law, regulation or administrative interpretation, will be adopted, promulgated or become effective and any such law, regulation or interpretation may take effect retroactively. We and our stockholders could be adversely affected by any such change in, or any new, U.S. federal income tax law, regulation or administrative interpretation.

The recently-enacted TCJA makes significant changes to the U.S. federal income tax rules for taxation of individuals and corporations. The top corporate income tax rate has been reduced to 21%. In the case of individuals, the tax brackets have been adjusted, the top federal income rate has been reduced to 37%, special rules reduce taxation of certain income earned through passthrough entities and reduce the top effective rate applicable to ordinary dividends from REITs to 29.6% (through a 20% deduction for ordinary REIT dividends received) and various deductions have been eliminated or limited, including limiting the deduction for state and local taxes to \$10,000 per year. The TCJA generally requires us to take certain amounts in income no later than the time such amounts are reflected on certain financial statements. The application of this rule may require the accrual of income with respect to our debt instruments, such as original issue discount or market discount, but excluding any accrual of income with respect to our MSRs, earlier than would be the case under the general tax rules, although the precise application of this rule is unclear at this time. This rule generally will be effective for tax years beginning after December 31, 2017 or, for debt

instruments issued with original issue discount, for tax years beginning after December 31, 2018. To the extent that this rule requires the accrual of income earlier than under the general tax rules, it could increase our phantom income, which may make it more likely that we could be required to borrow funds or take other action to satisfy the REIT distribution requirements for the taxable year in which this phantom income is recognized. Most of the changes applicable to individuals are temporary and apply only to taxable years beginning after December 31, 2017 and before January 1, 2026. There are only minor changes to the REIT rules (other than the 20% deduction applicable to individuals for ordinary

## TABLE OF CONTENTS

REIT dividends received). The TCJA makes numerous other large and small changes to the tax rules that do not affect REITs directly but may affect our stockholders and may indirectly affect us. For example, the TCJA reduces the limit for individual s mortgage interest expense to interest on \$750,000 of mortgages and does not permit deduction of interest on home equity loans (after grandfathering all existing mortgages). Such change and the reduction in deductions for state and local taxes (including property taxes) may adversely affect the residential mortgage markets in which we invest.

Prospective stockholders are urged to consult with their tax advisors with respect to the status of the TCJA and any other regulatory or administrative developments and proposals and their potential effect on investment in our stock.

### ***Our recognition of phantom income may reduce a stockholder s after-tax return on an investment in our common stock.***

We may recognize taxable income in excess of our economic income, known as phantom income, in the first years that we hold certain investments, and experience an offsetting excess of economic income over our taxable income in later years. Moreover, under the TCJA, we generally will be required to take certain amounts into income no later than the time such amounts are reflected on certain financial statements. The application of this rule may require the accrual of income with respect to our debt instruments, such as original issue discount or market discount, but excluding any accrual of income with respect to our MSR, earlier than would be the case under the general tax rules, although the precise application of this rule is unclear at this time. This rule generally will be effective for tax years beginning after December 31, 2017 or, for debt instruments issued with original issue discount, for tax years beginning after December 31, 2018. To the extent that this rule requires the accrual of income earlier than under the general tax rules, it could increase our phantom income. As a result, stockholders at times may be required to pay U.S. federal income tax on distributions that economically represent a return of capital rather than a dividend. These distributions would be offset in later years by distributions representing economic income that would be treated as returns of capital for U.S. federal income tax purposes. Taking into account the time value of money, this acceleration of U.S. federal income tax liabilities may reduce a stockholder s after-tax return on his or her investment to an amount less than the after-tax return on an investment with an identical before-tax rate of return that did not generate phantom income.

### ***Liquidation of our assets may jeopardize our REIT qualification.***

To maintain our qualification as a REIT, we must comply with requirements regarding our assets and our sources of income. If we are compelled to liquidate our assets to repay obligations to our lenders or for other reasons, we may be unable to comply with these requirements, thereby jeopardizing our qualification as a REIT, or we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as inventory or property held primarily for sale to customers in the ordinary course of business.

### ***Our qualification as a REIT and exemption from U.S. federal income tax with respect to certain assets may be dependent on the accuracy of legal opinions or advice rendered or given or statements by the issuers of assets that we acquire, and the inaccuracy of any such opinions, advice or statements may adversely affect our REIT qualification and result in significant corporate-level tax.***

When purchasing securities, we may rely on opinions or advice of counsel for the issuer of such securities, or statements made in related offering documents, for purposes of determining whether such securities represent debt or equity securities for U.S. federal income tax purposes, the value of such securities, and also to what extent those securities constitute qualified real estate assets for purposes of the REIT asset tests and produce income that qualifies under the 75% gross income test. The inaccuracy of any such opinions, advice or statements may adversely affect our ability to qualify as a REIT and result in significant corporate-level tax.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Our business is operated from space provided through our Manager located at 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727, telephone (877) 870-7005, and 623 Fifth Avenue, 24<sup>th</sup> Floor, New York, New York 10022, telephone (877) 870-7005.

30

TABLE OF CONTENTS

**Item 3. Legal Proceedings**

From time to time, the Company may be involved in various claims and legal actions in the ordinary course of business. As of December 31, 2017, the Company is not aware of any material legal or regulatory claims.

**Item 4. Mine Safety Disclosures**

Not applicable.

31

TABLE OF CONTENTS**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock has been listed and traded on the NYSE under the symbol CHMI since October 4, 2013. Prior to October 4, 2013, our common stock was not listed on any exchange or over-the-counter market. On March 15, 2018, the closing sale price for our common stock on the NYSE was \$16.96 per share. The following table presents the quarterly high and low closing sale prices per share of our common stock on the NYSE for the periods indicated below:

	<b>Common Stock</b>	
	<b>High</b>	<b>Low</b>
<b>2017</b>		
Fourth Quarter	\$ 19.04	\$ 17.72
Third Quarter	\$ 19.35	\$ 18.10
Second Quarter	\$ 19.01	\$ 16.63
First Quarter	\$ 19.13	\$ 16.56
<b>2016</b>		
Fourth Quarter	\$ 18.85	\$ 16.04
Third Quarter	\$ 17.94	\$ 14.99
Second Quarter	\$ 16.04	\$ 14.07
First Quarter	\$ 14.55	\$ 12.65

**Holder**

As of March 16, 2018, we had seven holders of record of our common stock. The seven holders of record include Cede & Co., which holds shares as nominee for The Depository Trust Company, which itself holds shares on behalf of the beneficial owners of our common stock. Such information was obtained from our registrar and transfer agent.

**Dividends**

The Company has elected to be taxed as a REIT under the Code. To qualify as a REIT, the Company must distribute at least 90% of its annual REIT taxable income to stockholders within the time frame set forth in the Code, and the Company must also meet certain other requirements. Although we may borrow funds to make distributions, cash for such distributions is expected to be largely generated from our results of operations. Dividends are declared and paid at the discretion of our board of directors and depend on our taxable net income, cash available for distribution, financial condition, ability to maintain our qualification as a REIT, and such other factors that our board of directors may deem relevant. From time to time, a portion of our dividends on our capital stock may be characterized as capital gains or return of capital. For 2017 and 2016, all of our common stock dividends were characterized as ordinary income to stockholders. (See Item 1A, Risk Factors, and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, of this Annual Report on Form 10-K, for information regarding the sources of funds used for dividends and for a discussion of factors which may adversely affect our ability to pay dividends.)

TABLE OF CONTENTS

We declared the following quarterly cash dividends on our common stock for the quarterly periods indicated below:

	<b>Declaration Date</b>	<b>Record Date</b>	<b>Payment Date</b>	<b>Amount per Share</b>
<b>2017</b>				
Fourth Quarter	12/7/2017	12/29/2017	1/30/2018	\$ 0.49
Third Quarter	9/15/2017	9/29/2017	10/24/2017	\$ 0.49
Second Quarter	6/15/2017	6/30/2017	7/25/2017	\$ 0.49
First Quarter	3/8/2017	3/20/2017	4/25/2016	\$ 0.49
<b>2016</b>				
Fourth Quarter	12/8/2016	12/31/2016	1/31/2017	\$ 0.64
Third Quarter	9/8/2016	9/30/2016	10/25/2016	\$ 0.49
Second Quarter	6/16/2016	6/30/2016	7/26/2016	\$ 0.49
First Quarter	3/8/2016	3/31/2016	4/26/2016	\$ 0.49

**Stockholder Return Performance**

The following graph is a comparison of the cumulative total stockholder return on our common stock, the S&P 500 Index, the Russell 2000 Index and the SNL Finance REIT Index, a peer group index, from October 4, 2013 (commencement of trading of our common stock on the NYSE) to December 31, 2017. The graph assumes that \$100 was invested on October 4, 2013 in our common stock, the S&P 500 Index, the Russell 2000 Index and the SNL Finance REIT Index and that all dividends were reinvested without the payment of any commissions. There can be no assurance that the performance of our common stock will continue in line with the same or similar trends depicted in the graph below:

	<b>Period Ended</b>					
	<b>October 4, 2013</b>	<b>December 31, 2013</b>	<b>December 31, 2014</b>	<b>December 31, 2015</b>	<b>December 30, 2016</b>	<b>December 31, 2017</b>
Cherry Hill Mortgage Investment Corporation	\$ 100.00	\$ 91.22	\$ 105.32	\$ 83.92	\$ 133.39	\$ 146.47
Russel 2000	\$ 100.00	\$ 109.00	\$ 114.34	\$ 109.29	\$ 132.58	\$ 152.00
SNL Finance REIT <sup>(A)</sup>	\$ 100.00	\$ 100.47	\$ 115.06	\$ 105.51	\$ 129.97	\$ 151.65
S&P 500	\$ 100.00	\$ 110.67	\$ 125.82	\$ 127.56	\$ 142.82	\$ 174.00

Source: SNL Financial LC

In addition to the Company, as of December 31, 2017, the SNL Finance REIT Index comprised the following companies: AG Mortgage Investment Tr Inc., AGNC Investment Corp., American Church Mortgage Co., Annaly Capital Mgmt Inc., Anworth Mortgage Asset Corp., Apollo Commercial Real Estate, Arbor Realty Trust Inc., Ares Commercial RE Corp., ARMOUR Residential REIT Inc.,

TABLE OF CONTENTS

Blackstone Mortgage Tr Inc., Capstead Mortgage Corp., Chimera Investment Corp., CV Holdings Inc., CYS Investments Inc., Dynex Capital Inc., Ellington Resdl Mrtg REIT, Five Oaks Investment Corp., Granite Point Mortgage Trust, Great Ajax Corp., Hannon Armstrong Sustainable, Invesco Mortgage Capital Inc., JER Investors Trust Inc., Jernigan Capital Inc., KKR Real Estate Finance Trust, Ladder Capital Corp, MFA Financial Inc., MTGE Investment Corp., New Resdl Invt Corp., New York Mortgage Trust Inc., Orchid Island Capital Inc., Owens Realty Mortgage Inc., PennyMac Mortgage Invt Trust, RAIT Financial Trust, Redwood Trust Inc., Resource Capital Corp., Sachem Capital Corp., Starwood Property Trust Inc., Sutherland Asset Mgmt Corp., TPG RE Finance Trust Inc, Tremont Mortgage Trust, Two Harbors Investment Corp., United Development Funding IV and Western Asset Mrtg Cap Corp.

**Securities Authorized For Issuance Under Equity Compensation Plans**

During 2013, the board of directors approved and the Company adopted the Cherry Hill Mortgage Investment Corporation 2013 Equity Incentive Plan (the 2013 Plan ). The 2013 Plan provides for the grant of options to purchase shares of the Company s common stock, stock awards, stock appreciation rights, performance units, incentive awards and other equity-based awards, including long term incentive plan units ( LTIP-OP Units ) of the Operating Partnership. Each LTIP-OP Unit awarded is deemed equivalent to an award of one share of our common stock under the 2013 Plan and reduces the 2013 Plan s share authorization for other awards on a one-for-one basis.

The following table presents information with respect to the Company s equity compensation plans as of December 31, 2017:

**Equity Incentive Plan Information**

**As of December 31, 2017**

	<b>Number of Securities Issued or to be Issued Upon Exercise</b>	<b>Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans</b>
Equity compensation Plans Approved By Shareholders		1,288,869
LTIP-OP Units	178,500	
Forfeited LTIP-OP Units	(916 )	
Converted LTIP-OP Units	(12,917 )	
Shares of Common Stock	49,619	
Forfeited Shares of Common Stock	(3,155 )	
Equity Compensation Plans Not Approved By Shareholders		—

LTIP-OP Units (sometimes referred to as profits interest units) are a special class of partnership interest in the Operating Partnership. LTIP-OP Units may be issued to eligible participants for the performance of services to or for the benefit of the Operating Partnership. Initially, LTIP-OP Units do not have full parity with the Operating Partnership s common units of limited partnership interest ( OP Units ) with respect to liquidating distributions; however, LTIP-OP Units receive, whether vested or not, the same per-unit distributions as OP Units and are allocated



their pro-rata share of the Operating Partnership's net income or loss. Under the terms of the LTIP-OP Units, the Operating Partnership will revalue its assets upon the occurrence of certain specified events, and any increase in the Operating Partnership's valuation from the time of grant of the LTIP-OP Units until such event will be allocated first to the holders of LTIP-OP Units to equalize the capital accounts of such holders with the capital accounts of the holders of OP Units. Upon equalization of the capital accounts of the holders of LTIP-OP Units with the other holders of OP Units, the LTIP-OP Units will achieve full parity with OP Units for all purposes, including with respect to liquidating distributions. If such parity is reached, vested LTIP-OP Units may be converted into an equal number of OP Units at any time and, thereafter, enjoy all the rights of OP Units, including redemption rights.

TABLE OF CONTENTS**Item 6. Selected Financial Data**

All currency figures are presented in thousands, except per share amounts or as otherwise noted.

The selected financial data set forth below has been derived from our audited consolidated financial statements.

This information should be read in conjunction with Item 1. Business, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and the audited consolidated financial statements and notes thereto included under Item 8. Consolidated Financial Statements and Supplementary Data in this Annual Report on Form 10-K.

	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
<b>Operating Data:</b>					
<b>Income</b>					
Interest income	\$ 42,049	\$ 30,722	\$ 27,712	\$ 26,497	\$ 6,228
Interest expense	19,881	7,808	5,983	4,307	867
Net interest income	22,168	22,914	21,729	22,190	5,361
Servicing fee income	24,034	7,579	1,719	—	—
Servicing costs	5,783	2,562	761	—	—
Net servicing income	18,251	5,017	958	—	—
Other income (loss)					
Realized gain (loss) on RMBS, net	(503 )	1,399	854	(60 )	(527 )
Realized gain on investments in Excess MSR, net	6,678	1,520	—	—	—
Realized gain (loss) on derivatives, net	(5,554 )	(7,963 )	(3,913 )	(2,643 )	59
Realized gain on acquired assets, net	—	—	449	—	—
Unrealized gain (loss) on derivatives, net	6,580	12,080	(59 )	(6,564 )	2,747
Unrealized gain (loss) on investments in Excess MSRs	—	249	(19 )	(5,100 )	14,894
Unrealized gain (loss) on investments in MSRs	9,159	(3,285 )	(1,123 )	—	—
<b>Total Income</b>	<b>56,779</b>	<b>31,931</b>	<b>18,876</b>	<b>7,823</b>	<b>22,534</b>
<b>Expenses</b>					
General and administrative expense	3,817	3,284	3,081	3,028	716
Management fee to affiliate	4,347	2,946	2,783	2,560	616
<b>Total Expenses</b>	<b>8,164</b>	<b>6,230</b>	<b>5,864</b>	<b>5,588</b>	<b>1,332</b>
<b>Income Before Income Taxes</b>	<b>48,615</b>	<b>25,701</b>	<b>13,012</b>	<b>2,235</b>	<b>21,202</b>
(Benefit from) provision for corporate business taxes	601	458	(343 )	(140 )	—
<b>Net Income</b>	<b>48,014</b>	<b>25,243</b>	<b>13,355</b>	<b>2,375</b>	<b>21,202</b>
Net (income) loss allocated to noncontrolling interests in Operating	(655 )	(411 )	(141 )	(22 )	(107 )

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Partnership							
Dividends on preferred stock		1,833		—		—	—
<b>Net Income Applicable to Common Stockholders</b>	<b>\$</b>	<b>45,526</b>	<b>\$</b>	<b>24,832</b>	<b>\$</b>	<b>13,214</b>	<b>\$ 2,353</b>
<b>Net income Per Share of Common Stock</b>							
Basic	\$	3.98	\$	3.31	\$	1.76	\$ 0.31
Diluted	\$	3.98	\$	3.30	\$	1.76	\$ 0.31
<b>Weighted Average Number of Shares of Common Stock Outstanding</b>							
Basic		11,443,493		7,512,444		7,509,543	7,505,546
Diluted		11,450,831		7,523,297		7,512,444	7,508,827
Dividends per share of Common Stock	\$	1.96	\$	2.11	\$	1.98	\$ 2.03

TABLE OF CONTENTS

	December 31, 2017	December 31, 2016	December 31, 2015	December 31, 2014	December 31, 2013
<b>Balance Sheet Data:</b>					
RMBS, available-for-sale (including pledged assets of \$1,728,564 and \$608,560, respectively)	\$ 1,840,912	\$ 671,904	\$ 508,242	\$ 416,003	\$ 286,979
Investments in Servicing Related Assets at fair value (including pledged assets of \$122,806 and \$61,263, respectively)	122,806	61,263	97,803	91,322	110,306
Total Assets	2,050,685	792,878	636,340	531,926	427,398
Repurchase agreements	1,666,537	594,615	385,560	362,126	261,302
Federal Home Loan Bank advances	—	—	62,250	—	—
Derivative liabilities	344	694	4,595	4,088	592
Notes payable	39,025	22,886	24,313	—	—
Dividends payable	7,273	4,816	3,684	3,830	3,375
Total Liabilities	1,728,228	636,869	484,003	371,608	266,276
Total Stockholders' Equity	322,457	156,009	152,337	160,318	161,122

## TABLE OF CONTENTS

### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis should be read in conjunction with our audited consolidated financial statements and the accompanying notes included in Item 8. Consolidated Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

*All currency amounts are presented in thousands, except per share amounts or as otherwise noted.*

#### **General**

We are a public residential real estate finance company focused on acquiring, investing in and managing residential mortgage assets in the United States. We were incorporated in Maryland on October 31, 2012, and we commenced operations on or about October 9, 2013 following the completion of our IPO and a concurrent private placement. Our common stock is listed and traded on the New York Stock Exchange under the symbol CHMI. We are externally managed by our Manager, Cherry Hill Mortgage Management, LLC, an SEC-registered investment adviser.

Our principal objective is to generate attractive current yields and risk-adjusted total returns for our stockholders over the long term, primarily through dividend distributions and secondarily through capital appreciation. We attempt to attain this objective by selectively constructing and actively managing a portfolio of Servicing Related Assets and RMBS and, subject to market conditions, other cash flowing residential mortgage assets.

We are subject to the risks involved with real estate and real estate-related debt instruments. These include, among others, the risks normally associated with changes in the general economic climate, changes in the mortgage market, changes in tax laws, interest rate levels, and the availability of financing.

We elected to be taxed as a REIT for U.S. federal income tax purposes commencing with our short taxable year ended December 31, 2013. We operate so as to continue to qualify to be taxed as a REIT. Our asset acquisition strategy focuses on acquiring a diversified portfolio of residential mortgage assets that balances the risk and reward opportunities our Manager observes in the marketplace. Prior to our acquisition of Aurora in May 2015, our Servicing Related Assets consisted of Excess MSR in three pools: Excess MSR Pool 1, Excess MSR Pool 2 and Excess MSR Pool 2014. The Excess MSR in these three pools had been previously acquired by the Company from Freedom Mortgage. Aurora has the licenses necessary to service mortgage loans on a nationwide basis and is approved to service loans for Fannie Mae, Freddie Mac and Ginnie Mae.

On November 15, 2016, we sold Excess MSR Pool 1 and Excess MSR Pool 2014 to Freedom Mortgage. We sold Excess MSR Pool 2 to Freedom Mortgage on February 1, 2017. In connection with the sale of the Excess MSR in Excess MSR Pool 2 to Freedom Mortgage, Freedom Mortgage transferred to Aurora Ginnie Mae MSR on mortgage loans that had an aggregate UPB of approximately \$4.5 billion as of January 31, 2017. In connection with these sales, we repaid the outstanding borrowings drawn on the NexBank term loan. In addition, the Acknowledgment Agreement that we and Freedom Mortgage entered into with Ginnie Mae at the time of our IPO was terminated. In connection with the sale transactions, Freedom Mortgage made 12 monthly yield maintenance payments aggregating \$3.0 million to the Company from December 2016 to November 2017.

In addition to Servicing Related Assets, we invest in Agency RMBS, primarily those backed by 30-, 20- and 15-year FRMs that offer what we believe to be favorable prepayment and duration characteristics. We finance our RMBS with leverage, the amount of which will vary from time to time depending on the particular characteristics of our portfolio, the availability of financing and market conditions. We do not have a targeted leverage ratio for our RMBS. Our borrowings for RMBS consist of short-term borrowings under master repurchase agreements. We have also invested in Agency CMOs consisting of IOs as well as risk-sharing securities issued by Fannie Mae and Freddie Mac.

Subject to maintaining our qualification as a REIT, we utilize derivative financial instruments (or hedging instruments) to hedge our exposure to potential interest rate mismatches between the interest we earn on our assets and our borrowing costs caused by fluctuations in short-term interest rates. In utilizing leverage and interest rate hedges, our objectives include, where desirable, locking in, on a long-term basis, a spread between the yield on our assets and the cost of our financing in an effort to improve returns to our stockholders.

We also operate our business in a manner that permits us to maintain our exclusion from registration as an investment company under the Investment Company Act.

TABLE OF CONTENTS

On March 29, 2017, we issued and sold 5,175,000 shares of common stock, par value \$0.01 per share, raising approximately \$81.1 million after underwriting discounts and commissions but before expenses of approximately \$229,000. All of the net proceeds were used to invest in RMBS. On August 17, 2017, we issued and sold 2,400,000 shares of our Series A Preferred Stock, raising approximately \$58.1 million after underwriting discounts and commissions before expenses of approximately \$193,000. All of the net proceeds from the Series A Preferred Stock offering were also invested in RMBS. The Company anticipates that a significant portion of the paydowns from these RMBS, together with, to the extent necessary to fund the purchase price of MSRs, sales proceeds from certain of those RMBS will be deployed into the acquisition of MSRs. This has caused a significant change in the composition of our investment portfolio which will likely persist until significant funds can be deployed into the acquisition of MSRs.

**Factors Impacting our Operating Results**

Our income is generated primarily by the net spread between the income we earn on our assets and the cost of our financing and hedging activities as well as the amortization of any purchase premiums or the accretion of discounts. Our net income includes the actual interest payments we receive on our RMBS, the net servicing fees we receive on our MSRs and the accretion/amortization of any purchase discounts/premiums. Changes in various factors such as market interest rates, prepayment speeds, estimated future cash flows, servicing costs and credit quality could affect the amount of premium to be amortized or discount to be accreted into interest income for a given period. Prepayment speeds vary according to the type of investment, conditions in the financial markets, competition and other factors, none of which can be predicted with any certainty. Our operating results may also be affected by credit losses in excess of initial anticipations or unanticipated credit events experienced by borrowers whose mortgage loans underlay the MSRs held by Aurora.

Set forth below is the positive gross spread between the yield on RMBS and our costs of funding those assets at the end of each of the quarters indicated below:

**Average Net Yield Spread at Period End**

	<b>Average</b>	<b>Average</b>	<b>Average</b>
	<b>Asset</b>	<b>Cost of</b>	<b>Net</b>
<b>Quarter Ended</b>	<b>Yield</b>	<b>Funds</b>	<b>Interest</b>
			<b>Rate</b>
			<b>Spread</b>
December 31, 2017	3.66 %	1.85 %	1.81 %
September 30, 2017	3.66 %	1.85 %	1.81 %
June 30, 2017	3.68 %	1.78 %	1.90 %
March 31, 2017	3.62 %	1.67 %	1.95 %
December 31, 2016	3.53 %	1.49 %	2.03 %
September 30, 2016	3.53 %	1.44 %	2.10 %
June 30, 2016	3.51 %	1.62 %	1.88 %
March 31, 2016	3.52 %	1.70 %	1.82 %
December 31, 2015	3.52 %	1.89 %	1.63 %
September 30, 2015	3.51 %	1.93 %	1.58 %
June 30, 2015	3.57 %	1.96 %	1.61 %
March 31, 2015	3.60 %	1.92 %	1.68 %

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

December 31, 2014	3.66 %	1.99 %	1.67 %
September 30, 2014	3.66 %	2.00 %	1.66 %
June 30, 2014	3.72 %	2.00 %	1.71 %
March 31, 2014	3.62 %	2.10 %	1.52 %

The Average Cost of Funds also includes the benefits of related swaps.

***Changes in the Market Value of Our Assets***

We hold our Servicing Related Assets as long-term investments. Our Excess MSR were, and our MSR are, carried at their fair value with changes in their fair value recorded in other income or loss in our consolidated statements of income. Those values may be affected by events or headlines that are outside of our control, such as Brexit, other events impacting the U.S. or global economy generally or the U.S. residential market specifically, and events or headlines impacting the parties with which we do business. See Item 1A. Risk Factors – Risks Related to Our Business.



## TABLE OF CONTENTS

Our RMBS are carried at their fair value, as available-for-sale in accordance with ASC 320, *Investments – Debt and Equity Securities*, with changes in fair value recorded through accumulated other comprehensive income (loss), a component of stockholders' equity. As a result, we do not expect that changes in the market value of our RMBS will normally impact our operating results, but such changes will affect our book value. However, at least on a quarterly basis, we assess both our ability and intent to continue to hold our RMBS as long-term investments. As part of this process, we monitor our RMBS for other-than-temporary impairment. A change in our ability and/or intent to continue to hold any of our RMBS could result in our recognizing an impairment charge or realizing losses while holding these assets.

### ***Impact of Changes in Market Interest Rates on Our Assets***

The value of our assets may be affected by prepayment rates on mortgage loans. Prepayment speed is the measurement of how quickly borrowers pay down the UPB of their loans or how quickly loans are otherwise liquidated or charged off. Generally, in a declining interest rate environment, prepayment speeds tend to increase. Conversely, in an increasing interest rate environment, prepayment speeds tend to decrease. When we acquire Servicing Related Assets or RMBS, we anticipate that the underlying mortgage loans will prepay at a projected rate generating an expected cash flow (in the case of Servicing Related Assets) and yield. If we purchase assets at a premium to par value and borrowers prepay their mortgage loans faster than expected, the corresponding prepayments on our assets may reduce the expected yield on such assets because we will have to amortize the related premium on an accelerated basis. Similarly, if we purchase assets at a discount to par value, and borrowers prepay their mortgage loans slower than expected, the decrease in corresponding prepayments may reduce the expected yield on assets because we will not be able to accrete the related discount as quickly as originally anticipated.

If prepayment speeds are significantly greater than expected, the fair value of the Servicing Related Assets could exceed their fair value as previously reported on our consolidated balance sheets. Such a reduction in the fair value of the Servicing Related Assets would have a negative impact on our book value. Furthermore, a significant increase in prepayment speeds could materially reduce the ultimate cash flows we receive from the Servicing Related Assets, and we could ultimately receive substantially less than what we paid for such assets. We do not utilize derivatives to hedge against changes in the fair value of the Servicing Related Assets. Our balance sheet, results of operations and cash flows are susceptible to significant volatility due to changes in the fair value of, or cash flows from, the Servicing Related Assets as interest rates change.

A slower than anticipated rate of prepayment due to an increase in market interest rates also will cause the life of the related RMBS to extend beyond that which was projected. As a result, we would have an asset with a lower yield than current investments for a longer period of time. In addition, if we have hedged our interest rate risk, extension may cause the security to be outstanding longer than the related hedge, thereby reducing the protection intended to be provided by the hedge.

Voluntary and involuntary prepayment rates may be affected by a number of factors including, but not limited to, the availability of mortgage credit, the relative economic vitality of the area in which the related properties are located, the servicing of the mortgage loans, possible changes in tax laws, other opportunities for investment, homeowner mobility and other economic, social, geographic, demographic and legal factors, none of which can be predicted with any certainty.

We attempted to reduce the exposure of our Excess MSRs to voluntary prepayments through the structuring of recapture agreements with Freedom Mortgage. With the sale of our Excess MSRs to Freedom Mortgage in November 2016 and February 2017, these arrangements were terminated. In June 2016, Aurora entered into a joint marketing recapture agreement with Freedom Mortgage. Pursuant to this agreement, Freedom Mortgage attempts to refinance certain mortgage loans underlying Aurora's portfolio of Fannie Mae, Freddie Mac and Ginnie Mae MSRs as directed

by Aurora. If a loan is refinanced, Aurora will pay Freedom Mortgage a fee for its origination services. Freedom Mortgage will be entitled to sell the loan for its own benefit and will transfer the related MSR to Aurora. The agreement had an initial term of one year, subject to automatic renewals of one year each and subject to termination by either party upon 60 days prior notice. All new loans must qualify for sale to Fannie Mae or Freddie Mac or pooling with Ginnie Mae, as applicable, and meet other conditions set forth in the agreement. In the year ended December 31, 2017, Aurora received MSRs with an aggregate UPB of approximately \$27.6 million and paid fees of approximately \$43,000 to Freedom Mortgage under this joint marketing recapture agreement.

## TABLE OF CONTENTS

With respect to our business operations, increases in interest rates, in general, may over time cause:

- the interest expense associated with our borrowings to increase;
  - the value of our assets to fluctuate;
  - the coupons on any adjustable-rate and hybrid RMBS we may own to reset, although on a delayed basis, to higher interest rates;
  - prepayments on our RMBS to slow, thereby slowing the amortization of our purchase premiums and the accretion of our purchase discounts; and
  - an increase in the value of any interest rate swap agreements we may enter into as part of our hedging strategy.
- Conversely, decreases in interest rates, in general, may over time cause:

- prepayments on our RMBS to increase, thereby accelerating the amortization of our purchase premiums and the accretion of our purchase discounts;
- the interest expense associated with our borrowings to decrease;
- the value of our assets to fluctuate;
- to the extent we enter into interest rate swap agreements as part of our hedging strategy, the value of these agreements to decrease; and
- coupons on any adjustable-rate and hybrid RMBS assets we may own to reset, although on a delayed basis, to lower interest rates.

### ***Effects of Spreads on our Assets***

The spread between the yield on our assets and our funding costs affects the performance of our business. Wider spreads imply greater income on new asset purchases but may have a negative impact on our stated book value. Wider spreads may also negatively impact asset prices. In an environment where spreads are widening, counterparties may require additional collateral to secure borrowings which may require us to reduce leverage by selling assets. Conversely, tighter spreads imply lower income on new asset purchases but may have a positive impact on stated book value of our existing assets. In this case, we may be able to reduce the amount of collateral required to secure borrowings.

### ***Credit Risk***

We are subject to varying degrees of credit risk in connection with our assets. Although we expect relatively low credit risk with respect to our portfolios of Agency RMBS, we are subject to the credit risk of the borrowers under the loans for which we hold MSR. Through loan level due diligence, we attempt to mitigate this risk by seeking to acquire high quality assets at appropriate prices given anticipated and unanticipated losses. We also conduct ongoing monitoring of acquired assets. Nevertheless, unanticipated credit losses could occur which could adversely impact our operating results.

### **Critical Accounting Policies and Use of Estimates**

Our financial statements are prepared in accordance with GAAP, which requires the use of estimates that involve the exercise of judgment and the use of assumptions as to future uncertainties. In accordance with SEC guidance, the following discussion addresses the accounting policies that we apply with respect to our operations. Our most critical accounting policies involve decisions and assessments that could affect our reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, as well as our reported amounts of revenues and expenses. We believe that all of the decisions and assessments upon which our financial statements are based were reasonable at the time made and based upon information available to us at that time. Our critical accounting policies and accounting estimates may be expanded over time as we diversify our portfolio. The material accounting policies and estimates that we expect to be most critical to an investor's understanding of our financial results and condition and require

complex management judgment are discussed below.

40

TABLE OF CONTENTS***Classification of Investment Securities and Impairment of Financial Instruments***

ASC 320, *Investments – Debt and Equity Securities*, requires that at the time of purchase, we designate a security as either trading, available-for-sale, or held-to-maturity depending on our ability and intent to hold such security to maturity. Securities available-for-sale will be reported at fair value, while securities held-to-maturity will be reported at amortized cost. Although we may hold most of our securities until maturity, we may, from time to time, sell any of our securities as part of our overall management of our asset portfolio. Accordingly, we elect to classify all of our RMBS as available-for-sale. All assets classified as available-for-sale will be reported at fair value, with unrealized gains and losses excluded from earnings and reported as a separate component of stockholders' equity. See –Valuation of Financial Instruments.

When the estimated fair value of a security is less than amortized cost, we consider whether there is an other-than-temporary impairment ( OTTI ) in the value of the security. An impairment is deemed an OTTI if (i) we intend to sell the security, (ii) it is more likely than not that we will be required to sell the security before recovering our cost basis, or (iii) we do not expect to recover the entire amortized cost basis of the security even if we do not intend to sell the security or believe it is more likely than not that we will be required to sell the security before recovering our cost basis. If the impairment is deemed to be an OTTI, the resulting accounting treatment depends on the factors causing the OTTI. If the OTTI has resulted from (i) our intention to sell the security, or (ii) our judgment that it is more likely than not that we will be required to sell the security before recovering our cost basis, an impairment loss is recognized in current earnings equal to the difference between our amortized cost basis and fair value. If the OTTI has resulted from our conclusion that we will not recover our cost basis even if we do not intend to sell the security, the credit loss portion of the impairment is recorded in current earnings and the portion of the loss related to other factors, such as changes in interest rates, continues to be recognized in accumulated other comprehensive income (loss). Determining whether there is an OTTI may require management to exercise significant judgment and make significant assumptions, including, but not limited to, estimated cash flows, estimated prepayments, loss assumptions, and assumptions regarding changes in interest rates. As a result, actual impairment losses could differ from reported amounts. Such judgments and assumptions are based upon a number of factors, including (i) credit of the issuer or the borrower, (ii) credit rating of the security, (iii) key terms of the security, (iv) performance of the loan or underlying loans, including debt service coverage and loan-to-value ratios, (v) the value of the collateral for the loan or underlying loans, (vi) the effect of local, industry, and broader economic factors, and (vii) the historical and anticipated trends in defaults and loss severities for similar securities.

***Fair Valued Assets and Liabilities***

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value 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. ASC 820 clarifies that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices available in active markets (i.e., observable inputs) and the lowest priority to data lacking transparency (i.e., unobservable inputs). Additionally, ASC 820 requires an entity to consider all aspects of nonperformance risk, including the entity's own credit standing, when measuring fair value of a liability.

ASC 820 establishes a three level hierarchy to be used when measuring and disclosing fair value. An instrument's categorization within the fair value hierarchy is based on the lowest level of significant input to its valuation. Following is a description of the three levels:

Level 1 inputs are quoted prices in active markets for identical assets or liabilities as of the measurement date under current market conditions. Additionally, the entity must have the ability to access the active market and the

quoted prices cannot be adjusted by the entity.

Level  
2

inputs include quoted prices in active markets for similar assets or liabilities; quoted prices in inactive markets for identical or similar assets or liabilities; or inputs that are observable or can be corroborated by observable market data by correlation or other means for substantially the full-term of the assets or liabilities.

41

## TABLE OF CONTENTS

unobservable inputs are supported by little or no market activity. The unobservable inputs represent the Level assumptions that management believes market participants would use to price the assets and liabilities, including risk. Generally, Level 3 assets and liabilities are valued using pricing models, discounted cash flow methodologies, or similar techniques that require significant judgment or estimation. The level in the fair value hierarchy within which the entirety of a fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. We have used Level 2 for our RMBSs, our derivative assets and liabilities and our repurchase agreement liabilities and Level 3 for our Servicing Related Assets.

When available, we use quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, we will consult independent pricing services or third party broker quotes, provided that there is no ongoing material event that affects the issuer of the securities being valued or the market. If there is such an ongoing event, or if quoted market prices are not available, we will determine the fair value of the securities using valuation techniques that use, when possible, current market-based or independently-sourced market parameters, such as interest rates.

### ***Investments in Excess MSR***

Upon acquisition, we elected to record our investments in Excess MSR at fair value. We made this election in order to provide the users of our consolidated financial statements with better information regarding the effects of prepayment risk and other market factors on the Excess MSR. Under this election, we recorded a valuation adjustment on our Excess MSR investments on a quarterly basis to recognize the changes in fair value in net income as described in –Revenue Recognition on Investments in Excess MSR below.

The fair values of Excess MSR were determined by projecting net servicing cash flows, which were then discounted to estimate the fair value. The fair values of Excess MSR are impacted by a variety of factors, including prepayment assumptions, discount rates, delinquency rates, contractually specified servicing fees, and underlying portfolio characteristics. The underlying assumptions and estimated values were corroborated by values received from independent third parties. Changes in fair value of our Excess MSR were reported in other income or loss in our consolidated statements of income. For additional information on our fair value methodology, see Item 8. Consolidated Financial Statements and Supplementary Data—Note 9. Fair Value.

As of December 31, 2017, all of the Excess MSR originally acquired from Freedom Mortgage have been sold back to Freedom Mortgage.

### ***Revenue Recognition on Investments in Excess MSR***

Investments in Excess MSR were aggregated into pools, and each pool of Excess MSR was accounted for in the aggregate. Income for Excess MSR was accreted into income on an effective yield or interest method, based upon the expected excess servicing amount through the expected life of the underlying mortgages. Changes to expected cash flows resulted in a cumulative retrospective adjustment, which was recorded in the period in which the change in expected cash flows occurred. Under the retrospective method, the income recognized for a reporting period is measured as the difference between the amortized cost basis at the end of the period and the amortized cost basis at the beginning of the period, plus any cash received during the period. The amortized cost basis is calculated as the present value of estimated future cash flows using an effective yield, which is the yield that equates all past actual and current estimated future cash flows to the initial investment. The difference between the fair value of Excess MSR and their amortized cost basis was recorded as Unrealized gain (loss) on investments in Excess MSR in our consolidated statements of income. Fair value was generally determined by discounting the expected future cash flows using discount rates that incorporated the market risks and liquidity premium specific to the Excess MSR, and therefore may have differed from their effective yields.

***Investments in MSRs***

The Company has elected the fair value option to record its investments in MSRs in order to provide users of our consolidated financial statements with better information regarding the effects of prepayment risk and other market factors on the MSRs. Under this election, the Company records a valuation adjustment on its investments in MSRs on a quarterly basis to recognize the changes in fair value in net income as described

42



## TABLE OF CONTENTS

below. The Company's MSR's represent the right to service mortgage loans. As an owner and manager of MSR's, the Company may be obligated to fund advances of principal and interest payments due to third-party owners of the loans, but not yet received from the individual borrowers. These advances are reported as servicing advances within the

Receivables and other assets line item on the consolidated balance sheets. Although transactions in MSR's are observable in the marketplace, the valuation includes unobservable market data inputs (prepayment speeds, delinquency levels, costs to service and discount rates). Changes in the fair value of MSR's as well as servicing fee income and servicing expenses are reported on the consolidated statements of income. In determining the valuation of MSR's, management uses internally developed models that are primarily based on observable market-based inputs but which also include unobservable market data inputs. For additional information on our fair value methodology, see Item 8. Consolidated Financial Statements and Supplementary Data—Note 9. Fair Value.

### ***Revenue Recognition on Investments in MSR's***

Mortgage servicing fee income represents revenue earned for servicing mortgage loans. The servicing fees are based on a contractual percentage of the outstanding principal balance and are recognized as revenue as the related mortgage payments are collected. Corresponding costs to service are charged to expense as incurred. Approximately \$5.9 million and \$1.5 million in reimbursable servicing advances were receivable at December 31, 2017 and December 31, 2016, respectively, and have been classified within Receivables and other assets on the consolidated balance sheets.

Servicing fee income received and servicing expenses incurred are reported on the consolidated statements of comprehensive income. The difference between the fair value of MSR's and their amortized cost basis is recorded on the consolidated statements of income as Unrealized gain (loss) on investments in MSR's. Fair value is generally determined by discounting the expected future cash flows using discount rates that incorporate the market risks and liquidity premium specific to the MSR's and, therefore, may differ from their effective yields.

### ***Revenue Recognition on Securities***

Interest income from coupon payments is accrued based on the outstanding principal amount of the RMBS and their contractual terms. Premiums and discounts associated with the purchase of the RMBS are amortized into interest income over the projected lives of the securities using the effective interest method. Our policy for estimating prepayment speeds for calculating the effective yield is to evaluate historical performance, consensus prepayment speeds, and current market conditions. Adjustments are made for actual prepayment activity.

### ***Repurchase Transactions***

We finance the acquisition of our RMBS for our portfolio through repurchase transactions under master repurchase agreements. Repurchase transactions are treated as collateralized financing transactions and are carried at their contractual amounts as specified in the respective transactions. Accrued interest payable is included in Accrued expenses and other liabilities on the consolidated balance sheets. Securities financed through repurchase transactions remain on our consolidated balance sheet as an asset and cash received from the purchaser is recorded on our consolidated balance sheet as a liability. Interest paid in accordance with repurchase transactions is recorded in interest expense on the consolidated statements of income.

### ***Income Taxes***

The Company elected to be taxed as a REIT under the Code commencing with its short taxable year ended December 31, 2013. The Company expects to continue to qualify to be treated as a REIT. As long as the Company qualifies as a REIT, the Company generally will not be subject to U.S. federal income taxes on its taxable income to the extent it annually distributes at least 90% of its REIT taxable income to stockholders and does not engage in prohibited

transactions. The Company's subsidiary TRS, Solutions and its wholly-owned subsidiary, Aurora, are subject to U.S. federal income taxes on their taxable income.

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*. ASC 740 requires the recording of deferred income taxes that reflect the net tax effect of temporary differences between the carrying amounts of the Company's assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, including operating loss carry forwards. Deferred tax assets and liabilities are measured using

TABLE OF CONTENTS

enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in earnings in the period that includes the enactment date. The Company assesses its tax positions for all open tax years and determines if it has any material unrecognized liabilities in accordance with ASC 740. The Company records these liabilities to the extent it deems them more-likely-than-not to be incurred. The Company records interest and penalties related to income taxes within the provision for income taxes in the consolidated statements of income. The Company has not incurred any interest or penalties.

***Emerging Growth Company Status***

On April 5, 2012, the JOBS Act was signed into law. The JOBS Act contains provisions that, among other things, reduce certain reporting requirements for qualifying public companies. Because we qualify as an emerging growth company, we may, under Section 7(a)(2)(B) of the Securities Act, delay adoption of new or revised accounting standards applicable to public companies until such standards would otherwise apply to private companies. We have elected to take advantage of this extended transition period until the first to occur of the date that we (i) are no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of this extended transition period. As a result, our financial statements may not be comparable to those of other public companies that comply with such new or revised accounting standards. Until the date that we are no longer an emerging growth company or affirmatively and irrevocably opt out of the extended transition period, upon issuance of a new or revised accounting standard that applies to our financial statements and that has a different effective date for public and private companies, we will disclose the date on which adoption is required for non-emerging growth public companies and the date on which we will adopt the new or revised accounting standard.

**Results of Operations**

Presented below is a comparison of the Company's results of operations for the periods indicated (dollars in thousands):

**Results of Operations**

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Income</b>			
Interest income	\$ 42,049	\$ 30,722	\$ 27,712
Interest expense	19,881	7,808	5,983
Net interest income	22,168	22,914	21,729
Servicing fee income	24,034	7,579	1,719
Servicing costs	5,783	2,562	761
Net servicing income	18,251	5,017	958
Other income (loss)			
Realized gain (loss) on RMBS, net	(503 )	1,399	854
Realized gain on investments in Excess MSR, net	6,678	1,520	—
Realized gain (loss) on derivatives, net	(5,554 )	(7,963 )	(3,913 )
Realized gain on acquired assets, net	—	—	449
Unrealized gain (loss) on derivatives, net	6,580	12,080	(59 )

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Unrealized gain (loss) on investments in Excess MSR's	—	249	(19 )
Unrealized gain (loss) on investments in MSR's	9,159	(3,285 )	(1,123 )
<b>Total Income</b>	<b>56,779</b>	<b>31,931</b>	<b>18,876</b>
<b>Expenses</b>			
General and administrative expense	3,817	3,284	3,081
Management fee to affiliate	4,347	2,946	2,783
<b>Total Expenses</b>	<b>8,164</b>	<b>6,230</b>	<b>5,864</b>
<b>Income Before Income Taxes</b>	<b>48,615</b>	<b>25,701</b>	<b>13,012</b>
(Benefit from) provision for corporate business taxes	<b>601</b>	<b>458</b>	<b>(343 )</b>
<b>Net Income</b>	<b>48,014</b>	<b>25,243</b>	<b>13,355</b>
Net (income) loss allocated to noncontrolling interests in Operating Partnership	(655 )	(411 )	(141 )
Dividends on preferred stock	1,833	—	—
<b>Net Income Applicable to Common Stockholders</b>	<b>\$ 45,526</b>	<b>\$ 24,832</b>	<b>\$ 13,214</b>

TABLE OF CONTENTS

Presented below is summary financial data on our segments together with a reconciliation to the same data for the Company as a whole, for the periods indicated (dollars in thousands):

**Segment Summary Data****For****Year Ended December 31, 2017**

	<b>Servicing Related</b>			
	<b>Assets</b>	<b>RMBS</b>	<b>All Other</b>	<b>Total</b>
Interest income	\$ 523	\$ 41,526	\$ —	\$ 42,049
Interest expense	506	19,375	—	19,881
Net interest income	17	22,151	—	22,168
Servicing fee income	24,034	—	—	24,034
Servicing costs	5,783	—	—	5,783
Net servicing income	18,251	—	—	18,251
Other income	15,837	523	—	16,360
Other operating expenses	—	—	8,164	8,164
Corporate business taxes	601	—	—	601
<b>Net income (loss)</b>	<b>\$ 33,504</b>	<b>\$ 22,674</b>	<b>\$ (8,164 )</b>	<b>\$ 48,014</b>

**Year Ended December 31, 2016**

	<b>Investments in Servicing Related Assets</b>			
	<b>Investments in RMBS</b>	<b>All Other</b>	<b>Total</b>	
Interest income	\$ 14,129	\$ 16,593	\$ —	\$ 30,722
Interest expense	1,371	6,437	—	7,808
Net interest income	12,758	10,156	—	22,914
Servicing fee income	7,579	—	—	7,579
Servicing costs	2,562	—	—	2,562
Net servicing income	5,017	—	—	5,017
Other income (loss)	(1,516 )	5,516	—	4,000
Other operating expenses	—	—	6,230	6,230
Corporate business taxes	458	—	—	458
<b>Net income (loss)</b>	<b>\$ 15,801</b>	<b>\$ 15,672</b>	<b>\$ (6,230 )</b>	<b>\$ 25,243</b>

**Year Ended December 31, 2015**

	<b>Investments in Servicing Related Assets</b>			
	<b>Investments in RMBS</b>	<b>All Other</b>	<b>Total</b>	

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Interest income	\$ 14,313	\$ 13,399	\$ —	\$ 27,712
Interest expense	583	5,400	—	5,983
Net interest income	13,730	7,999	—	21,729
Servicing fee income	1,719	—	—	1,719
Servicing costs	761	—	—	761
Net servicing income	958	—	—	958
Other income	(693 )	(3,118 )	—	(3,811 )
Other operating expenses	—	—	5,864	5,864
Corporate business taxes	(343 )	—	—	(343 )
<b>Net income (loss)</b>	<b>\$ 14,338</b>	<b>\$ 4,881</b>	<b>\$ (5,864 )</b>	<b>\$ 13,355</b>

## TABLE OF CONTENTS

### ***Interest Income***

Interest income for the year ended December 31, 2017 was \$42.0 million as compared to \$30.7 million for the year ended December 31, 2016, after giving effect for the estimated catch up premium amortization (benefit) cost on Excess MSR of approximately \$2.4 million for the year ended December 31, 2016. The \$11.3 million increase in interest income for the year ended December 31, 2017 as compared to the year ended December 31, 2016, was comprised of a decrease of approximately \$13.6 million in Servicing Related Assets due to the sale of our remaining Excess MSRs in February 2017 and an increase of approximately \$24.9 million in RMBS resulting from the investment of the net proceeds of the two equity offerings that the Company completed during the year ended December 31, 2017.

Interest income for the year ended December 31, 2016, was \$30.7 million as compared to \$27.7 million for the year ended December 31, 2015, after giving effect for the estimated catch up premium amortization (benefit) cost of approximately \$2.4 million and approximately \$1.9 million, respectively. The \$3.0 million increase in interest income was comprised of a decrease of approximately \$200,000 in Servicing Related Assets and an increase of approximately \$3.2 million in RMBS.

### ***Interest Expense***

Interest expense for the year ended December 31, 2017 was \$19.9 million as compared to \$7.8 million for the year ended December 31, 2016. The \$12.1 million increase for the year ended December 31, 2017 as compared to the year ended December 31, 2016, was comprised of a decrease of approximately \$865,000 from Servicing Related Assets and an increase of approximately \$12.9 million from RMBS. The changes were primarily due to additional repurchase agreement borrowings and an overall increase in repurchase rates offset by a lower swap cost.

Interest expense for the year ended December 31, 2016, was \$7.8 million as compared to \$6.0 million for the year ended December 31, 2015. The \$1.8 million increase was comprised of approximately \$800,000 from Servicing Related Assets and approximately \$1.0 million from RMBS. The changes were primarily due to additional repurchase agreement borrowings and an overall increase in repurchase rates offset by a lower swap cost.

### ***Change in Fair Value of Investments in Servicing Related Assets***

The fair value of our investments in Servicing Related Assets for the year ended December 31, 2017 increased by approximately \$9.2 million. The increase was primarily due to changes in valuation inputs or assumptions.

The fair value of our investments in Servicing Related Assets for the year ended December 31, 2016, decreased by approximately \$3.0 million. The decrease was a function of (i) only a modest increase in the value of our investments in Excess MSRs, which consisted of only Excess MSR Pool 2 at year end, of approximately \$249,000 for the year ended December 31, 2016 as compared to an increase of approximately \$2.3 million for the year ended December 31, 2015 and (ii) a larger decrease in the fair value of our investments in MSRs of approximately \$3.3 million for the year ended December 31, 2016, as compared to a decrease of approximately \$1.1 million for the year ended December 31, 2015.

### ***Change in Fair Value of Derivatives***

The fair value of derivatives for the year ended December 31, 2017 decreased by approximately \$6.6 million. The decrease was primarily due to changes in interest rates and the composition of our derivatives.

The fair value of derivatives for the year ended December 31, 2016 increased by approximately \$12.1 million from December 31, 2015. The increase was primarily due to changes in interest rates.

***General and Administrative Expense***

General and administrative expense for the year ended December 31, 2017 increased by approximately \$533,000 as compared to the year ended December 31, 2016. The increase was primarily due to the growth of Aurora.



TABLE OF CONTENTS

General and administrative expense for the year ended December 31, 2016 increased by approximately \$200,000 as compared to the year ended December 31, 2015. The increase was primarily due to the addition of Aurora and associated costs.

***Management Fees to Affiliate***

Management fees for the year ended December 31, 2017 increased by approximately \$1.4 million from the year ended December 31, 2016, primarily due to the sale of the Company's common and preferred stock during the year and the resulting increase in stockholders' equity, which is the basis for the calculation of the management fee that we pay to the Manager.

Management fees for the year ended December 31, 2016 increased by approximately \$160,000 from the year ended December 31, 2015, primarily due to an increase in book value and additional pass through costs.

***Net Income Allocated to Noncontrolling Interests in Operating Partnership***

Net income allocated to noncontrolling interests in the Operating Partnership, which are LTIP-OP Units owned by directors and officers of the Company and by certain individuals who provide services to us through the Manager, represented approximately 1.3% and 1.9% of net income for the year ended December 31, 2017 and December 31, 2016, respectively. The increase was due to the grant of additional LTIPs in June 2017.

**Accumulated Other Comprehensive Income (Loss)**

For the period indicated below, our accumulated other comprehensive income (loss) changed as a result of the indicated gains and losses (dollars in thousands):

	<b>Year Ended December 31, 2017</b>
Accumulated other comprehensive loss, December 31, 2016	\$ (6,393 )
Other comprehensive income	3,451
Accumulated other comprehensive loss, December 31, 2017	\$ (2,942 )
	<b>Year Ended December 31, 2016</b>
Accumulated other comprehensive loss, December 31, 2015	\$ (197 )
Other comprehensive loss	(6,196 )
Accumulated other comprehensive loss, December 31, 2016	\$ (6,393 )
	<b>Year Ended December 31, 2015</b>
Accumulated other comprehensive gain, December 31, 2014	\$ 6,641
Other comprehensive loss	(6,838 )
Accumulated other comprehensive loss, December 31, 2015	\$ (197 )

Our GAAP equity changes as the values of our RMBS are marked to market each quarter, among other factors. The primary causes of mark to market changes are changes in interest rates and credit spreads. During the year ended

December 31, 2017, a 4.5 basis point decrease in the 10 Year U.S. Treasury rate caused a net unrealized gain on our RMBS of approximately \$3.5 million, recorded in accumulated other comprehensive income.

***Non-GAAP Financial Measures***

This Management's Discussion and Analysis of Financial Condition and Results of Operations section contains analysis and discussion of non-GAAP measurements. The non-GAAP measurements include the following:

- core earnings; and
- core earnings per average common share.

TABLE OF CONTENTS

Core earnings is a non-GAAP financial measure and is defined by the Company as GAAP net income (loss) applicable to common stockholders, excluding realized gain (loss) on RMBS, realized and unrealized (gain) loss on investments in Excess MSR and MSR, realized and unrealized gain (loss) on derivatives, realized (gain) loss on acquired assets, and changes in fair value of MSR primarily due to realization of expected cash flows (runoff). Core earnings is adjusted to exclude outstanding LTIP-OP Units in our Operating Partnership and dividends paid on preferred stock. Additionally, core earnings excludes (i) any tax (benefit) expense on unrealized (gain) loss on MSR and (ii) any estimated catch up premium amortization (benefit) cost due to the use of current rather than historical estimates of constant prepayment rates for amortization of Excess MSR. Core earnings include yield maintenance payments received in connection with the sale of the Company's Excess MSR. Core earnings are provided for purposes of comparability to other issuers that invest in residential mortgage-related assets. The Company believes providing investors with core earnings, in addition to related GAAP financial measures, gives investors greater transparency into the Company's ongoing operational performance. The concept of core earnings does have significant limitations, including the exclusion of realized and unrealized gains (losses), and may not be comparable to similarly-titled measures of other peers, which may use different calculations. As a result, core earnings should not be considered a substitute for the Company's GAAP net income (loss) or as a measure of the Company's liquidity.

*Core Earnings Summary*

Core earnings for the year ended December 31, 2017, as compared to the year ended December 31, 2016, increased by approximately \$9.0 million, or \$0.03 per average common share, primarily due to increased invested capital as a result of the common and preferred stock offerings that the Company completed during the year ended December 31, 2017. Core earnings for the year ended December 31, 2016, as compared to the year ended December 31, 2015, increased by approximately \$1.7 million, or \$0.23 per average common share due to short term strategic trades that no longer continue.

The following table provides GAAP measures of net income (loss) and details with respect to reconciling the aforementioned line items to core earnings and related per average common share amounts, for the periods indicated (dollars in thousands):

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Net income (loss)	\$ 48,014	\$ 25,243	\$ 13,355
Realized (gain) loss on RMBS, net	503	(1,399 )	(854 )
Realized (gain) loss on investments in Excess MSR, net	(6,678 )	(1,520 )	—
Realized loss on derivatives, net	5,554	7,963	3,913
Realized loss on acquired assets, net	—	—	(449 )
Unrealized (gain) loss on derivatives, net	(6,580 )	(12,080 )	59
Unrealized (gain) loss on investments in Excess MSR	—	(249 )	19
Unrealized (gain) loss on investments in MSR	(9,159 )	3,285	1,123
Tax (benefit) expense on unrealized (gain) loss on MSR	704	862	—
Estimated 'catch up' premium amortization cost	2,245	(2,358 )	(1,862 )
Changes due to realization of expected cash flows	(9,666 )	(3,512 )	(430 )
Reversal of loss on acquired assets, net	—	244	—
Yield maintenance income	2,750	250	—
Total core earnings:	\$ 27,687	\$ 16,729	\$ 14,874

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Core earnings attributable to noncontrolling interests in Operating Partnership	(378 )	(272 )	(157 )
Dividends on preferred stock	1,833	—	—
<b>Core Earnings Attributable to Common Stockholders</b>	<b>\$ 25,476</b>	<b>\$ 16,457</b>	<b>\$ 14,717</b>
<b>Core Earnings Attributable to Common Stockholders, per Share</b>	<b>\$ 2.22</b>	<b>\$ 2.19</b>	<b>\$ 1.96</b>
<b>GAAP Net income (Loss) Per Share of Common Stock</b>	<b>\$ 3.98</b>	<b>\$ 3.30</b>	<b>\$ 1.76</b>

48

TABLE OF CONTENTS**Our Portfolio*****Excess MSR*s**

As of December 31, 2016, we had approximately \$29.4 million of estimated carrying value of Excess MSR's. These Excess MSR's were sold to Freedom Mortgage on February 1, 2017. As a result, we had no investments in Excess MSR's at December 31, 2017.

Our investments at December 31, 2016 represented between a 50% and 85% interest in the Excess MSR's on one pool of mortgage loans with an aggregate UPB at December 31, 2016 of approximately \$6.0 billion. Freedom Mortgage was the servicer of the loans underlying these Excess MSR's and earned a basic fee and all ancillary income associated with the portfolio in exchange for providing all servicing functions. In addition, Freedom Mortgage retained the remaining interest in the Excess MSR's. We did not have any servicing duties, liabilities or obligations associated with the servicing of the loans underlying these Excess MSR's. These investments in Excess MSR's were subject to a recapture agreement with Freedom Mortgage which was terminated in connection with the sale described above.

The following table summarizes the collateral characteristics of the loans underlying our Excess MSR investments as of December 31, 2016.

**Excess MSR Collateral Characteristics**

**As of December 31, 2016**

	<b>Collateral Characteristics</b>							
	<b>Current Carrying Amount</b>	<b>Original Principal Balance</b>	<b>Current Principal Balance</b>	<b>Number of Loans</b>	<b>WA Coupon</b>	<b>WA Maturity (months)</b>	<b>Weighted Average Loan Age (months)</b>	<b>ARMs %<sup>(A)</sup></b>
<b><u>Excess MSR Pool 2</u></b>								
Original Pool	12,734	10,704,024	3,695,561	26,338	2.58 %	304	54	100.0 %
Recaptured Loans	15,792	—	2,357,581	15,051	3.56 %	333	12	0.0 %
Recapture Agreement	866	—	—	—	—	—	—	—
<b><u>Excess MSR Pool 2</u></b>								
<b>Total/WA</b>	<b>29,392</b>	<b>10,704,024</b>	<b>6,053,142</b>	<b>41,389</b>	<b>2.96 %</b>	<b>315</b>	<b>38</b>	<b>61.1 %</b>

(A) ARM's % represents the percentage of the total principal balance of the pool that corresponded to ARM's and hybrid ARM's.

***MSR*s**

By virtue of our acquisition of Aurora on May 29, 2015, we acquired its portfolio of Fannie Mae and Freddie Mac MSR's. Subsequently, Aurora acquired portfolios of Fannie Mae, Freddie Mac and Ginnie Mae MSR's with an aggregate UPB of \$12.6 billion as of the respective acquisition dates.

The following tables set forth certain characteristics of the mortgage loans underlying those MSR's as of the dates indicated (dollars in thousands):

**MSR Collateral Characteristics**

As of December 31, 2017

	<b>Collateral Characteristics</b>						<b>Weighted Average Loan Age (months)</b>	<b>ARMs %<sup>(A)</sup></b>
	<b>Current Carrying Amount</b>	<b>Current Principal Balance</b>	<b>WA Coupon</b>	<b>WA Servicing Fee</b>	<b>WA Maturity (months)</b>			
<b><u>MSRs</u></b>								
Conventional	\$ 82,150	\$ 7,724,397	3.89 %	0.25 %	303	24	0.2 %	
Government	40,656	3,986,254	3.36 %	0.31 %	333	20	—%	
<b>MSR Total/WA</b>	<b>\$ 122,806</b>	<b>\$ 11,710,651</b>	<b>3.71 %</b>	<b>0.27 %</b>	<b>313</b>	<b>23</b>	<b>0.1 %</b>	

49

TABLE OF CONTENTS

As of December 31, 2016

**Collateral Characteristics**

	<b>Current Carrying Amount</b>	<b>Current Principal Balance</b>	<b>WA Coupon</b>	<b>WA Servicing Fee</b>	<b>WA Maturity (months)</b>	<b>Weighted Average Loan Age (months)</b>	<b>ARMs %<sup>(A)</sup></b>
<b>MSRs</b>							
Conventional	\$ 31,871	\$ 3,262,181	3.81 %	0.25 %	284	31	0.2 %
<b>MSR Total/WA</b>	<b>\$ 31,871</b>	<b>\$ 3,262,181</b>	<b>3.81 %</b>	<b>0.25 %</b>	<b>284</b>	<b>31</b>	<b>0.2 %</b>

(A) ARM's % represents the percentage of the total principal balance of the pool that corresponds to ARM's and hybrid ARM's.

**RMBS**

The following tables summarize the characteristics of our RMBS portfolio and certain characteristics of the collateral underlying our RMBS as of the dates indicated (dollars in thousands):

**RMBS Characteristics**

As of December 31, 2017

Asset Type	Original Face Value	Book Value	Gross Unrealized		Carrying Value <sup>(A)</sup>	Number of Securities	Rating	Weighted Average		
			Gains	Losses				Coupon	Yield <sup>(C)</sup>	Maturity (Years) <sup>(D)</sup>
<b>RMBS</b>										
Fannie Mae	\$ 1,306,823	\$ 1,241,027	\$ 1,427	\$ (8,755 )	\$ 1,233,699	154	(B)	3.80 %	3.61 %	26
Freddie Mac	556,204	515,475	864	(2,795 )	513,544	64	(B)	3.74 %	3.57 %	27
CMOs	98,325	87,353	6,343	(27 )	93,669	20	Unrated	5.26 %	4.88 %	12
<b>Total/Weighted Average</b>	<b>\$ 1,961,352</b>	<b>\$ 1,843,855</b>	<b>\$ 8,634</b>	<b>\$ (11,577 )</b>	<b>\$ 1,840,912</b>	<b>238</b>		<b>3.86 %</b>	<b>3.66 %</b>	<b>25</b>

As of December 31, 2016

Asset Type	Original Face Value	Book Value	Gross Unrealized		Carrying Value <sup>(A)</sup>	Number of Securities	Rating	Weighted Average		
			Gains	Losses				Coupon	Yield <sup>(C)</sup>	Maturity (Years) <sup>(D)</sup>
<b>RMBS</b>										
Fannie Mae	\$ 493,645	\$ 454,012	\$ 1,517	\$ (6,592 )	\$ 448,937	68	(B)	3.74 %	3.32 %	24
Freddie Mac	222,469	200,207	587	(2,691 )	198,103	27	(B)	3.62 %	3.47 %	26
CMOs	34,596	24,086	857	(79 )	24,864	9	Unrated	4.78 %	5.04 %	12
<b>Total/Weighted Average</b>	<b>\$ 750,710</b>	<b>\$ 678,305</b>	<b>\$ 2,961</b>	<b>\$ (9,362 )</b>	<b>\$ 671,904</b>	<b>104</b>		<b>3.74 %</b>	<b>3.43 %</b>	<b>24</b>

(A) See Item 8. Consolidated Financial Statements and Supplementary Data—Note 9. Fair Value regarding the estimation of fair value, which approximates carrying value for all securities.

(B)

## Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

We used an implied AAA rating for the Fannie Mae and Freddie Mac securities, other than CMOs, which are unrated.

(C) The weighted average yield is based on the most recent annualized monthly interest income, divided by the book value of settled securities.

(D) The weighted average maturity is based on the timing of expected principal reduction on the assets.

The following table summarizes the net interest spread of our RMBS portfolio as of the dates indicated:

### Net Interest Spread

	<b>December 31, 2017</b>	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Weighted Average Asset Yield	2.91 %	3.22 %	2.61 %
Weighted Average Interest Expense	1.64 %	1.56 %	1.15 %
<b>Net Interest Spread</b>	<b>1.27 %</b>	<b>1.66 %</b>	<b>1.46 %</b>



## TABLE OF CONTENTS

### ***Liquidity and Capital Resources***

Liquidity is a measurement of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments and other general business needs. Additionally, to maintain our status as a REIT under the Code, we must distribute annually at least 90% of our REIT taxable income. In future years, a portion of this requirement may be able to be met through stock dividends, rather than cash, subject to limitations based on the value of our stock.

Our primary sources of funds for liquidity consist of cash provided by operating activities (primarily income from our investments in RMBS and net servicing income from our MSR), sales or repayments of RMBS and borrowings under repurchase agreements and our MSR financing arrangements.

In the future, sources of funds for liquidity may include additional MSR financing, warehouse agreements, securitizations and the issuance of equity or debt securities, when feasible. During the year ended December 31, 2017, we completed offerings of our common stock and our Series A Preferred Stock which resulted in an aggregate of approximately \$139.2 million of net proceeds which have been invested in Agency RMBS. The Company anticipates that a significant portion of the paydowns from these RMBS, together with, to the extent necessary to fund the purchase price of MSRs, sales proceeds from certain of those RMBS will be deployed into the acquisition of MSRs. Our primary uses of funds are the payment of interest, management fees, outstanding commitments, other operating expenses, investments in new or replacement assets and the repayment of borrowings, as well as dividends. We seek to maintain adequate cash reserves and other sources of available liquidity to meet any margin calls resulting from decreases in value related to a reasonably possible (in the opinion of management) change in interest rates.

As of the date of this filing, we have sufficient liquid assets to satisfy all of our short-term recourse liabilities. With respect to the next twelve months, we expect that our cash on hand combined with our cash flow provided by operations will be sufficient to satisfy our anticipated liquidity needs with respect to our current investment portfolio, including related financings, potential margin calls and operating expenses. While it is inherently more difficult to forecast beyond the next twelve months, we currently expect to meet our long-term liquidity requirements through our cash on hand and, if needed, additional borrowings, proceeds received from repurchase agreements and similar financings, proceeds from equity offerings and the liquidation or refinancing of our assets.

Our operating cash flow differs from our net income due primarily to: (i) accretion of discount or premium on our RMBS, (ii) unrealized gains or losses on our Servicing Related Assets, and (iii) OTTI on our securities, if any.

### ***Repurchase Agreements***

As of December 31, 2017, we had repurchase agreements with 30 counterparties and approximately \$1,666.5 million of outstanding repurchase agreement borrowings from 19 of those counterparties, which were used to finance RMBS. As of December 31, 2017, our exposure (defined as the amount of cash and securities pledged as collateral, less the borrowing under the repurchase agreement) to any of the counterparties under the repurchase agreements did not exceed five percent of the Company's equity. Under these agreements, which are uncommitted facilities, we sell a security to a counterparty and concurrently agree to repurchase the same security at a later date at the same price that we initially sold the security plus the interest charged. The sale price represents financing proceeds and the difference between the sale and repurchase prices represents interest on the financing. The price at which the security is sold generally represents the market value of the security less a discount or haircut. The weighted average haircut on our repurchase debt at December 31, 2017 was approximately 5.2%. During the term of the repurchase transaction, which can be as short as a few days, the counterparty holds the security and posted margin as collateral. The counterparty monitors and calculates what it estimates to be the value of the collateral during the term of the transaction. If this value declines by more than a de minimis threshold, the counterparty requires us to post additional collateral (or

margin ) in order to maintain the initial haircut on the collateral. This margin is typically required to be posted in the form of cash and cash equivalents. Furthermore, we are, from time to time, a party to derivative agreements or financing arrangements that may be subject to margin calls based on the value of such instruments.

TABLE OF CONTENTS

Set forth below is the average aggregate balance of borrowings under the Company's repurchase agreements for each of the periods shown and the aggregate balance as of the end of each such period (dollars in thousands):

**Repurchase Agreement Average and Maximum Amounts**

<b>Quarter Ended</b>	<b>Average Monthly Amount</b>	<b>Maximum Month-End Amount</b>	<b>Quarter Ending Amount</b>
December 31, 2017	\$ 1,628,904	\$ 1,666,537	\$ 1,666,537
September 30, 2017	\$ 1,471,802	\$ 1,590,228	\$ 1,561,074
June 30, 2017	\$ 1,160,226	\$ 1,197,440	\$ 1,197,440
March 31, 2017	\$ 727,550	\$ 773,317	\$ 773,317
December 31, 2016	\$ 636,880	\$ 688,628	\$ 594,615
September 30, 2016	\$ 511,475	\$ 537,139	\$ 466,209
June 30, 2016	\$ 485,476	\$ 544,862	\$ 456,075
March 31, 2016	\$ 406,360	\$ 414,153	\$ 398,374
December 31, 2015	\$ 408,227	\$ 443,446	\$ 385,560
September 30, 2015	\$ 396,013	\$ 440,727	\$ 440,727
June 30, 2015	\$ 382,333	\$ 384,386	\$ 384,386
March 31, 2015	\$ 376,083	\$ 377,361	\$ 373,868
December 31, 2014	\$ 354,878	\$ 363,493	\$ 362,126
September 30, 2014	\$ 315,830	\$ 329,239	\$ 329,239
June 30, 2014	\$ 288,881	\$ 293,747	\$ 293,747
March 31, 2014	\$ 263,505	\$ 269,982	\$ 269,982
December 31, 2013	\$ 267,038	\$ 270,555	\$ 261,302
September 30, 2013	\$ —	\$ —	\$ —

The increases in the Company's borrowings under its repurchase agreements were primarily due to the investment of funds in Agency RMBS received from the following sources: amounts borrowed under the MSR Financing Facility and the MSR Term Facility (as defined below); the sale of our Excess MSRs to Freedom Mortgage as described above; and the sales of our common stock and Series A Preferred Stock in March 2017 and August 2017, respectively.

These short-term borrowings were used to finance certain of our investments in RMBS. The RMBS repurchase agreements are guaranteed by the Company. The weighted average difference between the market value of the assets and the face amount of available financing for the RMBS repurchase agreements, or the haircut, was 5.2% and 5.4% as of December 31, 2017 and December 31, 2016, respectively. The following tables provide additional information regarding borrowings under our repurchase agreements (dollars in thousands):

**Repurchase Agreement Characteristics****As of December 31, 2017**

<b>RMBS Market Value</b>	<b>Repurchase Agreements</b>	<b>Weighted Average Rate</b>
----------------------------------	----------------------------------	--------------------------------------

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Less than one month	\$ 444,476	\$ 429,573	1.44 %
One to three months	1,278,872	1,231,687	1.48 %
Greater than three months	5,216	5,277	1.52 %
<b>Total/Weighted Average</b>	<b>\$ 1,728,564</b>	<b>\$ 1,666,537</b>	<b>1.47 %</b>

As of December 31, 2016

	<b>RMBS Market Value</b>	<b>Repurchase Agreements</b>	<b>Weighted Average Rate</b>
Less than one month	\$ 65,121	\$ 60,690	1.14 %
One to three months	464,585	456,502	0.91 %
Greater than three months	78,854	77,423	0.90 %
<b>Total/Weighted Average</b>	<b>\$ 608,560</b>	<b>\$ 594,615</b>	<b>0.93 %</b>

## TABLE OF CONTENTS

The amount of collateral as of December 31, 2017 and December 31, 2016, including cash, was \$1,757.2 million and \$632.1 million, respectively.

The weighted average term to maturity of our borrowings under repurchase agreements as of December 31, 2017 and December 31, 2016 was 46 days and 65 days, respectively.

### ***MSR Financing***

In September 2016, Aurora and QRS III entered into the MSR Financing Facility, pursuant to which Aurora and QRS III pledged their respective rights in all existing and future MSRs for loans owned or securitized by Fannie Mae to secure borrowings up to a maximum of \$25 million outstanding at any one time. The MSR Financing Facility has a two-year revolving period, subject to extension by agreement, during which only interest payments are due.

Borrowings bear interest at a spread over one month LIBOR. At the end of the revolving period, the outstanding amount will be converted to a three-year term loan with monthly payments of interest (calculated as a spread over the rate for one-year interest rate swaps) and principal (calculated on a ten-year amortization schedule). At December 31, 2017 and December 31, 2016, approximately \$20.5 million and \$14.0 million, respectively, was outstanding under the MSR Financing Facility.

In May 2017, the Company, Aurora and QRS IV obtained a \$20 million loan (the MSR Term Facility) secured by the pledge of Aurora's Ginnie Mae MSRs and the Company's ownership interest in QRS IV. The loan bears interest at a fixed rate of 6.18% per annum, amortizes on a ten-year amortization schedule and is due on May 18, 2022.

### **Cash Flows**

#### ***Operating and Investing Activities***

Our operating activities provided cash of approximately \$40.2 million and our investing activities used cash of approximately \$1,224.5 million for the year ended December 31, 2017. The cash used investing activities resulted from the two equity offerings that we completed in 2017 as well as the execution of our ongoing investment strategy.

### **Dividends**

We conduct our operations in a manner intended to satisfy the requirements for qualification as a REIT for U.S. federal income tax purposes. U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay tax at regular corporate rates to the extent that it annually distributes less than 100% of its taxable income. We intend to make regular quarterly distributions of all or substantially all of our REIT taxable income to holders of our common and preferred stock out of assets legally available for this purpose, if and to the extent authorized by our board of directors. Before we pay any dividend, whether for U.S. federal income tax purposes or otherwise, we must first meet both our operating requirements and debt service on our repurchase agreements and other debt payable. If our cash available for distribution is less than our REIT taxable income, we could be required to sell assets or borrow funds to make cash distributions, or, with respect to our common stock, we may make a portion of the required distribution in the form of a taxable stock distribution or distribution of debt securities. We will make distributions only upon the authorization of our board of directors. The amount, timing and frequency of distributions will be authorized by our board of directors based upon a variety of factors, including:

- actual results of operations;
- our level of retained cash flows;
- our ability to make additional investments in our target assets;

restrictions under Maryland law;  
the terms of our preferred stock;  
any debt service requirements;  
our taxable income;

53

TABLE OF CONTENTS

the annual distribution requirements under the REIT provisions of the Code; and other factors that our board of directors may deem relevant.

Our ability to make distributions to our stockholders will depend upon the performance of our investment portfolio, and, in turn, upon our Manager's management of our business. Distributions will be made quarterly in cash to the extent that cash is available for distribution. We may not be able to generate sufficient cash available for distribution to pay distributions to our stockholders. In addition, our board of directors may change our distribution policy with respect to our common stock in the future.

We make distributions based on a number of factors, including an estimate of taxable earnings. Dividends distributed and taxable income will typically differ from GAAP earnings due to items such as fair value adjustments, differences in premium amortization and discount accretion, and nondeductible general and administrative expenses. Our common dividend per share may be substantially different than our taxable earnings and GAAP earnings per share. Our GAAP earnings per share for the year ended December 31, 2017 was \$3.98. Our GAAP earnings per share for the year ended December 31, 2016 was \$3.30.

**Off-balance Sheet Arrangements**

As of December 31, 2017, we did not have any off-balance sheet arrangements. We did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured investment vehicles, or special purpose or variable interest entities, established to facilitate off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities or entered into any commitment or intend to provide additional funding to any such entities.

**Contractual Obligations**

Our contractual obligations as of December 31, 2017 and December 31, 2016 included repurchase agreements, borrowings under our MSR financing arrangements, our Management Agreement with our Manager, our subservicing agreements and our joint marketing recapture agreement with Freedom Mortgage. Pursuant to our management agreement, our Manager is entitled to receive a management fee and the reimbursement of certain expenses.

The following table summarizes our contractual obligations for borrowed money as of the dates indicated (dollars in thousands):

**Contractual Obligations Characteristics****As of December 31, 2017**

	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>3 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
Repurchase agreements					
Borrowings under repurchase agreements	\$ 1,666,537	\$ —	\$ —	\$ —	\$ 1,666,537
Interest on repurchase agreement borrowings <sup>(A)</sup>	\$ 4,041	\$ —	\$ —	\$ —	\$ 4,041
MSR Term Facility					
Borrowings under MSR Term Facility	\$ 2,000	\$ 4,000	\$ 13,000	\$ —	\$ 19,000
Interest on MSR Term Facility borrowings	\$ 1,133	\$ 1,893	\$ 1,063	\$ —	\$ 4,089
Financing Facility					

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Borrowings under Financing Facility	\$	389	\$ 3,306	\$ 16,806	\$ —	\$ 20,501
Interest on MSR Financing borrowings	\$	1,100	\$ 2,019	\$ 732	\$ —	\$ 3,851



TABLE OF CONTENTS

As of December 31, 2016

	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	Total
Repurchase agreements					
Borrowings under repurchase agreements	\$ 594,615	\$ —	\$ —	\$ —	\$ 594,615
Interest on repurchase agreement borrowings <sup>(A)</sup>	\$ 877	\$ —	\$ —	\$ —	\$ 877
Term Loan					
Borrowings under Term Loan facility	\$ 2,841	\$ 6,045	\$ —	\$ —	\$ 8,886
Interest on Term Loan borrowings	\$ 424	\$ 350	\$ —	\$ —	\$ 774
MSR Financing Facility					
Borrowings under MSR Financing Facility	\$ —	\$ 1,388	\$ 12,612	\$ —	\$ 14,000
Interest on MSR Financing Facility borrowings	\$ 622	\$ 1,313	\$ 1,075	\$ —	\$ 3,010

Interest expense is calculated based on the interest rate in effect at December 31, 2017 and December 31, 2016,

(A) respectively, and includes all interest expense incurred and expected to be incurred in the future through the contractual maturity of the associated repurchase agreement.

***Management Agreement***

The Management Agreement with our Manager provides that our Manager is entitled to receive a management fee, the reimbursement of certain expenses and, in certain circumstances, a termination fee. The management fee is an amount equal to 1.5% per annum of our stockholders' equity, adjusted as set forth in the Management Agreement, and calculated and payable quarterly in arrears. We will also be required to pay a termination fee equal to three times the average annual management fee earned by our Manager during the two four-quarter periods ending as of the end of the most recently completed fiscal quarter prior to the effective date of the termination. Such termination fee will be payable upon termination of the Management Agreement by us without cause or by our Manager if we materially breach the Management Agreement.

We pay all of our direct operating expenses, except those specifically required to be borne by our Manager under the Management Agreement. Our Manager is responsible for all costs incident to the performance of its duties under the Management Agreement. Our Manager uses the proceeds from its management fee in part to pay Freedom Mortgage for services provided under the Services Agreement between the Manager and Freedom Mortgage. Our chief financial officer receives a nominal portion of his overall compensation directly from Aurora for acting as its president. With that exception, our officers receive no cash compensation directly from us. Our Manager provides us with our officers. Our Manager is entitled to be reimbursed for an agreed upon portion of the costs of the wages, salary and other benefits with respect to our chief financial officer, controller and general counsel, originally based on the percentages of their working time and efforts spent on matters related to the Company. The amount of the wages, salary and benefits reimbursed with respect to the officers our Manager provides to us is subject to the approval of the compensation committee of our board of directors.

The term of the Management Agreement will expire on October 22, 2020 and will be automatically renewed for a one-year term on such date and on each anniversary of such date thereafter unless terminated or not renewed as described below. Either we or our Manager may elect not to renew the Management Agreement upon expiration of its initial term or any renewal term by providing written notice of non-renewal at least 180 days, but not more than 270 days, before expiration. In the event we elect not to renew the term, we will be required to pay our Manager the termination fee described above. We may terminate the Management Agreement at any time for cause effective upon

30 days prior written notice of termination from us to our Manager, in which case no termination fee would be due. Our board of directors will review our Manager's performance prior to the automatic renewal thereof and, as a result of such review, upon the affirmative vote of at least two-thirds of the members of our board of directors or of the holders of a majority of our outstanding common stock, we may terminate the Management Agreement based upon unsatisfactory performance by our Manager that is materially detrimental to us or a determination by our independent directors that the management fees payable to our Manager are not fair, subject to the right of our Manager to prevent such a termination by agreeing to a reduction of the management fees payable to our Manager. Upon any termination of the Management Agreement based on unsatisfactory performance or unfair management fees, we are required to pay our Manager the termination fee described above. Our Manager may terminate the Management Agreement, without payment of

## TABLE OF CONTENTS

the termination fee, in the event we become regulated as an investment company under the Investment Company Act. Our Manager may also terminate the Management Agreement upon 60 days written notice if we default in the performance of any material term of the Management Agreement and the default continues for a period of 30 days after written notice to us, whereupon we would be required to pay our Manager the termination fee described above.

### *Subservicing Agreements*

Aurora has three subservicing agreements in place, one of which is with Freedom Mortgage. Freedom Mortgage currently is the only sub-servicer for the Ginnie Mae MSR's. The agreements have varying initial terms (three years, for Freedom Mortgage and two years for the other two sub-servicers) and are subject to automatic renewal for additional terms equal to the applicable initial term unless either party chooses not to renew. Each agreement may be terminated without cause by either party by giving notice as specified in the agreement. If an agreement is not renewed by the Company or terminated by the Company without cause, market rate de-boarding fees will be due to the sub-servicer. Under each agreement, the sub-servicer agrees to service the applicable mortgage loans in accordance with applicable law and the requirements of the applicable Agency and the Company pays customary fees to the applicable subservicer for specified services.

### *Joint Marketing Recapture Agreement*

In June 2016, Aurora entered into a joint marketing recapture agreement with Freedom Mortgage. Pursuant to this agreement, Freedom Mortgage attempts to refinance certain mortgage loans underlying Aurora's portfolio of Fannie Mae, Freddie Mac and Ginnie Mae MSR's as directed by Aurora. If a loan is refinanced, Aurora will pay Freedom Mortgage a fee for its origination services. Freedom Mortgage will be entitled to sell the loan for its own benefit and will transfer the related MSR to Aurora. The agreement had an initial term of one year, subject to automatic renewals of one year each and subject to termination by either party upon 60 days prior notice. All new loans must qualify for sale to Fannie Mae or Freddie Mac or pooling with Ginnie Mae, as applicable, and meet other conditions set forth in the agreement. During the year ended December 31, 2017, MSR's on 116 loans with an aggregate UPB of approximately \$27.6 million had been received from Freedom Mortgage which generated approximately \$43,000 in fees due to Freedom Mortgage.

### **Inflation**

Virtually all of our assets and liabilities are financial in nature. As a result, interest rates and other factors affect our performance more so than inflation, although inflation rates can often have a meaningful influence over the direction of interest rates. Furthermore, our financial statements are prepared in accordance with GAAP and our distributions are determined by our board of directors primarily based on our REIT taxable income, and, in each case, our activities and balance sheet are measured with reference to historical cost and/or fair market value without considering inflation.

### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

We seek to manage our risks related to the credit quality of our assets, interest rates, liquidity, prepayment speeds and market value while, at the same time, seeking to provide an opportunity to stockholders to realize attractive risk-adjusted returns through ownership of our capital stock. While we do not seek to avoid risk completely, we believe the risk can be quantified from historical experience and seek to actively manage that risk, to earn sufficient compensation to justify taking those risks and to maintain capital levels consistent with the risks we undertake.

### **Interest Rate Risk**

Interest rates are highly sensitive to many factors, including fiscal and monetary policies and domestic and international economic and political considerations, as well as other factors beyond our control. We are subject to

interest rate risk in connection with our assets and our related financing obligations. In general, we finance the acquisition of certain of our assets through financings in the form of repurchase agreements and bank facilities. We expect to make use of MSR financing, warehouse facilities, securitizations, re-securitizations, and public and private equity and debt issuances in addition to transaction or asset specific funding arrangements. In addition, the values of our Servicing Related Assets are highly sensitive to changes in interest rates, historically increasing

## TABLE OF CONTENTS

when rates rise and decreasing when rates decline. Subject to maintaining our qualification as a REIT, we attempt to mitigate interest rate risk through utilization of hedging instruments, primarily interest rate swap agreements. We may also use financial futures, options, interest rate cap agreements, and forward sales. These instruments are intended to serve as a hedge against future interest rate changes on our borrowings.

### **Interest Rate Effect on Net Interest Income**

Our operating results depend in large part on differences between the income earned on our assets and our cost of borrowing and hedging activities. The costs of our borrowings are generally based on prevailing market interest rates. During a period of rising interest rates, our borrowing costs generally will increase (1) while the yields earned on our leveraged fixed-rate mortgage assets will remain static and (2) at a faster pace than the yields earned on our leveraged adjustable-rate and hybrid adjustable-rate RMBS, which could result in a decline in our net interest spread and net interest margin. The severity of any such decline would depend on our asset/liability composition at the time as well as the magnitude and duration of the interest rate increase. Further, an increase in short-term interest rates could also have a negative impact on the market value of our assets, other than our Servicing Related Assets. A decrease in interest rates could have a negative impact on the market value of our Servicing Related Assets. If any of these events happen, we could experience a decrease in net income or incur a net loss during these periods, which could adversely affect our liquidity and results of operations.

Hedging techniques are partly based on assumed levels of prepayments of our assets, specifically our RMBS. If prepayments are slower or faster than assumed, the life of the investment will be longer or shorter, which would reduce the effectiveness of any hedging strategies we may use and may cause losses on such transactions. Hedging strategies involving the use of derivatives are highly complex and may produce volatile returns.

### **Interest Rate Cap Risk**

Any adjustable-rate RMBS that we acquire will generally be subject to interest rate caps, which potentially could cause such RMBS to acquire many of the characteristics of fixed-rate securities if interest rates were to rise above the cap levels. This issue will be magnified to the extent we acquire adjustable-rate and hybrid adjustable-rate RMBS that are not based on mortgages which are fully indexed. In addition, adjustable-rate and hybrid adjustable-rate RMBS may be subject to periodic payment caps that result in some portion of the interest being deferred and added to the principal outstanding. This could result in our receipt of less cash income on such assets than we would need to pay the interest cost on our related borrowings. To mitigate interest rate mismatches, we may utilize the hedging strategies discussed above under —Interest Rate Risk. Actual economic conditions or implementation of decisions by our Manager may produce results that differ significantly from the estimates and assumptions used in our models.

TABLE OF CONTENTS**Prepayment Risk; Extension Risk**

The following tables summarize the estimated change in fair value of our interests in our MSR's as of the dates indicated given several parallel shifts in the discount rate and voluntary prepayment rate (dollars in thousands):

**MSR Fair Value Changes****As of December 31, 2017***Conventional*

	(20)%	(10)%	—%	10%	20%
<b>Discount Rate Shift in %</b>					
Estimated FV	\$ 88,812	\$ 85,361	\$ 82,149	\$ 79,154	\$ 76,354
Change in FV	\$ 6,662	\$ 3,212	\$ —	\$( 2,996 )	\$( 5,796 )
% Change in FV	8 %	4 %	—	( 4 )%	( 7 )%
<b>Voluntary Prepayment Rate Shift in %</b>					
Estimated FV	\$ 89,240	\$ 85,583	\$ 82,149	\$ 78,814	\$ 75,678
Change in FV	\$ 7,090	\$ 3,434	\$ —	\$( 3,335 )	\$( 6,471 )
% Change in FV	9 %	4 %	—	( 4 )%	( 8 )%
<b>Servicing Cost Shift in %</b>					
Estimated FV	\$ 84,518	\$ 83,334	\$ 82,149	\$ 80,965	\$ 79,781
Change in FV	\$ 2,368	\$ 1,184	\$ —	\$( 1,184 )	\$( 2,368 )
% Change in FV	3 %	1 %	—	( 1 )%	( 3 )%

*Government*

	(20)%	(10)%	—%	10%	20%
<b>Discount Rate Shift in %</b>					
Estimated FV	\$ 45,133	\$ 42,790	\$ 40,656	\$ 38,707	\$ 36,920
Change in FV	\$ 4,477	\$ 2,134	\$ —	\$( 1,949 )	\$( 3,736 )
% Change in FV	11 %	5 %	—	( 5 )%	( 9 )%
<b>Voluntary Prepayment Rate Shift in %</b>					
Estimated FV	\$ 42,910	\$ 41,872	\$ 40,656	\$ 39,383	\$ 38,112
Change in FV	\$ 2,253	\$ 1,216	\$ —	\$( 1,273 )	\$( 2,544 )
% Change in FV	6 %	3 %	—	( 3 )%	( 6 )%
<b>Servicing Cost Shift in %</b>					
Estimated FV	\$ 42,309	\$ 41,483	\$ 40,656	\$ 39,830	\$ 39,003
Change in FV	\$ 1,653	\$ 827	\$ —	\$( 827 )	\$( 1,653 )
% Change in FV	4 %	2 %	—	( 2 )%	( 4 )%

**As of December 31, 2016***Conventional*

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

	(20)%	(10)%	—%	10%	20%
<b>Discount Rate Shift in %</b>					
Estimated FV	\$ 34,443	\$ 33,110	\$ 31,871	\$ 30,716	\$ 29,638
Change in FV	\$ 2,573	\$ 1,239	\$ —	\$(1,155)	\$(2,232)
% Change in FV	8 %	4 %	—	(4)%	(7)%
<b>Voluntary Prepayment Rate Shift in %</b>					
Estimated FV	\$ 34,963	\$ 33,355	\$ 31,871	\$ 30,497	\$ 29,222
Change in FV	\$ 3,093	\$ 1,485	\$ —	\$(1,374)	\$(2,648)
% Change in FV	10 %	5 %	—	(4)%	(8)%
<b>Servicing Cost Shift in %</b>					
Estimated FV	\$ 32,915	\$ 32,393	\$ 31,871	\$ 31,348	\$ 30,826
Change in FV	\$ 1,044	\$ 522	\$ —	\$(522)	\$(1,044)
% Change in FV	3 %	2 %	—	(2)%	(3)%

TABLE OF CONTENTS

The following tables summarize the estimated change in fair value of our RMBS as of the dates indicated given several parallel shifts in interest rates (dollars in thousands):

**RMBS Fair Value Changes****As of December 31, 2017**

	<b>December 31, 2017</b>	<b>Fair Value Change</b>				
		<b>+25 Bps</b>	<b>+50 Bps</b>	<b>+75 Bps</b>	<b>+100 Bps</b>	<b>+150 Bps</b>
<b>RMBS Portfolio</b>						
RMBS, available-for-sale, net of swaps	\$ 1,873,411					
RMBS Total Return (%)		(0.35 )%	(0.83 )%	(1.40 )%	(2.06 )%	(3.58 )%
<b>RMBS Dollar Return</b>		<b>\$ (6,590 )</b>	<b>\$ (15,432 )</b>	<b>\$ (26,162 )</b>	<b>\$ (38,443 )</b>	<b>\$ (66,922 )</b>

**As of December 31, 2016**

	<b>December 31, 2016</b>	<b>Fair Value Change</b>				
		<b>+25 Bps</b>	<b>+50 Bps</b>	<b>+75 Bps</b>	<b>+100 Bps</b>	<b>+150 Bps</b>
<b>RMBS Portfolio</b>						
RMBS, available-for-sale, net of swaps	\$ 672,190					
RMBS Total Return (%)		(0.46 )%	(1.02 )%	(1.66 )%	(2.37 )%	(3.87 )%
<b>RMBS Dollar Return</b>		<b>\$ (3,069 )</b>	<b>\$ (6,769 )</b>	<b>\$ (11,092 )</b>	<b>\$ (15,775 )</b>	<b>\$ (25,834 )</b>

The sensitivity analysis is hypothetical and is presented solely to assist an analysis of the possible effects on the fair value under various scenarios. It is not a prediction of the amount or likelihood of a change in any particular scenario. In particular, the results are calculated by stressing a particular economic assumption independent of changes in any other assumption. In practice, changes in one factor may result in changes in another, which might counteract or amplify the sensitivities. In addition, changes in the fair value based on a 10% variation in an assumption generally may not be extrapolated because the relationship of the change in the assumption to the change in fair value may not be linear.

**Counterparty Risk**

When we engage in repurchase transactions, we generally sell securities to lenders (i.e., repurchase agreement counterparties) and receive cash from the lenders. The lenders are obligated to resell the same securities back to us at the end of the term of the transaction. Because the cash we receive from the lender when we initially sell the securities to the lender is less than the value of those securities (this difference is the haircut), if the lender defaults on its obligation to resell the same securities back to us we would incur a loss on the transaction equal to the amount of the haircut (assuming there was no change in the value of the securities). As of December 31, 2017, the Company's exposure (defined as the amount of cash and securities pledged as collateral, less the borrowing under the repurchase agreement) to any of the counterparties under the repurchase agreements did not exceed five percent of the Company's equity.



Our interest rate swaps are required to be cleared on an exchange which greatly mitigates, but does not entirely eliminate, counterparty risk.

Our investments in Servicing Related Assets are dependent on the applicable mortgage sub-servicer to perform its sub-servicing obligations. If our sub-servicer fails to perform its obligations and is terminated by one or more Agencies as an approved servicer, the value of the MSR's being subserviced by that sub-servicer may be adversely affected. In addition, when we purchase MSR's from third parties, we rely, to a certain extent, on the ability and willingness of the sellers to perform their contractual obligations to remedy breaches of representations and warranties or to repurchase the affected loan and indemnify us for any losses.

TABLE OF CONTENTS

**Funding Risk**

To the extent available on desirable terms, we expect to continue to finance our RMBS with repurchase agreement financing. We also anticipate continuing to finance our MSR's with bank loans secured by a pledge of those MSR's. Over time, as market conditions change, in addition to these financings, we may use other forms of leverage. Weakness in the financial markets, the residential mortgage markets and the economy generally could adversely affect one or more of our potential lenders and could cause one or more of our potential lenders to be unwilling or unable to provide us with financing or to increase the costs of that financing.

**Liquidity Risk**

Our Servicing Related Assets, as well as some of the assets that may in the future comprise our portfolio, are not publicly traded. A portion of these assets may be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly-traded securities. The illiquidity of these assets may make it difficult for us to sell such assets if the need or desire arises, including in response to changes in economic and other conditions.

**Credit Risk**

Although we expect relatively low credit risk with respect to our portfolio of Agency RMBS, our investment in MSR's exposes us to the credit risk of borrowers. To the extent we invest in non-Agency RMBS and prime mortgage loans, we expect to encounter credit risk related to these asset classes.

To date, our only investments in non-Agency RMBS have been IO's and credit risk transfer securities issued by Fannie Mae and Freddie Mac. These securities have been classified within RMBS, available-for-sale on our consolidated balance sheets.

TABLE OF CONTENTS

**Item 8. Consolidated Financial Statements and Supplementary Data.**

**Consolidated Financial Statements**

**Index to Consolidated Financial Statements**

	<b>Page</b>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>62</u>
<u>Consolidated Balance Sheets as of December 31, 2017 and 2016</u>	<u>63</u>
<u>Consolidated Statements of Income for the years ended December 31, 2017, 2016 and 2015</u>	<u>64</u>
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2017, 2016 and 2015</u>	<u>65</u>
<u>Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2017, 2016 and 2015</u>	<u>66</u>
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015</u>	<u>67</u>
<u>Notes to Consolidated Financial Statements</u>	<u>68</u>

TABLE OF CONTENTS

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Cherry Hill Mortgage Investment Corporation

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Cherry Hill Mortgage Investment Corporation (and subsidiaries) (the Company) as of December 31, 2017 and 2016, the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the consolidated financial statements ). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at 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 U.S. generally accepted accounting principles.

**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 Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

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/ Ernst & Young LLP

We have served as the Company's auditor since 2012.

New York, New York

March 16, 2018

TABLE OF CONTENTS**Cherry Hill Mortgage Investment Corporation and Subsidiaries****Consolidated Balance Sheets****(in thousands — except share data)**

	<b>December 31, 2017</b>	<b>December 31, 2016</b>
<b>Assets</b>		
RMBS, available-for-sale (including pledged assets of \$1,728,564 and \$608,560, respectively)	\$ 1,840,912	\$ 671,904
Investments in Servicing Related Assets at fair value (including pledged assets of \$122,806 and \$61,263, respectively)	122,806	61,263
Cash and cash equivalents	27,327	15,824
Restricted cash	29,168	22,469
Derivative assets	13,830	9,121
Receivables and other assets	16,642	12,297
<b>Total Assets</b>	<b>\$ 2,050,685</b>	<b>\$ 792,878</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities</b>		
Repurchase agreements	\$ 1,666,537	\$ 594,615
Derivative liabilities	344	694
Notes payable	39,025	22,886
Dividends payable	7,273	4,816
Due to affiliates	3,035	1,894
Payables for unsettled trades	—	6,202
Accrued expenses and other liabilities	12,014	5,762
<b>Total Liabilities</b>	<b>\$ 1,728,228</b>	<b>\$ 636,869</b>
<b>Stockholders' Equity</b>		
Series A Preferred stock, \$0.01 par value, 100,000,000 shares authorized and 2,400,000 shares issued and outstanding as of December 31, 2017 and 100,000,000 shares authorized and 0 shares issued and outstanding as of December 31, 2016, liquidation preference of \$60,000 as of December 31, 2017	\$ 57,917	\$ —
Common stock, \$0.01 par value, 500,000,000 shares authorized and 12,721,464 shares issued and outstanding as of December 31, 2017 and 500,000,000 shares authorized and 7,525,348 shares issued and outstanding as of December 31, 2016	127	75
Additional paid-in capital	229,642	148,457
Retained earnings	35,238	12,093
Accumulated other comprehensive income (loss)	(2,942 )	(6,393 )
<b>Total Cherry Hill Mortgage Investment Corporation Stockholders' Equity</b>	<b>\$ 319,982</b>	<b>\$ 154,232</b>
Non-controlling interests in Operating Partnership	2,475	1,777
<b>Total Stockholders' Equity</b>	<b>\$ 322,457</b>	<b>\$ 156,009</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 2,050,685</b>	<b>\$ 792,878</b>

See notes to consolidated financial statements.

63

TABLE OF CONTENTS

**Cherry Hill Mortgage Investment Corporation and Subsidiaries**  
**Consolidated Statements of Income**  
(in thousands — except per share data)

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Income</b>			
Interest income	\$ 42,049	\$ 30,722	\$ 27,712
Interest expense	19,881	7,808	5,983
Net interest income	22,168	22,914	21,729
Servicing fee income	24,034	7,579	1,719
Servicing costs	5,783	2,562	761
Net servicing income	18,251	5,017	958
Other income (loss)			
Realized gain (loss) on RMBS, net	(503 )	1,399	854
Realized gain on investments in Excess MSR's, net	6,678	1,520	—
Realized gain (loss) on derivatives, net	(5,554 )	(7,963 )	(3,913 )
Realized gain on acquired assets, net	—	—	449
Unrealized gain (loss) on derivatives, net	6,580	12,080	(59 )
Unrealized gain (loss) on investments in Excess MSR's	—	249	(19 )
Unrealized gain (loss) on investments in MSR's	9,159	(3,285 )	(1,123 )
<b>Total Income</b>	<b>56,779</b>	<b>31,931</b>	<b>18,876</b>
<b>Expenses</b>			
General and administrative expense	3,817	3,284	3,081
Management fee to affiliate	4,347	2,946	2,783
<b>Total Expenses</b>	<b>8,164</b>	<b>6,230</b>	<b>5,864</b>
<b>Income Before Income Taxes</b>	<b>48,615</b>	<b>25,701</b>	<b>13,012</b>
(Benefit from) provision for corporate business taxes	601	458	(343 )
<b>Net Income</b>	<b>48,014</b>	<b>25,243</b>	<b>13,355</b>
Net (income) loss allocated to noncontrolling interests in Operating Partnership	(655 )	(411 )	(141 )
Dividends on preferred stock	1,833	—	—
<b>Net Income Applicable to Common Stockholders</b>	<b>\$ 45,526</b>	<b>\$ 24,832</b>	<b>\$ 13,214</b>
<b>Net income Per Share of Common Stock</b>			
Basic	\$ 3.98	\$ 3.31	\$ 1.76
Diluted	\$ 3.98	\$ 3.30	\$ 1.76
<b>Weighted Average Number of Shares of Common Stock Outstanding</b>			
Basic	11,443,493	7,512,444	7,509,543
Diluted	11,450,831	7,523,297	7,512,444

See notes to consolidated financial statements.

64



TABLE OF CONTENTS

**Cherry Hill Mortgage Investment Corporation and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**  
**(in thousands)**

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Net income (loss)	\$ 48,014	\$ 25,243	\$ 13,355
Other comprehensive income (loss):			
Net unrealized gain on RMBS	2,948	(4,797 )	(5,984 )
Reclassification of net realized (gain) loss on RMBS included in earnings	503	(1,399 )	(854 )
Other comprehensive income	3,451	(6,196 )	(6,838 )
<b>Comprehensive income</b>	<b>\$ 51,465</b>	<b>\$ 19,047</b>	<b>\$ 6,517</b>
Comprehensive income attributable to noncontrolling interests in Operating Partnership	702	311	69
Dividends on preferred stock	1,833	—	—
Comprehensive income attributable to common stockholders	\$ 48,930	\$ 18,736	\$ 6,448

See notes to consolidated financial statements.

TABLE OF CONTENTS

**Cherry Hill Mortgage Investment Corporation and Subsidiaries**  
**Consolidated Statements of Changes in Stockholders' Equity**  
(in thousands — except share data)

	Common Stock Shares	Common Stock Amount	Preferred Stock Shares	Preferred Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Non-Controlling Interest in Operating Partnership	Total Stockholders' Equity
<b>Balance, December 31, 2014</b>	<b>7,509,543</b>	<b>\$ 75</b>		<b>—\$</b>	<b>—\$ 148,258</b>	<b>\$ 6,641</b>	<b>\$ 4,799</b>	<b>\$ 545</b>	<b>\$ 160,318</b>
Issuance of common stock	9,495	— <sup>(A)</sup>	—	—	74	—	—	—	74
Net Income	—	—	—	—	—	—	13,214	141	13,355
Other Comprehensive Income	—	—	—	—	—	(6,838 )	—	—	(6,838 )
LTIP-OP Unit awards	—	—	—	—	—	—	—	463	463
Distribution paid on LTIP-OP Units	—	—	—	—	—	—	—	(155 )	(155 )
Common dividends declared, \$1.98 per share	—	—	—	—	—	—	(14,880 )	—	(14,880 )
<b>Balance, December 31, 2015</b>	<b>7,519,038</b>	<b>\$ 75</b>		<b>—\$</b>	<b>—\$ 148,332</b>	<b>\$ (197 )</b>	<b>\$ 3,133</b>	<b>\$ 994</b>	<b>\$ 152,337</b>
Issuance of common stock	6,310	— <sup>(B)</sup>	—	—	125	—	—	—	125
Net Income	—	—	—	—	—	—	24,832	411	25,243
Other Comprehensive Income	—	—	—	—	—	(6,196 )	—	—	(6,196 )
LTIP-OP Unit awards	—	—	—	—	—	—	—	618	618
Distribution paid on LTIP-OP Units	—	—	—	—	—	—	—	(246 )	(246 )
Common dividends declared, \$2.11 per share	—	—	—	—	—	—	(15,872 )	—	(15,872 )

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

<b>Balance, December 31, 2016</b>	<b>7,525,348</b>	<b>\$ 75</b>	<b>—</b>	<b>—</b>	<b>\$ 148,457</b>	<b>\$ (6,393 )</b>	<b>\$ 12,093</b>	<b>\$ 1,777</b>	<b>\$ 156,009</b>
Issuance of common stock	5,196,116	52	—	—	81,185	—	—	—	81,237
Issuance of preferred stock	—	—	2,400,000	57,917	—	—	—	—	57,917
Conversion of OP units	—	—	—	—	—	—	—	(238 )	(238 )
Net Income before dividends on preferred stock	—	—	—	—	—	—	47,359	655	48,014
Other Comprehensive Income	—	—	—	—	—	3,451	—	—	3,451
LTIP-OP Unit awards	—	—	—	—	—	—	—	607	607
Distribution paid on LTIP-OP Units	—	—	—	—	—	—	—	(326 )	(326 )
Common dividends declared, \$1.96 per share	—	—	—	—	—	—	(22,381 )	—	(22,381 )
Preferred dividends declared, \$0.44 per share	—	—	—	—	—	—	(1,833 )	—	(1,833 )
<b>Balance, December 31, 2017</b>	<b>12,721,464</b>	<b>\$ 127</b>	<b>2,400,000</b>	<b>\$ 57,917</b>	<b>\$ 229,642</b>	<b>\$ (2,942 )</b>	<b>\$ 35,238</b>	<b>\$ 2,475</b>	<b>\$ 322,457</b>

(A)de minimis (\$95.00 rounds to \$0.00).

(B)de minimis (\$63.00 rounds to \$0.00).

See notes to consolidated financial statements.

TABLE OF CONTENTS

**Cherry Hill Mortgage Investment Corporation and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**(in thousands)**

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Cash Flows From Operating Activities</b>			
Net income (loss)	\$ 48,014	\$ 25,243	\$ 13,355
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Realized (gain) loss on RMBS, net	503	(1,399 )	(854 )
Realized gain (loss) on investments in Excess MSR's, net	(6,678 )	(1,520 )	—
Realized gain on bargain purchase	—	—	(449 )
Amortization of premiums on investment securities	8,676	4,115	3,811
Change in fair value of investments in Servicing Related Assets	(9,159 )	3,036	1,142
Unrealized loss on derivatives, net	(6,580 )	(12,080 )	59
Realized loss on derivatives, net	5,554	7,963	3,913
LTIP-OP Unit awards	607	618	463
Changes in:			
Receivables from unsettled trades	—	—	309
Receivables and other assets	(4,345 )	(2,908 )	1,643
Due to affiliate	1,141	896	229
Payables for unsettled trades	(6,202 )	6,202	—
Accrued expenses and other liabilities	8,709	4,291	(246 )
<b>Net cash provided by (used in) operating activities</b>	<b>\$ 40,240</b>	<b>\$ 34,457</b>	<b>\$ 23,375</b>
<b>Cash Flows From Investing Activities</b>			
Purchase of RMBS	(1,348,134 )	(312,095 )	(303,278 )
Principal paydown of RMBS	110,409	55,847	47,131
Proceeds from sale of RMBS	62,989	83,735	154,455
Principal paydown of Excess MSR's	—	7,804	13,261
Proceeds from sale of Excess MSR's	35,905	42,493	—
Aurora acquisition, net of cash received	—	—	(3,839 )
Acquisition of MSR's	(81,611 )	(15,395 )	(13,861 )
Purchase of derivatives	(4,196 )	(8,616 )	(4,046 )
Sale of derivatives	163	133	291
Purchases of Federal Home Loan Bank stock	—	—	(3,261 )
<b>Net cash provided by (used in) investing activities</b>	<b>\$ (1,224,475 )</b>	<b>\$ (146,094 )</b>	<b>\$ (113,147 )</b>
<b>Cash Flows From Financing Activities</b>			
Changes in restricted cash	(6,699 )	(12,527 )	(2,995 )
Borrowings under repurchase agreements	4,610,000	2,263,101	1,672,421

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Repayments of repurchase agreements	(3,538,078 )	(2,054,046 )	(1,648,983 )
Proceeds from Federal Home Loan Bank advances	—	7,000	109,550
Repayments of Federal Home Loan Bank advances	—	(69,250 )	(47,300 )
Proceeds from bank loans	27,000	14,000	25,000
Principal paydown of bank loans	(10,861 )	(15,427 )	(4,656 )
Dividends paid	(24,214 )	(15,872 )	(15,028 )
LTIP-OP Units distributions paid	(326 )	(246 )	(155 )
Conversion of OP units	(238 )	—	—
Issuance of common stock, net of offering costs	81,237	125	74
Issuance of preferred stock, net of offering costs	57,917	—	—
<b>Net cash provided by (used in) financing activities</b>	<b>\$ 1,195,738</b>	<b>\$ 116,858</b>	<b>\$ 87,928</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>\$ 11,503</b>	<b>\$ 5,221</b>	<b>\$ (1,844 )</b>
<b>Cash and Cash Equivalents, Beginning of Period</b>	<b>15,824</b>	<b>10,603</b>	<b>12,447</b>
<b>Cash and Cash Equivalents, End of Period</b>	<b>\$ 27,327</b>	<b>\$ 15,824</b>	<b>\$ 10,603</b>
<b>Supplemental Disclosure of Cash Flow Information</b>			
Cash paid during the period for interest expense	\$ 14,409	\$ 6,981	\$ 5,606
Dividends declared but not paid	\$ 7,273	\$ 4,816	\$ 3,684

See notes to consolidated financial statements.

## TABLE OF CONTENTS

### **Cherry Hill Mortgage Investment Corporation and Subsidiaries Notes to Consolidated Financial Statements**

#### **Note 1 — Organization and Operations**

Cherry Hill Mortgage Investment Corporation (together with its consolidated subsidiaries, the Company) was organized in the state of Maryland on October 31, 2012 to invest in residential mortgage assets in the United States. Under the Company's charter, the Company is authorized to issue up to 500,000,000 shares of common stock and 100,000,000 shares of preferred stock, each with a par value of \$0.01 per share.

The accompanying consolidated financial statements include the accounts of the Company's subsidiaries, Cherry Hill Operating Partnership, LP (the Operating Partnership), Cherry Hill QRS I, LLC, Cherry Hill QRS II, LLC, Cherry Hill QRS III, LLC (QRS III), Cherry Hill QRS IV, LLC (QRS IV), CHMI Solutions, Inc. (CHMI Solutions) and Aurora Financial Group, Inc. (Aurora).

On October 9, 2013, the Company completed an initial public offering (the IPO) and a concurrent private placement of its common stock. The Company did not conduct any activity prior to the IPO and the concurrent private placement. Substantially all of the net proceeds from the IPO and the concurrent private placement were used to invest in excess mortgage servicing rights on residential mortgage loans (Excess MSR) and residential mortgage-backed securities (RMBS or securities), the payment of principal and interest on which is guaranteed by a U.S. government agency or a U.S. government sponsored enterprise (Agency RMBS).

On March 29, 2017, the Company issued and sold 5,175,000 shares of its common stock, par value \$0.01 per share, raising approximately \$81.1 million after underwriting discounts and commissions but before expenses of approximately \$229,000. All of the net proceeds were invested in RMBS. On August 17, 2017, the Company issued and sold 2,400,000 shares of its 8.20% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series A Preferred Stock), raising approximately \$58.1 million after underwriting discounts and commissions but before expenses of approximately \$193,000. All of the net proceeds from the Series A Preferred Stock offering were also invested in RMBS. The Company anticipates that a significant portion of the paydowns from these RMBS, together with sales proceeds from certain of those RMBS, to the extent necessary, will be deployed into the acquisition of mortgage servicing rights (MSR),

The Company is party to a management agreement (the Management Agreement) with Cherry Hill Mortgage Management, LLC (the Manager), a Delaware limited liability company established by Mr. Stanley Middleman. The Manager is a party to a Services Agreement with Freedom Mortgage Corporation (Freedom Mortgage) which is owned and controlled by Mr. Middleman. The Manager is owned by a blind trust for the benefit of Mr. Middleman. For a further discussion of the Management Agreement, see Note 7.

The Company has elected to be taxed as a real estate investment trust (REIT), as defined under the Internal Revenue Code of 1986, as amended (the Code), commencing with its short taxable year ended December 31, 2013. As long as the Company continues to comply with a number of requirements under federal tax law and maintains its qualification as a REIT, the Company generally will not be subject to U.S. federal income taxes to the extent that the Company distributes its taxable income to its stockholders on an annual basis and does not engage in prohibited transactions. However, certain activities that the Company may perform may cause it to earn income that will not be qualifying income for REIT purposes.

#### **Note 2 — Basis of Presentation and Significant Accounting Policies**

##### ***Basis of Accounting***

The accompanying consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ( GAAP ). The consolidated financial statements include the accounts of the Company and its consolidated subsidiaries. All significant intercompany transactions and balances have been eliminated. The Company consolidates those entities in which it has an investment of 50% or more and has control over significant operating, financial and investing decisions of the entity.

***Emerging Growth Company Status***

On April 5, 2012, the Jumpstart Our Business Startups Act (the JOBS Act ) was signed into law. The JOBS Act contains provisions that, among other things, reduce certain reporting requirements for qualifying public companies. Because the Company qualifies as an emerging growth company, it may, under

## TABLE OF CONTENTS

Section 7(a)(2)(B) of the Securities Act of 1933, as amended, delay adoption of new or revised accounting standards applicable to public companies until such standards would otherwise apply to private companies. The Company has elected to take advantage of this extended transition period until the first to occur of the date that it (i) is no longer an emerging growth company or (ii) affirmatively and irrevocably opts out of this extended transition period. As a result, the consolidated financial statements may not be comparable to those of other public companies that comply with such new or revised accounting standards. Until the date that the Company is no longer an emerging growth company or affirmatively and irrevocably opts out of the extended transition period, upon issuance of a new or revised accounting standard that applies to the consolidated financial statements and that has a different effective date for public and private companies, the Company will disclose the date on which adoption is required for non-emerging growth public companies and the date on which it will adopt the new or revised accounting standard.

### *Use of Estimates*

The preparation of financial statements in conformity with GAAP requires management to make a number of significant estimates and assumptions. These include estimates of: the fair value of Excess MSRs and MSRs (collectively, Servicing Related Assets ); RMBS and derivatives; credit losses, including the period of time during which the Company anticipates an increase in the fair values of RMBS sufficient to recover unrealized losses on those RMBS; and other estimates that affect the reported amounts of certain assets, revenues, liabilities and expenses as of the date of, and for the periods covered by, the consolidated financial statements. It is likely that changes in these estimates will occur in the near term. The Company's estimates are inherently subjective in nature. Actual results could differ from the Company's estimates, and the differences may be material.

### *Risks and Uncertainties*

In the normal course of business, the Company encounters primarily two significant types of economic risk: credit and market. Credit risk is the risk of default on the Company's investments in RMBS, Servicing Related Assets and derivatives that results from a borrower's or derivative counterparty's inability or unwillingness to make contractually required payments. Market risk reflects changes in the value of investments in RMBS, Servicing Related Assets and derivatives due to changes in interest rates, spreads or other market factors, including prepayment speeds on the Company's RMBS and Servicing Related Assets. The Company is subject to the risks involved with real estate and real estate-related debt instruments. These include, among others, the risks normally associated with changes in the general economic climate, changes in the mortgage market, changes in tax laws, interest rate levels, and the availability of financing.

The Company also is subject to certain risks relating to its status as a REIT for U.S. federal income tax purposes. If the Company were to fail to qualify as a REIT in any taxable year, the Company would be subject to U.S. federal income tax on its REIT income (including any applicable alternative minimum tax), which could be material. Unless entitled to relief under certain statutory provisions, the Company would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification is lost.

### *Investments in RMBS*

Classification – The Company classifies its investments in RMBS as securities available for sale. Although the Company generally intends to hold most of its securities until maturity, it may, from time to time, sell any of its securities as part of its overall management of its portfolio. Securities available for sale are carried at fair value with the net unrealized gains or losses reported as a separate component of accumulated other comprehensive income (loss), to the extent impairment losses, if any, are considered temporary. Unrealized losses on securities are charged to earnings if they reflect a decline in value that is other-than-temporary, as described below.



Fair value is determined under the guidance of ASC 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). The Company determines fair value of its RMBS investments based upon prices obtained from third-party pricing providers. The third-party pricing providers use pricing models that generally incorporate such factors as coupons, primary and secondary mortgage rates, rate reset periods, issuer, prepayment speeds, credit enhancements and expected life of the security. Management's judgment is used to arrive at the fair values of RMBS, taking into account prices obtained from third-party pricing providers and other applicable market data. The Company's application of ASC 820 guidance is discussed in further detail in Note 9.

## TABLE OF CONTENTS

Investment securities transactions are recorded on the trade date. At disposition, the net realized gain or loss is determined on the basis of the cost of the specific investment and is included in earnings. All RMBS purchased and sold in the year ended December 31, 2017 were settled prior to period-end. Approximately \$6.2 million in RMBS purchased, but not yet settled, was payable at December 31, 2016. All RMBS sold in the year ended December 31, 2016 were settled prior to year-end.

**Revenue Recognition** – Interest income from coupon payments is accrued based on the outstanding principal amount of the RMBS and their contractual terms. Premiums and discounts associated with the purchase of the RMBS are accreted into interest income over the projected lives of the securities using the effective interest method. The Company's policy for estimating prepayment speeds for calculating the effective yield is to evaluate historical performance, consensus on prepayment speeds, and current market conditions. Adjustments are made for actual prepayment activity. Approximately \$5.7 million and \$2.0 million in interest income was receivable at December 31, 2017 and December 31, 2016, respectively, and has been classified within Receivables and other assets on the consolidated balance sheets. For further discussion on Receivables and other assets, see Note 13.

**Impairment** – The Company evaluates its RMBS on a quarterly basis to assess whether a decline in the fair value below the amortized cost basis is an other-than-temporary impairment ( OTTI ). The presence of OTTI is based upon a fair value decline below a security's amortized cost basis and a corresponding adverse change in expected cash flows due to credit related factors as well as non-credit factors, such as changes in interest rates and market spreads. Impairment is considered other-than-temporary if the Company (i) intends to sell the security, (ii) will more likely than not be required to sell the security before recovering its cost basis, or (iii) does not expect to recover the security's entire amortized cost basis, even if the Company does not intend to sell the security or the Company believes it is more likely than not that it will be required to sell the security before recovering its cost basis. Under these scenarios, the impairment is other-than-temporary and the full amount of impairment is recognized currently in earnings and the cost basis of the security is adjusted. However, if the Company does not intend to sell the impaired security and it is more likely than not that it will not be required to sell before recovery, the OTTI is separated into (i) the estimated amount relating to credit loss, or the credit component, and (ii) the amount relating to all other factors, or the non-credit component. Only the estimated credit loss amount is recognized currently in earnings, with the remainder of the loss recognized in accumulated other comprehensive income (loss). The difference between the new amortized cost basis and the cash flows expected to be collected is accreted into interest income in accordance with the effective interest method. The Company recorded approximately \$77,000 of OTTI charges during the year ended December 31, 2017. OTTI recorded during the year ended December 31, 2016 was approximately \$173,000. OTTI has been classified within Realized gain (loss) on RMBS, net on the consolidated statements of income.

### ***Investments in Excess MSRs***

As a result of the Company's sale of its remaining Excess MSRs in February 2017, there were no Excess MSRs at December 31, 2017.

**Classification** – The Company had elected the fair value option to record its investments in Excess MSRs in order to provide users of the consolidated financial statements with better information regarding the effects of prepayment risk and other market factors on the Excess MSRs. Under this election, the Company recorded a valuation adjustment on its investments in Excess MSRs on a quarterly basis to recognize the changes in fair value of its Excess MSRs in net income as described below. In determining the valuation of Excess MSRs in accordance with ASC 820, management used internally developed models that were primarily based on observable market-based inputs but which also included unobservable market data inputs. The Company's application of ASC 820 guidance is discussed in further detail in Note 9.

Revenue Recognition – Investments in Excess MSR were aggregated into pools, and each pool of Excess MSR was accounted for in the aggregate. Interest income for Excess MSR was accreted into interest income on an effective yield or interest method, based upon the expected excess mortgage servicing amount over the expected life of the underlying mortgages. Changes to expected cash flows resulted in a cumulative retrospective adjustment, which was recorded in the period in which the change in expected cash flows occurred. Under the retrospective method, the interest income recognized for a reporting period is measured as the difference between the amortized cost basis at the end of the period and the amortized cost basis at the beginning of the period, plus any cash received during the period. The amortized cost basis was calculated as the present value of estimated future cash flows using an effective yield, which was the yield that equated all past actual and estimated future

TABLE OF CONTENTS

cash flows to the initial investment. The difference between the fair value of Excess MSR's and their amortized cost basis was recorded on the consolidated statements of income as Unrealized gain (loss) on investments in Excess MSR's. Fair value was generally determined by discounting the expected future cash flows using discount rates that incorporated the market risks and liquidity premium specific to the Excess MSR's and, therefore, may have differed from their effective yields. The sale of investments in Excess MSR's was recognized upon the settlement date. There was no Excess MSR cash flow receivable at December 31, 2017. Approximately \$5.6 million in Excess MSR cash flow was receivable at December 31, 2016, and has been classified within Receivables and other assets on the Company's consolidated balance sheet at December 31, 2016.

In connection with the sale of its Excess MSR's, the Company elected a settlement date accounting policy to account for the gain on sale from that transaction. For a further discussion of the Company's sale of its Excess MSR's, see Note 7.

***Investments in MSR's***

Classification – The Company's MSR's represent the contractual right to service mortgage loans. The Company has elected the fair value option to record its investments in MSR's in order to provide users of the consolidated financial statements with better information regarding the effects of prepayment risk and other market factors on the MSR's. Under this election, the Company records a valuation adjustment on its investments in MSR's on a quarterly basis to recognize the changes in fair value of its MSR's in net income as described below. Although transactions in MSR's are observable in the marketplace, the valuation includes unobservable market data inputs (prepayment speeds, delinquency levels, costs to service and discount rates). Changes in the fair value of MSR's as well as servicing fee income and servicing expenses are reported on the consolidated statements of income. In determining the valuation of MSR's in accordance with ASC 820, management uses internally developed models that are primarily based on observable market-based inputs but which also include unobservable market data inputs. The Company's application of ASC 820 guidance is discussed in further detail in Note 9. For reporting purposes, conventional conforming loans are aggregated into one category and government conforming loans are aggregated into a separate category.

Revenue Recognition – Mortgage servicing fee income represents revenue earned for servicing mortgage loans. The servicing fees are based on a contractual percentage of the outstanding principal balance and recognized as revenue as the related mortgage payments are collected. Corresponding costs to service are charged to expense as incurred. As an owner and manager of MSR's, the Company may be obligated to fund advances of principal and interest payments due to third-party owners of the loans, but not yet received from the individual borrowers. These advances are reported as servicing advances within the Receivables and other assets line item on the consolidated balance sheets. Approximately \$5.9 million and \$1.4 million in reimbursable servicing advances were receivable at December 31, 2017 and December 31, 2016, respectively, and have been classified within Receivables and other assets on the consolidated balance sheets. Although advances on Federal National Mortgage Association ( Fannie Mae ) and Federal Home Loan Mortgage Corporation ( Freddie Mac ) MSR's made in accordance with the relevant guidelines are generally recoverable, the recoverability of similar advances made on Government National Mortgage Association ( Ginnie Mae ) MSR's may be limited under the rules and regulations of the U.S. Department of Housing and Urban Development, the Department of Veterans Affairs (the VA ) and the Federal Housing Administration ( FHA ). Because the Company acquired its Ginnie Mae MSR's in February 2017 and the Company expects to recover advances on its Fannie Mae and Freddie Mac MSR's, the Company has determined that no reserves for unrecoverable advances are necessary at December 31, 2017 and December 31, 2016. For further discussion on the Company's receivables and other assets, including the Company's servicing advances, see Note 13.

Servicing fee income received and servicing expenses incurred are reported on the consolidated statements of comprehensive income. The difference between the fair value of MSR's and their amortized cost basis is recorded on the consolidated statements of income as Unrealized gain (loss) on investments in MSR's. Fair value is generally

determined by discounting the expected future cash flows using discount rates that incorporate the market risks and liquidity premium specific to the MSR's and, therefore, may differ from their effective yields.

As a result of the Company's investments in MSR's, it is obligated from time to time to repurchase an underlying loan from the applicable agency for which it is being serviced due to an alleged breach of a representation or warranty. Loans acquired in this manner are recorded at the purchase price less any principal recoveries and are then offered for sale in the scratch and dent market.

**TABLE OF CONTENTS*****Derivatives and Hedging Activities***

Derivative transactions include swaps, swaptions, Treasury futures and to-be-announced securities ( TBAs ). Swaps and swaptions are entered into by the Company solely for interest rate risk management purposes. TBAs and Treasury futures are used for duration risk and basis risk management purposes. The decision as to whether or not a given transaction/position (or portion thereof) is economically hedged is made on a case-by-case basis, based on the risks involved and other factors as determined by senior management, including restrictions imposed by the Code on REITs. In determining whether to economically hedge a risk, the Company may consider whether other assets, liabilities, firm commitments and anticipated transactions already offset or reduce the risk. All transactions undertaken as economic hedges are entered into with a view towards minimizing the potential for economic losses that could be incurred by the Company. Generally, derivatives entered into are not intended to qualify as hedges under GAAP, unless specifically stated otherwise.

The Company's bi-lateral derivative financial instruments contain credit risk to the extent that its bank counterparties may be unable to meet the terms of the agreements. The Company reduces such risk by limiting its exposure to any one counterparty. In addition, the potential risk of loss with any one party resulting from this type of credit risk is monitored. The Company's interest rate swaps are required to be cleared on an exchange, which further mitigates, but does not eliminate, credit risk. Management does not expect any material losses as a result of default by other parties to its derivative financial instruments.

**Classification** – All derivatives are recognized as either assets or liabilities on the consolidated balance sheets and measured at fair value. Due to the nature of these instruments, they may be in a receivable/asset position or a payable/liability position at the end of an accounting period. Derivative amounts payable to, and receivable from, the same party under a contract may be offset as long as the following conditions are met: (i) each of the two parties owes the other determinable amounts; (ii) the reporting party has the right to offset the amount owed with the amount owed by the other party; (iii) the reporting party intends to offset; and (iv) the right to offset is enforceable by law. The Company reports the fair value of derivative instruments gross of cash paid or received pursuant to credit support agreements, and fair value may be reflected on a net counterparty basis when the Company believes a legal right of offset exists under an enforceable master netting agreement. For further discussion on offsetting assets and liabilities, see Note 8.

**Revenue Recognition** – With respect to derivatives that have not been designated as hedges, any payments under, or fluctuations in the fair value of, such derivatives have been recognized currently in Realized and unrealized gains (losses) on derivatives, net in the consolidated statements of income.

***Cash and Cash Equivalents and Restricted Cash***

The Company considers all highly liquid short-term investments with maturities of 90 days or less when purchased to be cash equivalents. Substantially all amounts on deposit with major financial institutions exceed insured limits. Restricted cash represents the Company's cash held by counterparties (i) as collateral against the Company's derivatives (approximately \$549,000 and \$1.1 million at December 31, 2017 and December 31, 2016, respectively), (ii) as collateral for borrowings under its repurchase agreements (approximately \$28.6 million and \$20.4 million at December 31, 2017 and December 31, 2016, respectively) and (iii) as collateral for outstanding borrowings on a now-terminated \$25 million term loan secured by a pledge of the Company's portfolio of Excess MSRs (approximately \$1.1 million at December 31, 2016).

***Due to Affiliate***

The sum under Due to affiliates on the consolidated balance sheets represents amounts due to the Manager pursuant to the Management Agreement. For further information on the Management Agreement, see Note 7.

***Income Taxes***

The Company elected to be taxed as a REIT under the Code commencing with its short taxable year ended December 31, 2013. The Company expects to continue to qualify to be treated as a REIT. As long as the Company qualifies as a REIT, the Company generally will not be subject to U.S. federal income taxes on its taxable income to the extent it annually distributes at least 90% of its REIT taxable income to its stockholders and does not engage in prohibited transactions. The Company's taxable REIT subsidiaries ( TRSs ), CHMI Solutions and Aurora, are subject to U.S. federal income taxes on their taxable income.

TABLE OF CONTENTS

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*. ASC 740 requires the recording of deferred income taxes that reflect the net tax effect of temporary differences between the carrying amounts of the Company's assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, including operating loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in earnings in the period that includes the enactment date. The Company assesses its tax positions for all open tax years and determines if it has any material unrecognized liabilities in accordance with ASC 740. The Company records these liabilities to the extent it deems them more-likely-than-not to be incurred. The Company records interest and penalties related to income taxes within the provision for income taxes in the consolidated statements of income. The Company has not incurred any interest or penalties.

***Realized Gain (Loss) on Investments, Net***

The following table presents gains and losses on sales of the specified categories of investments for the periods indicated (dollars in thousands):

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Realized gain (loss) on RMBS, net			
Gain on RMBS	\$ 213	\$ 1,572	\$ 1,398
Loss on RMBS	(716 )	(173 )	(544 )
Net realized gain (loss) on RMBS	(503 )	1,399	854
Realized gain (loss) on derivatives, net	(5,554 )	(7,963 )	(3,913 )
Unrealized gain (loss) on derivatives, net	6,580	12,080	(59 )
Realized gain on Excess MSR, net	6,678	1,520	—
Unrealized gain (loss) on Excess MSR, net	—	249	(19 )
Unrealized gain (loss) on MSR, net	9,159	(3,285 )	(1,123 )
Realized gain on acquired assets, net	—	—	449
<b>Total</b>	<b>\$ 16,360</b>	<b>\$ 4,000</b>	<b>\$ (3,811 )</b>

The gain and loss on the RMBS presented above represent the amounts reclassified from accumulated other comprehensive income (loss) in earnings.

***Repurchase Agreements and Interest Expense***

The Company finances its investments in RMBS with short-term borrowings under master repurchase agreements. Borrowings under the repurchase agreements are generally short-term debt due within one year. These borrowings generally bear interest rates of a specified margin over one-month LIBOR. The repurchase agreements represent uncommitted financing. Borrowings under these agreements are treated as collateralized financing transactions and are carried at their contractual amounts, as specified in the respective agreements. Interest is recorded at the contractual amount on an accrual basis.

***Dividends Payable***

Because the Company is organized as a REIT under the Code, it is required by law to distribute annually at least 90% of its REIT taxable income, which it does in the form of quarterly dividend payments. The Company accrues the



dividend payable on the accounting date, which causes an offsetting reduction in retained earnings.

***Comprehensive Income***

Comprehensive income is defined as the change in equity of a business enterprise during a period resulting from transactions and other events and circumstances, excluding those resulting from investments by and distributions to owners. For the Company's purposes, comprehensive income represents net income, as presented in the consolidated statements of income, adjusted for unrealized gains or losses on RMBS, which are designated as available for sale.

TABLE OF CONTENTS***Recent Accounting Pronouncements***

**Revenue Recognition** – In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-09, *Revenue from Contracts with Customers*, which supersedes the revenue recognition requirements in ASC 606, *Revenue Recognition*, and most industry-specific guidance throughout the Industry Topics of the Codification. Under the new revenue recognition guidance, entities are required to identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when the entity satisfies a performance obligation. In April 2015, the FASB voted for a one-year deferral of the effective date, resulting in this new guidance being effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2017. Subsequent to the initial issuance, the FASB has continued to issue updates to this guidance to provide additional clarification and implementation instructions to issuers regarding (i) principal versus agent considerations, (ii) identifying performance obligations, (iii) licensing, and (iv) narrow-scope improvements and practical expedients relating to assessing collectability, presentation of sales taxes, non-cash consideration, and completed contracts and contract modifications at transition. Entities have the option of using either a full retrospective or a modified approach to adopt the guidance in ASU 2014-09. The Company evaluated the new guidance and determined that interest income, gains and losses on financial instruments and income from servicing residential mortgage loans are outside the scope of ASC 606. For income from servicing residential mortgage loans, the Company considered that the FASB Transition Resource Group members generally agreed that an entity should look to ASC 860, *Transfers and Servicing*, to determine the appropriate accounting for these fees and ASC 606 contains a scope exception for contracts that fall under ASC 860. As a result, the Company does not expect the adoption of ASU 2014-09 to have a material impact on its consolidated financial statements.

**Credit Losses** – In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses*, an accounting standards update that changes the impairment model for most financial assets and certain other instruments. Allowances for credit losses on Available-for-Sale debt securities will be recognized, rather than direct reductions in the amortized cost of the investments. The new model also requires the estimation of lifetime expected credit losses and corresponding recognition of allowance for losses on trade and other receivables, held-to-maturity debt securities, loans, and other instruments held at amortized cost. This guidance requires certain recurring disclosures and is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2019, with early adoption permitted for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. The Company is evaluating the adoption of this ASU.

**Statement of Cash Flows** – In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*, an accounting standards update that amends the guidance on the classification of certain cash receipts and cash payments presented within the statement of cash flows to reduce the existing diversity in practice. This guidance is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2017, with early adoption permitted. The Company is currently evaluating the effect that this guidance will have on its consolidated financial statements.

**Income Taxes** – In October 2016, the FASB issued ASU 2016-16, *Income Taxes*, an accounting standards update that amends the guidance on the classification of income taxes related to the intra-entity transfer of assets other than inventory. This guidance is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2017, with early adoption permitted. The Company is currently evaluating the effect that this guidance will have on its consolidated financial statements. However, the significance of adoption is dependent on the nature of the transactions and corresponding tax laws in effect at the time of adoption.

**Restricted Cash** – In November 2016, the FASB issued ASU 2016-18, *Restricted Cash*, an accounting standards update that amends the guidance on restricted cash within the statement of cash flows. The update amends the

classification of restricted cash and cash equivalents to be included within cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts. This guidance is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2017, with early adoption permitted. The adoption will impact the presentation of the cash flows, but will not otherwise have a material impact on the consolidated results of operations or financial condition of the Company.

TABLE OF CONTENTS***Changes in Presentation***

Certain prior period amounts have been reclassified to conform to current period presentation.

**Note 3 — Segment Reporting**

The Company conducts its business through the following segments: (i) investments in RMBS; (ii) investments in Servicing Related Assets; and (iii) All Other, which consists primarily of general and administrative expenses, including fees paid to the Company's directors and management fees and reimbursements paid to the Manager pursuant to the Management Agreement (See Note 7). For segment reporting purposes, the Company does not allocate interest income on short-term investments or general and administrative expenses.

Summary financial data with respect to the Company's segments is given below, together with a reconciliation to the same data for the Company as a whole (dollars in thousands):

	<b>Servicing Related Assets</b>	<b>RMBS</b>	<b>All Other</b>	<b>Total</b>
<b>Income Statement</b>				
<b>Year Ended December 31, 2017</b>				
Interest income	\$ 523	\$ 41,526	\$ —	\$ 42,049
Interest expense	506	19,375	—	19,881
Net interest income	17	22,151	—	22,168
Servicing fee income	24,034	—	—	24,034
Servicing costs	5,783	—	—	5,783
Net servicing income	18,251	—	—	18,251
Other income	15,837	523	—	16,360
Other operating expenses	—	—	8,164	8,164
(Benefit from) provision for corporate business taxes	601	—	—	601
Net income (loss)	\$ 33,504	\$ 22,674	\$ (8,164 )	\$ 48,014
<b>Year Ended December 31, 2016</b>				
Interest income	\$ 14,129	\$ 16,593	\$ —	\$ 30,722
Interest expense	1,371	6,437	—	7,808
Net interest income	12,758	10,156	—	22,914
Servicing fee income	7,579	—	—	7,579
Servicing costs	2,562	—	—	2,562
Net servicing income	5,017	—	—	5,017
Other income	(1,516 )	5,516	—	4,000
Other operating expenses	—	—	6,230	6,230
(Benefit from) provision for corporate business taxes	458	—	—	458
Net income (loss)	\$ 15,801	\$ 15,672	\$ (6,230 )	\$ 25,243
<b>Year Ended December 31, 2015</b>				
Interest income	\$ 14,313	\$ 13,399	\$ — <sup>(A)</sup>	\$ 27,712

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Interest expense	583	5,400	—	5,983
Net interest income	13,730	7,999	—	21,729
Servicing fee income	1,719	—	—	1,719
Servicing costs	761	—	—	761
Net servicing income	958	—	—	958
Other income	(693 )	(3,118 )	—	(3,811 )
Other operating expenses	—	—	5,864	5,864
(Benefit from) provision for corporate business taxes	(343 )	—	—	(343 )
Net income (loss)	\$ 14,338	\$ 4,881	\$ (5,864 )	\$ 13,355

TABLE OF CONTENTS**Balance Sheet****December 31, 2017**

Investments	\$ 122,806	\$ 1,840,912	\$ —	\$ 1,963,718
Other assets	8,281	48,631	30,055	86,967
Total assets	131,087	1,889,543	30,055	2,050,685
Debt	39,025	1,666,537	—	1,705,562
Other liabilities	6,575	4,385	11,706	22,666
Total liabilities	45,600	1,670,922	11,706	1,728,228
Book value	\$ 85,487	\$ 218,621	\$ 18,349	\$ 322,457

**December 31, 2016**

Investments	\$ 61,263	\$ 671,904	\$ —	\$ 733,167
Other assets	8,826	32,495	18,390	59,711
Total assets	70,089	704,399	18,390	792,878
Debt	22,886	594,615	—	617,501
Other liabilities	2,481	9,490	7,397	19,368
Total liabilities	25,367	604,105	7,397	636,869
Book value	\$ 44,722	\$ 100,294	\$ 10,993	\$ 156,009

**December 31, 2015**

Investments	\$ 97,803	\$ 508,242	\$ —	\$ 606,045
Other assets	3,562	13,984	12,749	30,295
Total assets	101,365	522,226	12,749	636,340
Debt	24,313	447,810	—	472,123
Other liabilities	1,883	4,903	5,094	11,880
Total liabilities	26,196	452,713	5,094	484,003
Book value	\$ 75,169	\$ 69,513	\$ 7,655	\$ 152,337

(A) de minimus (\$192 rounds to \$0)

**Note 4 — Investments in RMBS**

All of the Company's RMBS are classified as available for sale and are, therefore, reported at fair value with changes in fair value recorded in other comprehensive income (loss) except for securities that are OTTI (dollars in thousands):

**Summary of RMBS Assets****As of December 31, 2017**

Asset Type	Original Face Value	Book Value	Gross Unrealized		Carrying Value <sup>(A)</sup>	Number of Securities	Weighted Average Coupon Rating	Weighted Average Yield <sup>(C)</sup>	Maturity <sup>(D)</sup> (Years)	
			Gains	Losses						
RMBS										
Fannie Mae	\$ 1,306,823	\$ 1,241,027	\$ 1,427	\$ (8,755 )	\$ 1,233,699	154	(B)	3.80 %	3.61 %	26
Freddie Mac	556,204	515,475	864	(2,795 )	513,544	64	(B)	3.74 %	3.57 %	27

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

CMOs	98,325	87,353	6,343	(27 )	93,669	20Unrated	5.26 %	4.88 %	12
<b>Total/Weighted Average</b>	<b>\$ 1,961,352</b>	<b>\$ 1,843,855</b>	<b>\$ 8,634</b>	<b>\$ (11,577 )</b>	<b>\$ 1,840,912</b>	<b>238</b>	<b>3.86 %</b>	<b>3.66 %</b>	<b>25</b>

76

TABLE OF CONTENTS**As of December 31, 2016**

Asset Type	Original Face Value	Book Value	Gross Unrealized		Carrying Value <sup>(A)</sup>	Number of Securities	Rating	Weighted Average		
			Gains	Losses				Coupon	Yield <sup>(C)</sup>	Maturity (Years) <sup>(D)</sup>
RMBS										
Fannie Mae	\$ 493,645	\$ 454,012	\$ 1,517	\$ (6,592 )	\$ 448,937	68	(B)	3.74 %	3.32 %	24
Freddie Mac	222,469	200,207	587	(2,691 )	198,103	27	(B)	3.62 %	3.47 %	26
CMOs	34,596	24,086	857	(79 )	24,864	9	Unrated	4.78 %	5.04 %	12
<b>Total/Weighted Average</b>	<b>\$ 750,710</b>	<b>\$ 678,305</b>	<b>\$ 2,961</b>	<b>\$ (9,362 )</b>	<b>\$ 671,904</b>	<b>104</b>		<b>3.74 %</b>	<b>3.43 %</b>	<b>24</b>

(A) See Note 9 regarding the estimation of fair value, which approximates carrying value for all securities.

(B) The Company used an implied AAA rating for the Fannie Mae and Freddie Mac securities, other than collateralized mortgage obligations ( CMOs ), which are unrated.

(C) The weighted average yield is based on the most recent annualized monthly interest income, divided by the book value of settled securities.

(D) The weighted average maturity is based on the timing of expected principal reduction on the assets.

**Summary of RMBS Assets by Maturity****As of December 31, 2017**

Years to Maturity	Original Face Value	Book Value	Gross Unrealized		Carrying Value <sup>(A)</sup>	Number of Securities	Rating	Weighted Average		
			Gains	Losses				Coupon	Yield <sup>(C)</sup>	Maturity (Years) <sup>(D)</sup>
5-10 Years	\$ 16,069	\$ 15,483	\$ 324	\$ (312 )	\$ 15,495	3	(B)	4.33 %	4.06 %	7
Over 10 Years	1,945,283	1,828,372	8,310	(11,265 )	1,825,417	235	(B)	3.85 %	3.65 %	26
<b>Total/Weighted Average</b>	<b>\$ 1,961,352</b>	<b>\$ 1,843,855</b>	<b>\$ 8,634</b>	<b>\$ (11,577 )</b>	<b>\$ 1,840,912</b>	<b>238</b>		<b>3.86 %</b>	<b>3.66 %</b>	<b>25</b>

**As of December 31, 2016**

Years to Maturity	Original Face Value	Book Value	Gross Unrealized		Carrying Value <sup>(A)</sup>	Number of Securities	Rating	Weighted Average		
			Gains	Losses				Coupon	Yield <sup>(C)</sup>	Maturity (Years) <sup>(D)</sup>
5-10 Years	\$ 16,069	\$ 17,110	\$ 185	\$ (454 )	\$ 16,841	3	(B)	4.18 %	3.94 %	8
Over 10 Years	734,641	661,195	2,776	(8,908 )	655,063	101	(B)	3.73 %	3.52 %	24
<b>Total/Weighted Average</b>	<b>\$ 750,710</b>	<b>\$ 678,305</b>	<b>\$ 2,961</b>	<b>\$ (9,362 )</b>	<b>\$ 671,904</b>	<b>104</b>		<b>3.74 %</b>	<b>3.53 %</b>	<b>24</b>

(A) See Note 9 regarding the estimation of fair value, which approximates carrying value for all securities.

(B) The Company used an implied AAA rating for the Fannie Mae and Freddie Mac securities, other than CMOs, which are unrated.

(C) The weighted average yield is based on the most recent annualized monthly interest income, divided by the book value of settled securities.

(D) The weighted average maturity is based on the timing of expected principal reduction on the assets.

At December 31, 2017 and December 31, 2016, the Company pledged Agency RMBS with a carrying value of approximately \$1,728.6 million and \$608.6 million, respectively, as collateral for borrowings under repurchase



agreements. At December 31, 2017 and December 31, 2016, the Company did not have any securities purchased from and financed with the same counterparty that did not meet the conditions of ASC 860, *Transfers and Servicing*, to be considered linked transactions and, therefore, classified as derivatives.

Based on management's analysis of the Company's securities, the performance of the underlying loans and changes in market factors, management determined that unrealized losses as of the balance sheet date on the Company's securities were primarily the result of changes in market factors, rather than issuer-specific credit impairment, and such losses were considered temporary. The Company performed analyses in relation to such securities, using management's best estimate of their cash flows, which support its belief that the carrying values of such securities were fully recoverable over their expected holding periods. Such market factors include changes in market interest rates and credit spreads and certain macroeconomic events, none of which will directly impact the Company's ability to collect amounts contractually due. Management continually evaluates the credit status of each of the Company's securities and the collateral supporting those securities. This

TABLE OF CONTENTS

evaluation includes a review of the credit of the issuer of the security (if applicable), the credit rating of the security (if applicable), the key terms of the security (including credit support), debt service coverage and loan to value ratios, the performance of the pool of underlying loans and the estimated value of the collateral supporting such loans, including the effect of local, industry and broader economic trends and factors. Significant judgment is required in this analysis. In connection with the above, the Company weighs the fact that all of its investments in RMBS are guaranteed by U.S. government agencies or U.S. government sponsored entities.

Unrealized losses that are considered OTTI are recognized in earnings. The Company recorded approximately \$77,000 and \$173,000 of OTTI during the years ended December 31, 2017 and December 31, 2016, respectively.

The following tables summarize the Company's securities in an unrealized loss position as of the dates indicated (dollars in thousands):

**RMBS Unrealized Loss Positions****As of December 31, 2017**

Duration in Loss Position	Original Face Value	Book Value	Gross Unrealized Losses	Carrying Value <sup>(A)</sup>	Number of Securities	Rating	Weighted Average Coupon	Weighted Average Yield <sup>(C)</sup>	Maturity (Years) <sup>(D)</sup>
Less than Twelve Months	\$ 1,026,911	\$ 1,005,352	\$ (5,378 )	\$ 999,974	111	(B)	3.81 %	3.63 %	26
Twelve or More Months	323,858	289,599	(6,199 )	283,400	45	(B)	3.61 %	3.40 %	25
<b>Total/Weighted Average</b>	<b>\$ 1,350,769</b>	<b>\$ 1,294,951</b>	<b>\$ (11,577 )</b>	<b>\$ 1,283,374</b>	<b>156</b>		<b>3.76 %</b>	<b>3.58 %</b>	<b>26</b>

**As of December 31, 2016**

Duration in Loss Position	Original Face Value	Book Value	Gross Unrealized Losses	Carrying Value <sup>(A)</sup>	Number of Securities	Rating	Weighted Average Coupon	Weighted Average Yield <sup>(C)</sup>	Maturity (Years) <sup>(D)</sup>
Less than Twelve Months	\$ 494,847	\$ 476,129	\$ (9,362 )	\$ 466,767	68	(B )	3.65 %	3.40 %	25
Twelve or More Months	—	—	—	—	—	(B )	—%	—%	—
<b>Total/Weighted Average</b>	<b>\$ 494,847</b>	<b>\$ 476,129</b>	<b>\$ (9,362 )</b>	<b>\$ 466,767</b>	<b>68</b>		<b>3.65 %</b>	<b>3.40 %</b>	<b>25</b>

(A) See Note 9 regarding the estimation of fair value, which approximates carrying value for all securities.

(B) The Company used an implied AAA rating for the Fannie Mae and Freddie Mac securities, other than CMOs, which are unrated.

(C) The weighted average yield is based on the most recent annualized monthly interest income, divided by the book value of settled securities.

(D) The weighted average maturity is based on the timing of expected principal reduction on the assets. Except for the security for which the Company has recognized OTTI, the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases which may be maturity.

**Note 5 — Investments in Servicing Related Assets**

***Excess MSR***

In 2013 and 2014, the Company acquired Excess MSRs from Freedom Mortgage and entered into recapture agreements with Freedom Mortgage. For reporting purposes, these Excess MSRs were aggregated into three pools: Excess MSR Pool 1, Excess MSR Pool 2 and Excess MSR Pool 2014.

Excess MSR Pool 1 and Excess MSR Pool 2014 were sold to Freedom Mortgage on November 15, 2016, and Excess MSR Pool 2 was sold to Freedom Mortgage on February 1, 2017. Each recapture agreement between the Company and Freedom Mortgage was terminated at the time the related pool was sold. See Note 7.

***MSRs***

On May 29, 2015, in conjunction with the acquisition of Aurora, the Company acquired MSRs on conventional mortgage loans with an aggregate UPB of approximately \$718.4 million at the time of acquisition.

Subsequently, Aurora acquired portfolios of Fannie Mae, Freddie Mac and Ginnie Mae MSRs with an aggregate UPB of \$12.6 billion as of the respective acquisition dates. See Note 7 for a description of the Company's acquisition of MSRs from Freedom Mortgage in connection with the sale by the Company of its Excess MSRs to Freedom Mortgage.

TABLE OF CONTENTS

In June 2016, Aurora entered into a joint marketing recapture agreement with Freedom Mortgage. Pursuant to this agreement, Freedom Mortgage attempts to refinance certain mortgage loans underlying Aurora's MSR portfolio as directed by Aurora. See Note 7.

The following is a summary of the Company's Servicing Related Assets as of the dates indicated (dollars in thousands):

**Servicing Related Assets Summary**

**As of December 31, 2017**

	<b>Unpaid Principal Balance</b>	<b>Cost Basis</b>	<b>Carrying Value<sup>(A)</sup></b>	<b>Weighted Average Coupon</b>	<b>Weighted Average Maturity (Years)<sup>(B)</sup></b>	<b>Changes in Fair Value Recorded in Other Income (Loss)</b>
MSRs						
Conventional	\$ 7,724,397	\$ 81,499 <sup>(C)</sup>	\$ 82,150	3.89 %	25.2	\$ 651
Government	3,986,254	32,148 <sup>(C)</sup>	40,656	3.36 %	27.8	8,508
<b>Total / Weighted Average</b>	<b>\$ 11,710,651</b>	<b>\$ 113,647</b>	<b>\$ 122,806</b>	<b>3.71 %</b>	<b>26.1</b>	<b>\$ 9,159</b>

**As of December 31, 2016**

	<b>Unpaid Principal Balance</b>	<b>Amortized Cost Basis<sup>(A)</sup></b>	<b>Carrying Value<sup>(B)</sup></b>	<b>Weighted Average Coupon</b>	<b>Weighted Average Maturity (Years)<sup>(C)</sup></b>	<b>Changes in Fair Value Recorded in Other Income (Loss)<sup>(D)</sup></b>
Excess MSR Pool 2	\$ 6,053,142	\$ 19,754	\$ 28,526	2.96 %	26.3	\$ (493 )
Excess MSR Pool 2 — Recapture Agreement	—	1,187	866			742
MSRs <sup>(E)</sup>	3,262,181	35,156	31,871	3.81	23.7	(3,285 )
<b>Total/Weighted Average</b>	<b>\$ 9,315,323</b>	<b>\$ 56,097</b>	<b>\$ 61,263</b>	<b>3.26 %</b>	<b>25.4</b>	<b>\$ (3,036 )</b>

(A) Carrying value represents the fair value of the pools or recapture agreements, as applicable (see Note 9).

(B) The weighted average maturity represents the weighted average expected timing of the receipt of cash flows of each investment.

(C) MSR cost basis consists of the carrying value of the prior period, adjusted for any purchases, sales and principal paydowns.

(D) The portion of the change in fair value of the recapture agreement relating to loans recaptured as of December 31, 2017 and December 31, 2016 is reflected in the respective pool.

(E) The amortized cost basis of the recapture agreements is determined based on the relative fair values of the recapture agreements and related Excess MSRs at the time they were acquired.

The tables below summarize the geographic distribution for the states representing 5% or greater of the underlying

residential mortgage loans of the Servicing Related Assets:

**Geographic Concentration of Servicing Related Assets**

**As of December 31, 2017**

	<b>Percentage of Total Outstanding Unpaid Principal Balance</b>	
California	13.7	%
New Jersey	7.2	%
Florida	5.3	%
All other	73.8	%
Total	100.0	%

79

TABLE OF CONTENTS

As of December 31, 2016

	<b>Percentage of Total Outstanding Unpaid Principal Balance</b>
Texas	10.0 %
California	8.9 %
Florida	6.7 %
Virginia	5.9 %
North Carolina	5.8 %
Georgia	5.8 %
New Jersey	5.6 %
Washington	5.5 %
Colorado	5.2 %
All other	40.6 %
Total	100.0 %

Geographic concentrations of investments expose the Company to the risk of economic downturns within the relevant states. Any such downturn in a state where the Company holds significant investments could affect the underlying borrower's ability to make the mortgage payment and, therefore, could have a meaningful, negative impact on the Company's Servicing Related Assets.

**Note 6 — Equity and Earnings per Common Share*****Equity Incentive Plan***

During 2013, the board of directors approved and the Company adopted the Cherry Hill Mortgage Investment Corporation 2013 Equity Incentive Plan (the 2013 Plan). The 2013 Plan provides for the grant of options to purchase shares of the Company's common stock, stock awards, stock appreciation rights, performance units, incentive awards and other equity-based awards, including long term incentive plan units ( LTIP-OP Units ) of the Operating Partnership.

LTIP-OP Units are a special class of partnership interest in the Operating Partnership. LTIP-OP Units may be issued to eligible participants for the performance of services to or for the benefit of the Operating Partnership. Initially, LTIP-OP Units do not have full parity with the Operating Partnership's common units of limited partnership interest ( OP Units ) with respect to liquidating distributions; however, LTIP-OP Units receive, whether vested or not, the same per-unit distributions as OP Units and are allocated their pro-rata share of the Operating Partnership's net income or loss. Under the terms of the LTIP-OP Units, the Operating Partnership will revalue its assets upon the occurrence of certain specified events, and any increase in the Operating Partnership's valuation from the time of grant of the LTIP-OP Units until such event will be allocated first to the holders of LTIP-OP Units to equalize the capital accounts of such holders with the capital accounts of the holders of OP Units. Upon equalization of the capital accounts of the holders of LTIP-OP Units with the other holders of OP Units, the LTIP-OP Units will achieve full parity with OP Units for all purposes, including with respect to liquidating distributions. If such parity is reached, vested LTIP-OP Units may be converted into an equal number of OP Units at any time and, thereafter, enjoy all the rights of OP Units,

including redemption rights. Each LTIP-OP Unit awarded is deemed equivalent to an award of one share of the Company's common stock under the 2013 Plan and reduces the 2013 Plan's share authorization for other awards on a one-for-one basis.

An LTIP-OP Unit and a share of common stock of the Company have substantially the same economic characteristics in as much as they effectively share equally in the net income or loss of the Operating Partnership. Holders of LTIP-OP Units that have reached parity with OP Units have the right to redeem their LTIP-OP Units, subject to certain restrictions. The redemption is required to be satisfied in cash, or at the Company's option, the Company may purchase the OP Units for common stock, calculated as follows: one share of the Company's common stock, or cash equal to the fair value of a share of the Company's common stock at the time of redemption, for each LTIP-OP Unit. When an LTIP-OP Unit holder redeems an OP Unit (as described above), non-controlling interest in the Operating Partnership is reduced and the Company's equity is increased.

TABLE OF CONTENTS

LTIP-OP Units vest ratably over the first three annual anniversaries of the grant date. The fair value of each LTIP-OP Unit was determined based on the closing price of the Company's common stock on the applicable grant date in all other cases.

The following table sets forth the number of shares of the Company's common stock and the values thereof (based on the closing prices on the respective dates of grant) granted to the Company's independent directors under the 2013 Plan. Except as otherwise indicated, all shares are fully vested.

The following tables present certain information about the 2013 Plan as of the dates indicated:

**Equity Incentive Plan Information**

	LTIP-OP Units			Shares of Common Stock		Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans	Issuance Price
	Issued	Forfeited	Converted	Issued	Forfeited		
<b>December 31, 2015</b>	(103,850 )	—	—	(19,038 )	—	1,377,112	
Number of securities issued or to be issued upon exercise	(36,500 )	916	—	(9,465 )	3,155 (A)	(41,894 )	\$ 15.85
<b>December 31, 2016</b>	(140,350 )	916	—	(28,503 )	3,155	1,335,218	
Number of securities issued or to be issued upon exercise	(38,150 )	—	12,917	(21,116 )	(B)	(46,349 )	\$ 18.39
<b>December 31, 2017</b>	(178,500 )	916	12,917	(49,619 )	3,155	1,288,869	

(A) 3,155 of these shares were forfeited upon the resignation of Mr. Kislak in September 2016.

(B) Subject to forfeiture in certain circumstances prior to June 14, 2018.

The Company recognized approximately \$607,000 and \$618,000 in share-based compensation expense in the years ended December 31, 2017 and 2016, respectively. There was approximately \$900,000 of total unrecognized share-based compensation expense as of December 31, 2017, all of which was related to unvested LTIP-OP Units. This unrecognized share-based compensation expense is expected to be recognized ratably over the remaining vesting period of up to three years. The aggregate expense related to the LTIP-OP Unit grants is presented as General and administrative expense in the Company's consolidated statements of income.

As of December 31, 2017, 1,288,869 shares of common stock remain available for future issuance under the 2013 Plan.

***Non-Controlling Interests in Operating Partnership***

Non-controlling interests in the Operating Partnership in the accompanying consolidated financial statements relate to LTIP-OP Units and OP Units issued upon conversion of LTIP-OP Units, in either case, held by parties other than the Company.



As of December 31, 2017, the non-controlling interest holders in the Operating Partnership owned 164,667 LTIP-OP Units, or approximately 1.3% of the units of the Operating Partnership. Pursuant to ASC 810, *Consolidation*, changes in a parent's ownership interest (and transactions with non-controlling interest unit holders in the Operating Partnership) while the parent retains its controlling interest in its subsidiary should be accounted for as equity transactions. The carrying amount of the non-controlling interest will be adjusted to reflect the change in its ownership interest in the subsidiary, with the offset to equity attributable to the Company.

***Preferred Stock***

The Company is authorized to issue up to 100,000,000 shares of preferred stock, \$0.01 par value per share, of which 97,470,000 shares are currently undesignated and 2,530,000 shares have been designated as Series A Preferred Stock.

On August 17, 2017, the Company completed an offering of 2,400,000 shares of Series A Preferred Stock for net proceeds of \$58.1 million after underwriting discounts and commissions but before expenses of approximately \$193,000.

TABLE OF CONTENTS

The Series A Preferred Stock ranks senior to the Company's common stock with respect to rights to the payment of dividends and the distribution of assets upon the Company's liquidation, dissolution or winding up. The Series A Preferred Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and will remain outstanding indefinitely unless repurchased or redeemed by the Company or converted by the holders of the Series A Preferred Stock into the Company's common stock in connection with certain changes of control. The Series A Preferred Stock is not redeemable by the Company prior to August 17, 2022, except under circumstances intended to preserve the Company's qualification as a REIT for U.S. federal income tax purposes and except upon the occurrence of certain changes of control. On and after August 17, 2022, the Company may, at its option, redeem the Series A Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price equal to \$25.00 per share, plus any accumulated and unpaid dividends to, but not including, the date fixed for redemption. If the Company does not exercise its rights to redeem the Series A Preferred Stock upon certain changes in control, the holders of the Series A Preferred Stock have the right to convert some or all of their shares of Series A Preferred Stock into a number of shares of the Company's common stock based on a defined formula, subject to a share cap, or alternative consideration. The share cap on each share of Series A Preferred Stock is 2.62881 shares of common stock, subject to certain adjustments. The Company pays cumulative cash dividends at the rate of 8.20% per annum of the \$25.00 per share liquidation preference (equivalent to \$2.05 per annum per share) on the Series A Preferred Stock, in arrears, on or about the 15<sup>th</sup> day of January, April, July and October of each year.

***Earnings per Common Share***

The Company is required to present both basic and diluted earnings per common share (EPS). Basic EPS is calculated by dividing net income (loss) applicable to common stockholders by the weighted average number of shares of common stock outstanding during each period. Diluted EPS is calculated by dividing net income (loss) applicable to common stockholders by the weighted average number of shares of common stock outstanding plus the additional dilutive effect of common stock equivalents during each period. In accordance with ASC 260, *Earnings Per Share*, if there is a loss from continuing operations, the common stock equivalents are deemed anti-dilutive and earnings (loss) per share is calculated excluding the potential common shares.

The following table presents basic earnings per share of common stock for the periods indicated (dollars in thousands, except per share data):

**Earnings per Share Information**

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Numerator:</b>			
Net income allocable to common stockholders	\$ 48,014	\$ 25,243	\$ 13,355
Net (income) loss allocated to noncontrolling interests in Operating Partnership	(655 )	(411 )	(141 )
Dividends on preferred stock	1,833	—	—
Net income allocable to common stockholders	\$ 45,526	\$ 24,832	\$ 13,214
<b>Denominator:</b>			
Weighted average common shares outstanding	11,443,493	7,512,444	7,509,543
Weighted average diluted shares outstanding	11,450,831	7,523,297	7,512,444
<b>Basic and Dilutive:</b>			
Basic earnings per share	\$ 3.98	\$ 3.31	\$ 1.76

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Diluted earnings per share	\$	3.98	\$	3.30	\$	1.76
----------------------------	----	------	----	------	----	------

There were no participating securities or equity instruments outstanding that were anti-dilutive for purposes of calculating earnings per share for the periods presented.

82

TABLE OF CONTENTS**Note 7 — Transactions with Affiliates and Affiliated Entities***Manager*

The Company has entered into the Management Agreement with the Manager, pursuant to which the Manager provides for the day-to-day management of the Company's operations. The Management Agreement requires the Manager to manage the Company's business affairs in conformity with the policies that are approved and monitored by the Company's board of directors. The term of the Management Agreement will expire on October 22, 2020 and will be automatically renewed for a one-year term on such date and on each anniversary of such date thereafter unless terminated or not renewed as described below. Either we or our Manager may elect not to renew the Management Agreement upon expiration of its initial term or any renewal term by providing written notice of non-renewal at least 180 days, but not more than 270 days, before expiration. In the event we elect not to renew the term, we will be required to pay our Manager a termination fee equal to three times the average annual management fee amount earned by the Manager during the two four-quarter periods ending as of the end of the most recently completed fiscal quarter prior to the termination. We may terminate the Management Agreement at any time for cause effective upon 30 days prior written notice of termination from us to our Manager, in which case no termination fee would be due. Our board of directors will review our Manager's performance prior to the automatic renewal thereof and, as a result of such review, upon the affirmative vote of at least two-thirds of the members of our board of directors or of the holders of a majority of our outstanding common stock, we may terminate the Management Agreement based upon unsatisfactory performance by our Manager that is materially detrimental to us or a determination by our independent directors that the management fees payable to our Manager are not fair, subject to the right of our Manager to prevent such a termination by agreeing to a reduction of the management fees payable to our Manager. Upon any termination of the Management Agreement based on unsatisfactory performance or unfair management fees, we are required to pay our Manager the termination fee described above. Our Manager may terminate the Management Agreement, without payment of the termination fee, in the event we become regulated as an investment company under the Investment Company Act. Our Manager may also terminate the Management Agreement upon 60 days' written notice if we default in the performance of any material term of the Management Agreement and the default continues for a period of 30 days after written notice to us, whereupon we would be required to pay our Manager the termination fee described above. Pursuant to the Management Agreement, the Manager, under the supervision of the Company's board of directors, formulates investment strategies, arranges for the acquisition of assets, arranges for financing, monitors the performance of the Company's assets and provides certain advisory, administrative and managerial services in connection with the operations of the Company. For performing these services, the Company pays the Manager the management fee which is payable in cash quarterly in arrears, in an amount equal to 1.5% per annum of the Company's stockholders' equity (as defined in the Management Agreement).

The Manager is a party to a services agreement (the Services Agreement) with Freedom Mortgage, pursuant to which Freedom Mortgage provides to the Manager the personnel, services and resources needed by the Manager to carry out its obligations and responsibilities under the Management Agreement. The Company is a named third-party beneficiary to the Services Agreement and, as a result, has, as a non-exclusive remedy, a direct right of action against Freedom Mortgage in the event of any breach by the Manager of any of its duties, obligations or agreements under the Management Agreement that arise out of or result from any breach by Freedom Mortgage of its obligations under the Services Agreement. The Services Agreement will terminate upon the termination of the Management Agreement. Pursuant to the Services Agreement, the Manager will make certain payments to Freedom Mortgage in connection with the services provided. The Management Agreement between the Company and the Manager was negotiated between related parties, and the terms, including fees payable, may not be as favorable to the Company as if it had been negotiated with an unaffiliated third party. At the time the Management Agreement was negotiated, both the Manager and Freedom Mortgage were controlled by Mr. Stanley Middleman, who is also a shareholder of the Company. Ownership of the Manager has been transferred to CHMM Blind Trust, a grantor trust for the benefit of Mr. Middleman.



TABLE OF CONTENTS

The Management Agreement provides that the Company will reimburse the Manager for (i) various expenses incurred by the Manager or its officers, and agents on the Company's behalf, including costs of software, legal, accounting, tax, administrative and other similar services rendered for the Company by providers retained by the Manager and (ii) the allocable portion of the compensation paid to specified officers dedicated to the Company. The amounts under "Due to affiliates" on the consolidated balance sheets consisted of the following for the periods indicated (dollars in thousands):

**Management Fees and Compensation Reimbursement to Affiliate**

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Management fees	\$ 3,583	\$ 2,303	\$ 2,263
Compensation reimbursement	764	643	520
<b>Total</b>	<b>\$ 4,347</b>	<b>\$ 2,946</b>	<b>\$ 2,783</b>

***Subservicing Agreement***

Freedom Mortgage is directly servicing the majority of the Company's portfolio of Fannie Mae and Freddie Mac MSR's and all of its Ginnie Mae MSR's pursuant to a subservicing agreement entered into on June 10, 2015. The agreement has an initial term of three years, expiring on September 1, 2018, and is subject to automatic renewal for additional three year terms unless either party chooses not to renew. The agreement may be terminated without cause by either party by giving notice as specified in the agreement. Under that agreement, Freedom Mortgage agrees to service the applicable mortgage loans in accordance with applicable law and the requirements of the applicable agency and the Company pays customary fees to Freedom Mortgage for specified services.

***Joint Marketing Recapture Agreement***

In June 2016, Aurora entered into a joint marketing recapture agreement with Freedom Mortgage. Pursuant to this agreement, Freedom Mortgage attempts to refinance certain mortgage loans underlying Aurora's MSR portfolio subserviced by Freedom Mortgage as directed by Aurora. If a loan is refinanced, Aurora will pay Freedom Mortgage a fee for its origination services. Freedom Mortgage will be entitled to sell the loan for its own benefit and will transfer the related MSR to Aurora. The agreement had an initial term of one year, subject to automatic renewals of one year each and subject to termination by either party upon 60 days prior notice. All new loans must qualify for sale to Fannie Mae or Freddie Mac or be eligible for pooling with Ginnie Mae, as applicable, and meet other conditions set forth in the agreement. During the year ended December 31, 2017, MSR's on 116 loans with an aggregate UPB of approximately \$27.6 million had been received from Freedom Mortgage which generated approximately \$43,000 in fees due to Freedom Mortgage.

***Sale of Excess MSR's***

On November 15, 2016, the Company sold the Excess MSR's in Excess MSR Pool 1 and the Excess MSR's in Excess MSR Pool 2014 to Freedom Mortgage. At the closing, the Company received cash proceeds of approximately \$38.0 million, repaid \$12.0 million of outstanding borrowings drawn on the Company's \$25 million term loan facility with NexBank SSB (the "NexBank term loan") with a portion of the cash proceeds and released the Company's security interests in the underlying MSR's. The Company invested the remaining cash proceeds in Agency RMBS. The Company sold the Excess MSR's in Excess MSR Pool 2 to Freedom Mortgage on February 1, 2017. In connection with the sale of the Excess MSR's in Excess MSR Pool 2 to Freedom Mortgage, Freedom Mortgage transferred to Aurora Ginnie Mae MSR's with a weighted average servicing fee of approximately 30 basis points at the time of acquisition. The Ginnie Mae MSR's relate to a pool consisting primarily of newly originated Ginnie Mae conforming mortgage loans that had an aggregate UPB of approximately \$4.5 billion as of January 31, 2017. At the closing of the

sale of the Excess MSRs in Excess MSR Pool 2, the Company repaid the remaining outstanding borrowings drawn on the NexBank term loan with cash on hand. In addition, the acknowledgment agreement that the Company and Freedom Mortgage entered into with Ginnie Mae at the time of the IPO was terminated.

In connection with the sale transactions, Freedom Mortgage made 12 monthly yield maintenance payments to the Company from December 2016 to November 2017 aggregating \$3.0 million.

TABLE OF CONTENTS

See Note 10 for a discussion of the now terminated acknowledgment agreement among the Company, Freedom Mortgage and Ginnie Mae.

*Other Transactions with Affiliated Entities*

In March 2017, the Company waived the forfeiture provisions of LTIP-OP Units previously granted to Mr. Middleman that otherwise would have been triggered once he no longer was a member of the Company's board of directors.

For the year ended December 31, 2016, the Company earned approximately \$1.7 million in income and had a corresponding expense of approximately \$593,000 which are included in Interest income and Interest expense, respectively, on the consolidated statements of income. No such related income or expense was earned or incurred during the years ended December 31, 2017 or 2015. There were no such assets, or related liabilities, as of December 31 2017, 2016 and 2015.

**Note 8 — Derivative Instruments***Interest Rate Swap Agreements, Swaptions, TBAs and Treasury Futures*

In order to help mitigate exposure to higher short-term interest rates in connection with borrowings under its repurchase agreements, the Company enters into interest rate swap agreements and swaption agreements. Interest rate swap agreements establish an economic fixed rate on related borrowings because the variable-rate payments received on the interest rate swap agreements largely offset interest accruing on the related borrowings, leaving the fixed-rate payments to be paid on the interest rate swap agreements as the Company's effective borrowing rate, subject to certain adjustments including changes in spreads between variable rates on the interest rate swap agreements and actual borrowing rates. A swaption is an option granting its owner the right but not the obligation to enter into an underlying swap. The Company's interest rate swap agreements and swaptions have not been designated as qualifying hedging instruments for GAAP purposes.

In order to help mitigate duration risk and manage basis risk, the Company utilizes Treasury futures and forward-settling purchases and sales of RMBS where the underlying pools of mortgage loans are TBAs. Pursuant to these TBA transactions, the Company agrees to purchase or sell, for future delivery, RMBS with certain principal and interest terms and certain types of underlying collateral, but the particular RMBS to be delivered is not identified until shortly before the TBA settlement date. Unless otherwise indicated, references to Treasury futures include options on Treasury futures.

The following table summarizes the outstanding notional amounts of derivative instruments as of the dates indicated (dollars in thousands):

	<b>December 31, 2017</b>	<b>December 31, 2016</b>
<b>Non-hedge derivatives</b>		
Notional amount of interest rate swaps	\$ 1,067,950	\$ 415,850
Notional amount of swaptions	155,000	70,000
Notional amount of TBAs, net	26,900	(6,000 )
Notional amount of Treasury futures	—	50,000
Notional amount of options on Treasury futures	—	20,000
<b>Total notional amount</b>	<b>\$ 1,249,850</b>	<b>\$ 549,850</b>



Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

The following table presents information about the Company's interest rate swap agreements as of the dates indicated (dollars in thousands):

	<b>Notional Amount</b>	<b>Weighted Average Pay Rate</b>	<b>Weighted Average Receive Rate</b>	<b>Weighted Average Years to Maturity</b>
December 31, 2017	\$ 1,067,950	1.83 %	1.44 %	4.9
December 31, 2016	\$ 415,850	1.46 %	0.90 %	4.8

TABLE OF CONTENTS

The following table presents information about the Company's interest rate swaption agreements as of the dates indicated (dollars in thousands):

	<b>Notional Amount</b>	<b>Weighted Average Pay Rate</b>	<b>Weighted Average Receive Rate<sup>(A)</sup></b>	<b>Weighted Average Years to Maturity</b>
December 31, 2017	\$ 155,000	2.88 %	LIBOR-BBA %	10.8
December 31, 2016	\$ 70,000	2.74 %	LIBOR-BBA %	10.9

(A) Floats in accordance with LIBOR.

The following table presents information about realized gain (loss) on derivatives, which is included on the consolidated statements of income for the periods indicated (dollars in thousands):

**Realized Gains (Losses) on Derivatives**

<b>Non-Hedge Derivatives</b>	<b>Consolidated Statements of Income (Loss) Location</b>	<b>Year Ended December 31,</b>		
		<b>2017</b>	<b>2016</b>	<b>2015</b>
Interest rate swaps	Realized gain (loss) on derivatives, net	\$ (1,573 )	\$ (6,600 )	\$ (2,128 )
Swaptions	Realized gain (loss) on derivatives, net	(680 )	(884 )	(1,036 )
TBAs	Realized gain (loss) on derivatives, net	(1,339 )	(316 )	(400 )
Treasury futures	Realized gain (loss) on derivatives, net	(1,962 )	(163 )	(349 )
<b>Total</b>		<b>\$ (5,554 )</b>	<b>\$ (7,963 )</b>	<b>\$ (3,913 )</b>

***Offsetting Assets and Liabilities***

The Company has netting arrangements in place with all of its derivative counterparties pursuant to standard documentation developed by the International Swap and Derivatives Association ( ISDA ). Under GAAP, if the Company has a valid right of offset, it may offset the related asset and liability and report the net amount. The Company presents interest rate swaps, swaptions and Treasury futures assets and liabilities on a gross basis in its consolidated balance sheets. The Company presents TBA assets and liabilities on a net basis in its consolidated balance sheets. The Company presents repurchase agreements in this section even though they are not derivatives because they are subject to master netting arrangements. However, repurchase agreements are presented on a gross basis. Additionally, the Company does not offset financial assets and liabilities with the associated cash collateral on the consolidated balance sheets.

TABLE OF CONTENTS

The following tables present information about the Company's assets and liabilities that are subject to master netting arrangements or similar agreements and can potentially be offset on the Company's consolidated balance sheets as of the dates indicated (dollars in thousands):

**Offsetting Assets and Liabilities**

As of December 31, 2017

	Gross Amounts of Recognized Assets or Liabilities	Gross Amounts Offset in the Consolidated Balance Sheet	Net Amounts of Assets Presented in the Consolidated Balance Sheet	Gross Amounts Not Offset in the Consolidated Balance Sheet			Net Amount
				Financial Instruments	Cash Collateral Received (Pledged)		
<b>Assets</b>							
Interest rate swaps	\$ 12,994	\$ —	\$ 12,994	\$ (12,994 )	\$ —		\$ —
Swaptions	802	—	802	(802 )	—		—
TBAs	34	—	34	(34 )	—		—
<b>Total Assets</b>	<b>\$ 13,830</b>	<b>\$ —</b>	<b>\$ 13,830</b>	<b>\$ (13,830 )</b>	<b>\$ —</b>		<b>\$ —</b>
<b>Liabilities</b>							
Repurchase agreements	\$ 1,666,537	\$ —	\$ 1,666,537	\$ (1,637,922 )	\$ (28,615 )		\$ —
Interest rate swaps	342	—	342	32	(374 )		—
Treasury futures	2	—	2	177	(179 )		—
<b>Total Liabilities</b>	<b>\$ 1,666,881</b>	<b>\$ —</b>	<b>\$ 1,666,881</b>	<b>\$ (1,637,713 )</b>	<b>\$ (29,168 )</b>		<b>\$ —</b>

As of December 31, 2016

	Gross Amounts of Recognized Assets or Liabilities	Gross Amounts Offset in the Consolidated Balance Sheet	Net Amounts of Assets Presented in the Consolidated Balance Sheet	Gross Amounts Not Offset in the Consolidated Balance Sheet			Net Amount
				Financial Instruments	Cash Collateral Received (Pledged)		
<b>Assets</b>							
Interest rate swaps	\$ 7,639	\$ —	\$ 7,639	\$ (7,639 )	\$ —		\$ —
Swaptions	1,482	—	1,482	(1,482 )	—		—
TBAs	—	—	—	—	—		—
Treasury futures	—	—	—	—	—		—
<b>Total Assets</b>	<b>\$ 9,121</b>	<b>\$ —</b>	<b>\$ 9,121</b>	<b>\$ (9,121 )</b>	<b>\$ —</b>		<b>\$ —</b>

Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

**Liabilities**

Repurchase agreements	\$ 594,615	\$ —	\$ 594,615	\$ (574,181 )	\$ (20,434 )	\$ —
Interest rate swaps	339	—	339	—	(339 )	—
Swaptions	—	—	—	—	—	—
TBAAs	75	—	75	(75 )	—	—
Treasury futures	280	—	280	526	(806 )	—
<b>Total Liabilities</b>	<b>\$ 595,309</b>	<b>\$ —</b>	<b>\$ 595,309</b>	<b>\$ (573,730 )</b>	<b>\$ (21,579 )</b>	<b>\$ —</b>

**TABLE OF CONTENTS**

**Note 9 – Fair Value**

***Fair Value Measurements***

ASC 820 defines fair value 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. ASC 820 clarifies that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices available in active markets (i.e., observable inputs) and the lowest priority to data lacking transparency (i.e., unobservable inputs). Additionally, ASC 820 requires an entity to consider all aspects of nonperformance risk, including the entity’s own credit standing, when measuring fair value of a liability.

ASC 820 establishes a three level hierarchy to be used when measuring and disclosing fair value. An instrument’s categorization within the fair value hierarchy is based on the lowest level of significant input to its valuation. Following is a description of the three levels:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities as of the measurement date under current market conditions. Additionally, the entity must have the ability to access the active market and the quoted prices cannot be adjusted by the entity.
- Level 2 inputs include quoted prices in active markets for similar assets or liabilities; quoted prices in inactive markets for identical or similar assets or liabilities; or inputs that are observable or can be corroborated by observable market data by correlation or other means for substantially the full-term of the assets or liabilities.
- Level 3 unobservable inputs are supported by little or no market activity. The unobservable inputs represent the assumptions that management believes market participants would use to price the assets and liabilities, including risk. Generally, Level 3 assets and liabilities are valued using pricing models, discounted cash flow methodologies, or similar techniques that require significant judgment or estimation.

***Recurring Fair Value Measurements***

The following is a description of the methods used to estimate the fair values of the Company’s assets and liabilities measured at fair value on a recurring basis, as well as the basis for classifying these assets and liabilities as Level 2 or 3 within the fair value hierarchy. The Company’s valuations consider assumptions that it believes a market participant would consider in valuing the assets and liabilities, the most significant of which are disclosed below. The Company reassesses and periodically adjusts the underlying inputs and assumptions used in the valuations for recent historical experience, as well as for current and expected relevant market conditions.

**RMBS**

The Company holds a portfolio of RMBS that are classified as available for sale and are carried at fair value in the consolidated balance sheets. The Company determines the fair value of its RMBS based upon prices obtained from third-party pricing providers. The third-party pricing providers use pricing models that generally incorporate such factors as coupons, primary and secondary mortgage rates, rate reset period, issuer, prepayment speeds, credit enhancements and expected life of the security. As a result, the Company classified 100% of its RMBS as Level 2 fair value assets at December 31, 2017 and December 31, 2016.

**Excess MSRs**

The Company held a portfolio of Excess MSRs that were reported at fair value in the consolidated balance sheet at December 31, 2016. The Company used a discounted cash flow model to estimate the fair value of these assets. Although Excess MSR transactions are observable in the marketplace, the valuation includes unobservable market

data inputs (prepayment speeds, delinquency levels and discount rates). As a result, the Company classified 100% of its Excess MSR as Level 3 fair value assets at December 31, 2016. The Company did not hold any Excess MSR at December 31, 2017.

TABLE OF CONTENTSMSRs

The Company holds a portfolio of MSRs that are reported at fair value in the consolidated balance sheets. The Company uses a discounted cash flow model to estimate the fair value of these assets. Although MSR transactions are observable in the marketplace, the valuation includes unobservable market data inputs (prepayment speeds, delinquency levels, costs to service and discount rates). As a result, the Company classified 100% of its MSRs as Level 3 fair value assets at December 31, 2017 and December 31, 2016.

Derivative Instruments

The Company enters into a variety of derivative instruments as part of its economic hedging strategies. The Company executes interest rate swaps, swaptions, TBAs and treasury futures. The Company utilizes third-party pricing providers to value its derivative instruments. As a result, the Company classified 100% of its derivative instruments as Level 2 fair value assets and liabilities at December 31, 2017 and December 31, 2016.

Both the Company and the derivative counterparties under their netting arrangements are required to post cash collateral based upon the net underlying market value of the Company's open positions with the counterparties. Posting of cash collateral typically occurs daily, subject to certain dollar thresholds. Due to the existence of netting arrangements, as well as frequent cash collateral posting at low posting thresholds, credit exposure to the Company and/or counterparties is considered materially mitigated. The Company's interest rate swaps are required to be cleared on an exchange, which further mitigates, but does not eliminate, credit risk. Based on the Company's assessment, there is no requirement for any additional adjustment to derivative valuations specifically for credit.

The following tables present the Company's assets and liabilities measured at fair value on a recurring basis as of the dates indicated (dollars in thousands).

**Recurring Fair Value Measurements****As of December 31, 2017**

	Level 1	Level 2	Level 3	Carrying Value
<b>Assets</b>				
<b>RMBS</b>				
Fannie Mae	\$ —	\$ 1,233,699	\$ —	\$ 1,233,699
Freddie Mac	—	513,544	—	513,544
CMOs	—	93,669	—	93,669
RMBS total	—	1,840,912	—	1,840,912
<b>Derivative assets</b>				
Interest rate swaps	—	12,994	—	12,994
Interest rate swaptions	—	802	—	802
TBAs	—	34	—	34
Derivative assets total	—	13,830	—	13,830
Servicing related assets	—	—	122,806	122,806
<b>Total Assets</b>	<b>\$ —</b>	<b>\$ 1,854,742</b>	<b>\$ 122,806</b>	<b>\$ 1,977,548</b>

**Liabilities**

Derivative liabilities				
Interest rate swaps	—	342	—	342
Treasury futures	—	2	—	2
Derivative liabilities total	—	344	—	344
<b>Total Liabilities</b>	<b>\$ —</b>	<b>\$ 344</b>	<b>\$ —</b>	<b>\$ 344</b>



TABLE OF CONTENTS

As of December 31, 2016

	Level 1	Level 2	Level 3	Carrying Value
<b>Assets</b>				
RMBS				
Fannie Mae	\$ —	\$ 448,937	\$ —	\$ 448,937
Freddie Mac	—	198,103	—	198,103
CMOs	—	24,864	—	24,864
RMBS total	—	671,904	—	671,904
Derivative assets				
Interest rate swaps	—	7,639	—	7,639
Interest rate swaptions	—	1,482	—	1,482
TBAs	—	—	—	—
Treasury Futures	—	—	—	—
Derivative assets total	—	9,121	—	9,121
Servicing related assets	—	—	61,263	61,263
<b>Total Assets</b>	<b>\$ —</b>	<b>\$ 681,025</b>	<b>\$ 61,263</b>	<b>\$ 742,288</b>
<b>Liabilities</b>				
Derivative liabilities				
Interest rate swaps	—	339	—	339
TBAs	—	75	—	75
Treasury Futures	—	280	—	280
Derivative liabilities total	—	694	—	694
<b>Total Liabilities</b>	<b>\$ —</b>	<b>\$ 694</b>	<b>\$ —</b>	<b>\$ 694</b>

The Company may be required to measure certain assets or liabilities at fair value from time to time. These periodic fair value measures typically result from application of certain impairment measures under GAAP. These items would constitute nonrecurring fair value measures under ASC 820. As of December 31, 2017 and December 31, 2016, the Company did not have any assets or liabilities measured at fair value on a nonrecurring basis in the periods presented.

***Level 3 Assets and Liabilities***

The valuation of Level 3 assets and liabilities requires significant judgment by the third-party pricing providers and management. The third-party pricing providers and management rely on inputs such as market price quotations from market makers (either market or indicative levels), original transaction price, recent transactions in the same or similar instruments, and changes in financial ratios or cash flows to determine fair value. Level 3 instruments may also be discounted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by third-party pricing providers and management in the absence of market information. Assumptions used by third-party pricing providers and management due to lack of observable inputs may significantly impact the resulting fair value and, therefore, the Company's consolidated financial statements. The Company's management reviews all valuations that are based on pricing information received from third-party pricing providers. As part of this review, prices are compared against other pricing or input data points in the marketplace, along with internal valuation expertise, to ensure the pricing is reasonable.

In connection with the above, the Company estimates the fair value of its Servicing Related Assets based on internal pricing models rather than quotations, and compares the results of these internal models against the results from models generated by third-party valuation specialists. The determination of estimated cash flows used in pricing models is inherently subjective and imprecise.

Changes in market conditions, as well as changes in the assumptions or methodology used to determine fair value, could result in a significant change to estimated fair values. It should be noted that minor changes in assumptions or estimation methodologies can have a material effect on these derived or estimated fair values, and that the fair values reflected below are indicative of the interest rate and credit spread environments as of December 31, 2017 and December 31, 2016 and do not take into consideration the effects of subsequent changes in market or other factors.

TABLE OF CONTENTS

The tables below present the reconciliation for the Company's Level 3 assets (Servicing Related Assets) measured at fair value on a recurring basis as of the dates indicated (dollars in thousands):

**Level 3 Fair Value Measurements****As of December 31, 2017**

	Level 3 <sup>(A)</sup>		
	Excess MSRs Pool 2	MSRs	Total
<b>Balance at December 31, 2016</b>	<b>\$ 29,392</b>	<b>\$ 31,871</b>	<b>\$ 61,263</b>
Purchases, sales and principal paydowns:			
Purchases	—	83,586	83,586
Sales	(35,905 )	—	(35,905 )
Other changes <sup>(B)</sup>	6,513	(1,810 )	4,703
Purchases, sales and principal paydowns:	\$ (29,392 )	\$ 81,776	\$ 52,384
Changes in Fair Value due to:			
Changes in valuation inputs or assumptions used in valuation model	—	16,375	16,375
Other changes in fair value <sup>(C)</sup>	—	(7,216 )	(7,216 )
Unrealized gain (loss) included in Net Income	\$ —	\$ 9,159	\$ 9,159
<b>Balance at December 31, 2017</b>	<b>\$ —</b>	<b>\$ 122,806</b>	<b>\$ 122,806</b>

**As of December 31, 2016**

	Level 3 <sup>(A)</sup>				
	Excess MSR Pool 1	Excess MSR Pool 2	Excess MSR Pool 2014	MSRs	Total
<b>Balance at December 31, 2015</b>	<b>\$ 43,482</b>	<b>\$ 33,054</b>	<b>\$ 1,506</b>	<b>\$ 19,761</b>	<b>\$ 97,803</b>
Purchases and principal paydowns:					
Purchases	—	—	—	16,179	16,179
Sales	(39,916 )	—	(1,179 )	—	(41,095 )
Proceeds from principal paydowns	(3,566 )	(3,911 )	(327 )	—	(7,804 )
Other Changes <sup>(B)</sup>	—	—	—	(784 )	(784 )
Purchases and principal paydowns:	\$ (43,482 )	\$ (3,911 )	\$ (1,506 )	\$ 15,395	\$ (33,504 )
Changes in Fair Value due to:					
Changes in valuation inputs or assumptions used in valuation model	—	249	—	227	476
Other changes in fair value <sup>(C)</sup>	—	—	—	(3,512 )	(3,512 )
Unrealized gain (loss) included in Net Income	\$ —	\$ 249	\$ —	\$ (3,285 )	\$ (3,036 )
<b>Balance at December 31, 2016</b>	<b>\$ —</b>	<b>\$ 29,392</b>	<b>\$ —</b>	<b>\$ 31,871</b>	<b>\$ 61,263</b>

(A) Includes the recapture agreement for each respective pool.

- (B) Represents purchase price adjustments, principally contractual prepayment protection, and changes due to the Company's repurchase of the underlying collateral.
- (C) Represents changes due to realization of expected cash flows.

TABLE OF CONTENTS

The tables below present information about the significant unobservable inputs used in the fair value measurement of the Company's Servicing Related Assets classified as Level 3 fair value assets as of the dates indicated (dollars in thousands):

**Fair Value Measurements****As of December 31, 2017**

	<b>Fair Value</b>	<b>Valuation Technique</b>	<b>Unobservable Input<sup>(A)</sup></b>	<b>Range</b>	<b>Weighted Average</b>
<b>MSRs</b>					
Conventional	\$ 82,150	Discounted cash flow	Constant prepayment speed	6.5% - 23.5%	10.5 %
			Uncollected payments	0.2% - 1.8%	0.8 %
			Discount rate		9.3 %
			Annual cost to service, per loan		\$ 70
Government	\$ 40,656	Discounted cash flow	Constant prepayment speed	6.0% - 14.2%	8.1 %
			Uncollected payments	0.4% - 5.2%	3.3 %
			Discount rate		12.0 %
			Annual cost to service, per loan		\$ 96
<b>TOTAL</b>	<b>\$ 122,806</b>	<b>Discounted cash flow</b>			

**As of December 31, 2016**

	<b>Fair Value</b>	<b>Valuation Technique</b>	<b>Unobservable Input<sup>(A)</sup></b>	<b>Range</b>	<b>Weighted Average</b>
Excess MSR Pool 2	\$ 29,392	Discounted cash flow	Constant prepayment speed	7.8% - 31.9%	14.3 %
			Uncollected Payments	8.3% - 13.1%	11.9 %
			Discount rate		16.2 %
Conventional MSRs	\$ 31,871	Discounted cash flow	Constant prepayment speed	7.1% - 24.9%	10.6 %
			Uncollected payments	0.8% - 1.4%	1.3 %
			Discount rate		9.3 %
			Annual cost to service, per loan		\$ 64
<b>TOTAL</b>	<b>\$ 61,263</b>	<b>Discounted cash flow</b>			

(A)

Significant increases (decreases) in any of the inputs in isolation may result in significantly lower (higher) fair value measurements. A change in the assumption used for discount rates may be accompanied by a directionally similar change in the assumption used for the probability of uncollected payments and a directionally opposite change in the assumption used for prepayment rates.

***Fair Value of Financial Instruments***

In accordance with ASC 820, the Company is required to disclose the fair value of financial instruments, both assets and liabilities recognized and not recognized in the consolidated balance sheets, for which fair value can be estimated. The following describes the Company's methods for estimating the fair value for financial instruments.

RMBS available for sale securities, Servicing Related Assets, derivative assets and derivative liabilities are recurring fair value measurements; carrying value equals fair value. See discussion of valuation methods and assumptions within the Fair Value Measurements section of this footnote.

Cash and cash equivalents and restricted cash have a carrying value which approximates fair value because of the short maturities of these instruments.

The carrying value of repurchase agreements and corporate debt that mature in less than one year generally approximates fair value due to the short maturities. The Company does not hold any repurchase agreements that are considered long-term.

Corporate debt that matures in more than one year generally approximates fair value.

## TABLE OF CONTENTS

### **Note 10 — Commitments and Contingencies**

The commitments and contingencies of the Company as of December 31, 2017 and December 31, 2016 are described below.

#### ***Management Agreement***

The Company pays the Manager a quarterly management fee, calculated and payable quarterly in arrears, equal to the product of one quarter of the 1.5% management fee annual rate and the stockholders' equity, adjusted as set forth in the Management Agreement as of the end of such fiscal quarter. The Manager relies on resources of Freedom Mortgage to provide the Manager with the necessary resources to conduct the Company operations. For further discussion regarding the management fee, see Note 7.

#### ***Legal and Regulatory***

From time to time, the Company may be subject to potential liability under laws and government regulations and various claims and legal actions arising in the ordinary course of business. Liabilities are established for legal claims when payments associated with the claims become probable and the costs can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher or lower than the amounts established for those claims. Based on information currently available, management is not aware of any legal or regulatory claims that would have a material effect on the Company's consolidated financial statements, and, therefore, no accrual is required as of December 31, 2017 and December 31, 2016.

#### ***Commitments to Purchase/Sell RMBS***

As of December 31, 2017 and December 31, 2016, the Company held forward TBA purchase and sale commitments, respectively, with counterparties, which are forward RMBS trades, whereby the Company committed to purchasing a pool of securities at a particular interest rate. As of the date of the trade, the mortgage-backed securities underlying the pool that will be delivered to fulfill a TBA trade are not yet designated. The securities are typically to be announced 48 hours prior to the established trade settlement date.

As of December 31, 2017 and December 31, 2016, the Company (i) was not obligated to purchase any securities and (ii) was not obligated to sell any securities, respectively.

#### ***Acknowledgment Agreements***

In order to have Ginnie Mae acknowledge the Company's interest in Excess MSR related to FHA and VA mortgage loans that were pooled into securities guaranteed by Ginnie Mae, the Company entered into an acknowledgment agreement with Ginnie Mae and Freedom Mortgage. Under that agreement, if Freedom Mortgage failed to make a required payment to the holders of the Ginnie Mae-guaranteed RMBS, the Company would have been obligated to make that payment even though the payment may have related to loans for which the Company did not own any Excess MSRs. The Company's failure to make that payment would have resulted in liability to Ginnie Mae for any losses or claims that Ginnie Mae suffered as a result. This agreement was terminated in February 2017 in connection with the sale of the Company's remaining Excess MSRs back to Freedom Mortgage.

In connection with the MSR Financing Facility (as defined below) entered into by Aurora and QRS III, those parties also entered into an acknowledgment agreement with Fannie Mae. Pursuant to that agreement, Fannie Mae consented to the pledge by Aurora and QRS III of their respective interests in MSRs for loans owned or securitized by Fannie Mae, and acknowledged the security interest of the lender in those MSRs. See Note 12—Notes Payable for a description

of the MSR Financing Facility.

**Note 11 – Repurchase Agreements**

The Company had outstanding approximately \$1,666.5 million and \$594.6 million of borrowings under its repurchase agreements as of December 31, 2017 and December 31, 2016, respectively. The Company's obligations under these agreements had weighted average remaining maturities of 46 days and 65 days as of December 31, 2017 and December 31, 2016, respectively. RMBS and cash have been pledged as collateral under these repurchase agreements (see Note 4).



TABLE OF CONTENTS

The repurchase agreements had the following remaining maturities and weighted average rates as of the dates indicated (dollars in thousands):

**Repurchase Agreements Characteristics****As of December 31, 2017**

	<b>Repurchase Agreements</b>	<b>Weighted Average Rate</b>
Less than one month	\$ 429,573	1.44 %
One to three months	1,231,687	1.48 %
Greater than three months	5,277	1.52 %
<b>Total/Weighted Average</b>	<b>\$ 1,666,537</b>	<b>1.47 %</b>

**As of December 31, 2016**

	<b>Repurchase Agreements</b>	<b>Weighted Average Rate</b>
Less than one month	\$ 60,690	1.14 %
One to three months	456,502	0.91 %
Greater than three months	77,423	0.90 %
<b>Total/Weighted Average</b>	<b>\$ 594,615</b>	<b>0.93 %</b>

There were no overnight or demand securities as of December 31, 2017 or December 31, 2016.

**Note 12 – Notes Payable**

At December 31, 2016, the Company had outstanding borrowings of \$8.9 million on the NexBank term loan. This loan was paid in full in connection with the sale of the Excess MSR in Excess MSR Pool 2 back to Freedom Mortgage in February 2017.

In September 2016, Aurora and QRS III entered into a loan and security agreement (the MSR Financing Facility), pursuant to which Aurora and QRS III pledged their respective rights in all existing and future MSR for loans owned or securitized by Fannie Mae to secure borrowings up to a maximum of \$25.0 million outstanding at any one time. The MSR Financing Facility has a two-year revolving period, subject to extension by agreement, during which only interest payments are due. Borrowings bear interest at a spread over one month LIBOR. At the end of the revolving period, the outstanding amount will be converted to a three-year term loan with monthly payments of interest (calculated as a spread over the rate for one-year interest rate swaps) and principal (calculated on a ten-year amortization schedule). Approximately \$20.5 million and \$14.0 million was outstanding under the MSR Financing Facility at December 31, 2017 and December 31, 2016, respectively.

In May 2017, the Company, Aurora and QRS IV obtained a \$20.0 million loan (the MSR Term Facility) secured by the pledge of Aurora's Ginnie Mae MSR and the Company's ownership interest in QRS IV. The loan bears interest at a fixed rate of 6.18% per annum, amortizes on a ten-year amortization schedule and is due on May 18, 2022.

The outstanding long-term borrowings had the following remaining maturities as of the dates indicated (dollars in

thousands):

### Long-Term Borrowings Repayment Characteristics

As of December 31, 2017

	2018	2019	2020	2021	2022	2023	Total
MSR Term Facility							
Borrowings under MSR Term Facility	\$ 2,000	\$ 2,000	\$ 2,000	\$ 2,000	\$ 11,000	\$ —	\$ 19,000
MSR Financing Facility							
Borrowings under MSR Financing Facility	\$ —	\$ 389	\$ 1,608	\$ 1,697	\$ 16,806	\$ —	\$ 20,500
<b>Total</b>	<b>\$ 2,000</b>	<b>\$ 2,389</b>	<b>\$ 3,608</b>	<b>\$ 3,697</b>	<b>\$ 27,806</b>	<b>\$ —</b>	<b>\$ 39,500</b>

94

TABLE OF CONTENTS**As of December 31, 2016**

	2017	2018	2019	2020	2021	Total
Term Loan						
Borrowings under Term Loan Facility	\$ 2,841	\$ 3,005	\$ 3,040	\$ —	\$ —	\$ 8,886
MSR Financing Facility						
Borrowings under MSR Financing Facility	\$ —	\$ 271	\$ 1,118	\$ 1,175	\$ 11,436	\$ 14,000

**Note 13 – Receivables and Other Assets**

The assets comprising Receivables and other assets as of December 31, 2017 and December 31, 2016 are summarized in the following table (dollars in thousands):

**Receivables and Other Assets**

	December 31, 2017	December 31, 2016
Excess servicing income receivable	\$ —	\$ 5,598
Servicing advances	5,901	1,432
Interest receivable	5,804	2,069
Repurchased loans held for sale	2,160	1,570
Other receivables	2,777	1,628
<b>Total other assets</b>	<b>\$ 16,642</b>	<b>\$ 12,297</b>

The Company only records as an asset those servicing advances that the Company deems recoverable.

**Note 14 – Accrued Expenses and Other Liabilities**

The liabilities comprising Accrued expenses and other liabilities as of December 31, 2017 and December 31, 2016 are summarized in the following table (dollars in thousands):

**Accrued Expenses and Other Liabilities**

	December 31, 2017	December 31, 2016
Accrued interest payable	\$ 4,252	\$ 1,006
Escrow funds held	37	37
Net deferred tax payable	843	—
Accrued expenses	6,882	4,719
<b>Total accrued expenses and other liabilities</b>	<b>\$ 12,014</b>	<b>\$ 5,762</b>

TABLE OF CONTENTS**Note 15 – Summarized Quarterly Results (Unaudited)**

The following tables present information about the Company's quarterly operating results for the periods indicated below (dollars in thousands):

	<b>2017</b>			
	<b>December 31,</b>	<b>September 30,</b>	<b>June 30,</b>	<b>March 31,</b>
<b>Income</b>				
Interest income	\$ 14,037	\$ 11,932	\$ 10,002	\$ 6,078
Interest expense	7,062	6,096	4,292	2,431
Net interest income	6,975	5,836	5,710	3,647
Servicing fee income	7,660	6,307	5,493	4,574
Servicing costs	1,939	1,626	991	1,227
Net servicing income	5,721	4,681	4,502	3,347
Other income (loss)				
Realized gain (loss) on RMBS, net	(1 )	(169 )	(77 )	(256 )
Realized gain on investments in Excess MSR's, net	—	—	—	6,678
Realized gain (loss) on derivatives, net	(1,260 )	(1,480 )	(1,797 )	(1,017 )
Realized gain on acquired assets, net	—	—	—	—
Unrealized gain (loss) on derivatives, net	8,447	1,684	(4,633 )	1,082
Unrealized gain (loss) on investments in Excess MSR's	—	—	—	—
Unrealized gain (loss) on investments in MSR's	3,688	(2,334 )	(4,507 )	12,312
<b>Total Income (Loss)</b>	<b>23,570</b>	<b>8,218</b>	<b>(802 )</b>	<b>25,793</b>
<b>Expenses</b>				
General and administrative expense	849	948	1,045	975
Management fee to affiliate	1,345	948	1,162	892
<b>Total Expenses</b>	<b>2,194</b>	<b>1,896</b>	<b>2,207</b>	<b>1,867</b>
<b>Income Before Income Taxes</b>	<b>21,376</b>	<b>6,322</b>	<b>(3,009 )</b>	<b>23,926</b>
(Benefit from) provision for corporate business taxes	1,143	(537 )	(1,344 )	1,339
<b>Net Income (Loss)</b>	<b>20,233</b>	<b>6,859</b>	<b>(1,665 )</b>	<b>22,587</b>
Net (income) loss allocated to noncontrolling interests in Operating Partnership	(269 )	(93 )	119	(412 )
Dividends on preferred stock	1,240	593	—	—
<b>Net Income Applicable to Common Stockholders</b>	<b>\$ 18,724</b>	<b>\$ 6,173</b>	<b>\$ (1,546 )</b>	<b>\$ 22,175</b>
<b>Net income Per Share of Common Stock</b>				
Basic	\$ 1.47	\$ 0.49	\$ (0.12 )	\$ 2.90
Diluted	\$ 1.47	\$ 0.49	\$ (0.12 )	\$ 2.90
<b>Weighted Average Number of Shares of Common Stock Outstanding</b>				
Basic	12,713,265	12,703,577	12,695,090	7,634,038
Diluted	12,721,464	12,711,776	12,701,715	7,640,348



TABLE OF CONTENTS**Summarized Quarterly Results**

	<b>2016</b>			
	<b>December 31,</b>	<b>September 30,</b>	<b>June 30,</b>	<b>March 31,</b>
<b>Income</b>				
Interest income	\$ 11,242	\$ 7,157	\$ 7,135	\$ 5,188
Interest expense	2,389	1,877	1,885	1,657
Net interest income	8,853	5,280	5,250	3,531
Servicing fee income	2,145	2,365	1,574	1,495
Servicing costs	1,018	641	501	402
Net servicing income	1,127	1,724	1,073	1,093
Other income (loss)				
Realized gain (loss) on RMBS, net	74	770	235	320
Realized gain (loss) on investments in Excess MSR's, net	1,520	—	—	—
Realized gain (loss) on derivatives, net	(4,056 )	(2,147 )	(299 )	(1,461 )
Realized gain (loss) on acquired assets, net	—	—	—	—
Unrealized gain (loss) on derivatives, net	15,307	3,199	(1,228 )	(5,198 )
Unrealized gain (loss) on investments in Excess MSR's	2,588	117	(149 )	(2,307 )
Unrealized gain (loss) on investments in MSR's	3,870	(1,847 )	(3,076 )	(2,232 )
<b>Total Income (Loss)</b>	<b>29,283</b>	<b>7,096</b>	<b>1,806</b>	<b>(6,254 )</b>
<b>Expenses</b>				
General and administrative expense	790	864	822	808
Management fee to affiliate	764	802	690	690
<b>Total Expenses</b>	<b>1,554</b>	<b>1,666</b>	<b>1,512</b>	<b>1,498</b>
<b>Income (Loss) Before Income Taxes</b>	<b>27,729</b>	<b>5,430</b>	<b>294</b>	<b>(7,752 )</b>
(Benefit from) provision for corporate business taxes	1,127	(89 )	10	(590 )
<b>Net Income (Loss)</b>	<b>26,602</b>	<b>5,519</b>	<b>284</b>	<b>(7,162 )</b>
Net (income) loss allocated to noncontrolling interests	(432 )	(76 )	(2 )	99
<b>Net Income (Loss) Applicable to Common Stockholders</b>	<b>\$ 26,170</b>	<b>\$ 5,443</b>	<b>\$ 282</b>	<b>\$ (7,063 )</b>
<b>Net Income (Loss) Per Share of Common Stock</b>	—	—	—	—
Basic	\$ 3.48	\$ 0.72	\$ 0.04	\$ (0.94 )
Diluted	\$ 3.48	\$ 0.72	\$ 0.04	\$ (0.94 )
<b>Weighted Average Number of Shares of Common Stock Outstanding</b>				
Basic	7,519,038	7,511,653	7,509,543	7,509,543
Diluted	7,525,348	7,528,188	7,520,616	7,519,038

Basic and diluted net income (loss) per share of common stock are computed independently based on the weighted average number of shares of common stock outstanding during each period. Accordingly, the sum of the quarterly net income (loss) per share amounts may not agree to the total for the year.

**Note 16 – Income Taxes**

The Company elected to be taxed as a REIT under Code Sections 856 through 860 beginning with its short taxable year ended December 31, 2013. As a REIT, the Company generally will not be subject to U.S. federal income tax to the extent that it distributes its taxable income to its stockholders. To maintain qualification as a REIT, the Company must distribute at least 90% of its annual REIT taxable income to its stockholders and meet certain other requirements such as assets it may hold, income it may generate and its stockholder composition. It is the Company's policy to distribute all or substantially all of its REIT taxable income. To the extent there is any undistributed REIT taxable income at the end of a year, the Company can elect to distribute such shortfall within the next year as permitted by the Code.

97

TABLE OF CONTENTS

Effective January 1, 2014, CHMI Solutions elected to be taxed as a corporation for U.S. federal income tax purposes; prior to this date, CHMI Solutions was a disregarded entity for U.S. federal income tax purposes. CHMI Solutions has jointly elected with the Company, the ultimate beneficial owner of CHMI Solutions, to be treated as a TRS of the Company, and all activities conducted through CHMI Solutions and its wholly-owned TRS, Aurora, are subject to federal and state income taxes. CHMI Solutions files a consolidated tax return with Aurora and is fully taxed as a U.S. C-Corporation.

The state and local tax jurisdictions for which the Company is subject to tax filing obligations recognize the Company's status as a REIT, and therefore, the Company generally does not pay income tax in such jurisdictions. CHMI Solutions and Aurora are subject to U.S. federal, state and local income taxes.

The components of the Company's income tax expense (benefit) are as follows for the periods indicated below (dollars in thousands):

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Current federal income tax expense	\$ (575 )	\$ 575	\$ —
Current state income tax expense	(62 )	83	—
Deferred federal income tax expense (benefit)	1,046	(198 )	(309 )
Deferred state income tax expense (benefit)	192	(2 )	(34 )
<b>Total Income Tax Expense</b>	<b>\$ 601</b>	<b>\$ 458</b>	<b>\$ (343 )</b>

The following is a reconciliation of the statutory federal rate to the effective rate, for the periods indicated below (dollars in thousands):

	<b>Year Ended December 31,</b>					
	<b>2017</b>		<b>2016</b>		<b>2015</b>	
Computed income tax (benefit) expense at federal rate	\$ 17,015	35.0 %	\$ 8,995	35.0 %	\$ 4,554	35.0 %
State taxes, net of federal benefit, if applicable	115	0.2 %	50	0.2 %	(34 )	(0.0 )%
Tax benefit due to federal rate change	(431 )	(0.9 )%	—	—%	—	—%
Permanent differences in taxable income from GAAP pre-tax income	—	—%	140.0	0.6 %	(157 )	(1.4 )%
Provision to return adjustment	(117.0 )	(0.2 )	—	—%	—	—%
REIT income not subject to tax	(15,981 )	(32.9 )%	(8,727 )	(34.0 )%	(4,706 )	(36.2 )%
<b>(Benefit from) Provision for Income Taxes/Effective Tax Rate<sup>(A)</sup></b>	<b>\$ 601</b>	<b>1.2 %</b>	<b>\$ 458</b>	<b>1.8 %</b>	<b>\$ (343 )</b>	<b>(2.6 )%</b>

(A) The provision for income taxes is recorded at the TRS level.

The Company's consolidated balance sheets, at December 31, 2017 and December 31, 2016, contain the following current and deferred tax liabilities and assets, which are recorded at the TRS level (dollars in thousands):

	<b>Year Ended</b>		
	<b>December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Income taxes payable</b>			



Edgar Filing: Cherry Hill Mortgage Investment Corp - Form 10-K

Federal income taxes payable	\$	—\$ 575	\$	—
State and local income taxes payable		—	84	—
<b>Income taxes payable</b>	<b>\$</b>	<b>—\$ 659</b>	<b>\$</b>	<b>—</b>

<b>December</b>	<b>December</b>	<b>December</b>
<b>31, 2017</b>	<b>31, 2016</b>	<b>31, 2015</b>

**Deferred tax (assets) liabilities**

Deferred tax - organizational expenses	\$	(10 )	\$	(53 )	\$	(72 )
Deferred tax - mortgage servicing rights		909		(340 )		121
Deferred tax - net operating loss		(56 )		—		(252 )