

Cherry Hill Mortgage Investment Corp  
Form 10-Q  
May 09, 2018

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 10-Q

---

(Mark One)

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

For the quarterly period ended March 31, 2018

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-36099

---

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

---

N/A

(Former name, former address and former fiscal year, if changed since last report)

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)

---

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

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

required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

As of May 9, 2018, there were 12,721,464 outstanding shares of common stock, \$0.01 par value per share, of Cherry Hill Mortgage Investment Corporation.

## CHERRY HILL MORTGAGE INVESTMENT CORPORATION

## TABLE OF CONTENTS

	Page
<u>FORWARD-LOOKING INFORMATION</u>	3
PART I. <u>FINANCIAL INFORMATION</u>	5
Item 1. <u>Consolidated Financial Statements</u>	5
<u>Consolidated Balance Sheets</u>	5
<u>Consolidated Statements of Income</u>	6
<u>Consolidated Statements of Comprehensive Income (Loss)</u>	7
<u>Consolidated Statements of Changes in Stockholders' Equity</u>	8
<u>Consolidated Statements of Cash Flows</u>	9
<u>Notes to Consolidated Financial Statements</u>	10
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	39
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	58
Item 4. <u>Controls and Procedures</u>	62
PART II. <u>OTHER INFORMATION</u>	63
Item 1. <u>Legal Proceedings</u>	63
Item 1A. <u>Risk Factors</u>	63
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	63
Item 3. <u>Defaults Upon Senior Securities</u>	63
Item 4. <u>Mine Safety Disclosures</u>	63
Item 5. <u>Other Information</u>	63

Item 6.

Exhibits

63

2

---

Table of Contents

FORWARD-LOOKING INFORMATION

Cherry Hill Mortgage Investment Corporation (together with its consolidated subsidiaries, the “Company,” “we,” “our” or “us”) makes forward-looking statements in this Quarterly Report on Form 10-Q within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. For these statements, the Company claims 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 the Company’s control. These forward-looking statements include information about possible or assumed future results of the Company’s business, financial condition, liquidity, results of operations, plans and objectives. When the Company uses the words “believe,” “expect,” “anticipate,” “estimate,” “plan,” “continue,” “intend,” “should,” “could,” “would,” “may,” “potential” or the negative of these terms or other comparable terminology, the Company intends 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, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association 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 real estate investment trust (“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.

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 discussed under “Part I, Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Quarterly Report on Form 10-Q and “Part I, Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017;
- 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 its external manager, Cherry Hill Mortgage Management, LLC ("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;

3

---

Table of Contents

- 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 Quarterly Report on Form 10-Q. 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.

Table of Contents

## PART I. FINANCIAL INFORMATION

## Item 1. Consolidated Financial Statements

## Cherry Hill Mortgage Investment Corporation and Subsidiaries

## Consolidated Balance Sheets

(in thousands — except share data)

	(unaudited) March 31, 2018	December 31, 2017
Assets		
RMBS, available-for-sale (including pledged assets of \$1,560,765 and \$1,728,564, respectively)	\$ 1,642,682	\$ 1,840,912
Investments in Servicing Related Assets at fair value (including pledged assets of \$188,145 and \$122,806, respectively)	188,145	122,806
Cash and cash equivalents	24,276	27,327
Restricted cash	35,245	29,168
Derivative assets	16,105	13,830
Receivables and other assets	17,724	16,642
Total Assets	\$ 1,924,177	\$ 2,050,685
Liabilities and Stockholders' Equity		
Liabilities		
Repurchase agreements	\$ 1,500,562	\$ 1,666,537
Derivative liabilities	1,097	344
Notes payable	74,749	39,025
Dividends payable	7,257	7,273
Due to affiliates	4,438	3,035
Accrued expenses and other liabilities	16,777	12,014
Total Liabilities	\$ 1,604,880	\$ 1,728,228
Stockholders' Equity		
Series A Preferred stock, \$0.01 par value, 100,000,000 shares authorized and 2,400,000 shares issued and outstanding as of March 31, 2018 and 100,000,000 shares authorized and 2,400,000 shares issued and outstanding as of December 31, 2017, liquidation preference of \$60,000 as of March 31, 2018 and December 31, 2017	\$ 57,917	\$ 57,917
Common stock, \$0.01 par value, 500,000,000 shares authorized and 12,721,464 shares issued and outstanding as of March 31, 2018 and 500,000,000 shares authorized and 12,721,464 shares issued and outstanding as of December 31, 2017	127	127
Additional paid-in capital	229,679	229,642
Retained earnings	62,573	35,238
Accumulated other comprehensive income (loss)	(33,985)	(2,942)
Total Cherry Hill Mortgage Investment Corporation Stockholders' Equity	\$ 316,311	\$ 319,982
Non-controlling interests in Operating Partnership	2,986	2,475
Total Stockholders' Equity	\$ 319,297	\$ 322,457
Total Liabilities and Stockholders' Equity	\$ 1,924,177	\$ 2,050,685

See accompanying notes to consolidated financial statements.





Table of Contents

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

	Three Months Ended March 31,	
	2018	2017
Income		
Interest income	\$ 13,415	\$ 6,078
Interest expense	7,543	2,431
Net interest income	5,872	3,647
Servicing fee income	8,650	4,574
Servicing costs	1,712	1,227
Net servicing income	6,938	3,347
Other income (loss)		
Realized gain (loss) on RMBS, net	(4,881	) (256
Realized gain on investments in Excess MSR, net	-	6,678
Realized gain (loss) on derivatives, net	13	(1,017
Unrealized gain on derivatives, net	19,626	1,082
Unrealized gain on investments in MSRs	12,498	12,312
Total Income	40,066	25,793
Expenses		
General and administrative expense	877	975
Management fee to affiliate	1,315	892
Total Expenses	2,192	1,867
Income Before Income Taxes	37,874	23,926
Provision for corporate business taxes	2,635	1,339
Net Income	35,239	22,587
Net (income) loss allocated to noncontrolling interests in Operating Partnership	(456	) (409
Dividends on preferred stock	1,213	-
Net Income Applicable to Common Stockholders	\$ 33,570	\$ 22,178
Net income Per Share of Common Stock		
Basic	\$ 2.64	\$ 2.91
Diluted	\$ 2.64	\$ 2.90
Weighted Average Number of Shares of Common Stock Outstanding		
Basic	12,713,265	7,634,038
Diluted	12,721,464	7,640,348

See accompanying notes to consolidated financial statements.

Table of Contents

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

	Three Months Ended March 31,	
	2018	2017
Net income	\$ 35,239	\$ 22,587
Other comprehensive income (loss):		
Net unrealized gain (loss) on RMBS	(35,924 )	1,416
Reclassification of net realized loss on RMBS included in earnings	4,881	256
Other comprehensive income (loss)	(31,043 )	1,672
Comprehensive income	\$ 4,196	\$ 24,259
Comprehensive income attributable to noncontrolling interests in Operating Partnership	54	440
Dividends on preferred stock	1,213	-
Comprehensive income attributable to common stockholders	\$ 2,929	\$ 23,819

See accompanying notes to consolidated financial statements.

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

Table of Contents

Cherry Hill Mortgage Investment Corporation and Subsidiaries

Consolidated Statements of Changes in Stockholders' Equity

(Unaudited)

(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
Balance, December 31, 2016	7,525,348	\$ 75	-	\$-	\$ 148,457	\$(6,393 )	\$ 12,093	\$ 1,777	\$ 156,009
Issuance of common stock	5,175,000	52	-	-	80,863	-	-	-	80,915
Net Income (Loss)	-	-	-	-	-	-	22,178	409	22,587
Other Comprehensive Income	-	-	-	-	-	1,672	-	-	1,672
LTIP-OP Unit awards	-	-	-	-	-	-	-	135	135
Distribution paid on LTIP-OP Units	-	-	-	-	-	-	-	(91 )	(91 )
Common dividends declared, \$0.49 per share	-	-	-	-	-	-	(3,687 )	-	(3,687 )
Balance, March 31, 2017	12,700,348	\$ 127	-	\$-	\$ 229,320	\$(4,721 )	\$ 30,584	\$ 2,230	\$ 257,540
Balance, December 31, 2017	12,721,464	\$ 127	2,400,000	\$ 57,917	\$ 229,642	\$(2,942 )	\$ 35,238	\$ 2,475	\$ 322,457
Issuance of common stock	-	-	-	-	37	-	-	-	37
Net Income before dividends on preferred stock	-	-	-	-	-	-	34,783	456	35,239
Other Comprehensive Income	-	-	-	-	-	(31,043 )	-	-	(31,043 )
LTIP-OP Unit awards	-	-	-	-	-	-	-	138	138
Distribution paid on LTIP-OP Units	-	-	-	-	-	-	-	(83 )	(83 )

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

Common dividends declared, \$0.49 per share	-	-	-	-	-	-	(6,235 )	-	(6,235 )
Preferred dividends declared, \$0.5125 per share	-	-	-	-	-	-	(1,213 )	-	(1,213 )
Balance, March 31, 2018	12,721,464	\$ 127	2,400,000	\$57,917	\$229,679	\$(33,985 )	\$62,573	\$ 2,986	\$319,297

---

See accompanying notes to consolidated financial statements.

8

---

Table of Contents

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

	Three Months Ended March 31,	
	2018	2017
<b>Cash Flows From Operating Activities</b>		
Net income	\$ 35,239	\$ 22,587
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Realized loss on RMBS, net	4,881	256
Realized gain (loss) on investments in Excess MSR's, net	-	(6,678 )
Amortization of premiums on investment securities	3,460	1,419
Change in fair value of investments in Servicing Related Assets	(12,498 )	(12,312 )
Unrealized (gain) loss on derivatives, net	(19,626 )	(1,082 )
Realized (gain) loss on derivatives, net	(13 )	1,017 )
LTIP-OP Unit awards	138	135
Changes in:		
Receivables and other assets	(1,082 )	2,012 )
Due to affiliates	1,403	443
Payables for unsettled trades	-	251,590
Accrued expenses and other liabilities	4,747	(425 )
Net cash provided by (used in) operating activities	16,649	\$ 258,962
<b>Cash Flows From Investing Activities</b>		
Purchase of RMBS	(40,556 )	(491,869 )
Principal paydown of RMBS	41,644	17,104
Proceeds from sale of RMBS	157,758	7,610
Proceeds from sale of Excess MSR's	-	35,905
Acquisition of MSR's	(52,841 )	(32,350 )
Purchase of derivatives	(842 )	(408 )
Sale of derivatives	32	-
Net cash provided by (used in) investing activities	105,195	\$ (464,008 )
<b>Cash Flows From Financing Activities</b>		
Changes in restricted cash	(6,077 )	15,384 )
Borrowings under repurchase agreements	1,904,638	784,497
Repayments of repurchase agreements	(2,070,613 )	(605,795 )
Proceeds from derivative financing	18,927	-
Proceeds from bank loans	36,195	2,000
Principal paydown of bank loans	(471 )	(8,886 )
Dividends paid	(7,448 )	(3,687 )
LTIP-OP Units distributions paid	(83 )	(91 )
Issuance of common stock, net of offering costs	37	80,915
Net cash provided by (used in) financing activities	\$ (124,895 )	\$ 264,337 )
Net Increase (Decrease) in Cash and Cash Equivalents	(3,051 )	\$ 59,291 )
Cash and Cash Equivalents, Beginning of Period	27,327	15,824
Cash and Cash Equivalents, End of Period	24,276	\$ 75,115
<b>Supplemental Disclosure of Cash Flow Information</b>		
Cash paid during the period for interest expense	8,800	\$ 1,800
Dividends declared but not paid	\$ 7,257	\$ 3,687

See accompanying notes to consolidated financial statements.

9

---

Table of Contents

Cherry Hill Mortgage Investment Corporation and Subsidiaries

Notes to Consolidated Financial Statements

March 31, 2018

(Unaudited)

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 interim 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 MSRs”) 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 net proceeds received from paydowns of these RMBS will be deployed into the acquisition of mortgage servicing rights (“MSRs”). The Company may also sell certain of these RMBS and deploy the net proceeds from such sales to the extent necessary to fund the purchase price of MSRs.

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.

Table of Contents

Note 2 — Basis of Presentation and Significant Accounting Policies

Basis of Accounting

The accompanying interim consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. The interim 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. The interim consolidated financial statements reflect all necessary and recurring adjustments for fair presentation of the results for the interim periods presented herein.

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 Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the “Securities Act”), 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 interim 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” (expected to occur as of October 9, 2018) 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 interim 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 MSR and MSR (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 interim 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.

## Table of Contents

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, 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 Accounting Standards Codification (“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.

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 three month period ended March 31, 2018 were settled prior to period-end. All RMBS purchased and sold in the year ended December 31, 2017 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 \$5.1 million and \$5.7 million in interest income was receivable at March 31, 2018 and December 31, 2017, 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 \$45,000 of OTTI charges during the three month period ended March 31, 2018. The Company did not record any OTTI charges during the three month period ended March 31, 2017. OTTI has been classified within "Realized gain (loss) on RMBS, net" on the consolidated statements of income.

## Table of Contents

### Investments in Excess MSR

As a result of the Company's sale of its remaining Excess MSR in February 2017, there were no Excess MSR at March 31, 2018.

**Classification** – The Company had elected the fair value option to record its investments in Excess MSR in order to provide users of the consolidated interim financial statements with better information regarding the effects of prepayment risk and other market factors on the Excess MSR. Under this election, the Company recorded a valuation adjustment on its investments in Excess MSR on a quarterly basis to recognize the changes in fair value of its Excess MSR in net income as described below. In determining the valuation of Excess MSR 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 cash flows to the initial investment. The difference between the fair value of Excess MSR and their amortized cost basis was recorded on the consolidated statements of income as "Unrealized gain (loss) on investments in Excess MSR." 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. The sale of investments in Excess MSR was recognized upon the settlement date. There was no Excess MSR cash flow receivable at March 31, 2018 or December 31, 2017.

In connection with the sale of its Excess MSR, 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, see Note 7.

### Investments in MSR

**Classification** – The Company's MSR represent the contractual right to service mortgage loans. The Company has elected the fair value option to record its investments in MSR in order to provide users of the consolidated interim financial statements with better information regarding the effects of prepayment risk and other market factors on the MSR. Under this election, the Company records a valuation adjustment on its investments in MSR on a quarterly basis to recognize the changes in fair value of its MSR in net income as described below. Although transactions in MSR 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 as well as servicing fee income and servicing expenses are reported on the consolidated statements of income. In determining the valuation of MSR 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.



## Table of Contents

**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, 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 \$4.9 million and \$5.9 million in reimbursable servicing advances were receivable at March 31, 2018 and December 31, 2017, 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 made in accordance with the relevant guidelines are generally recoverable, the recoverability of similar advances made on Government National Mortgage Association (“Ginnie Mae”) MSR 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 in February 2017 and the Company expects to recover advances on its Fannie Mae and Freddie Mac MSR, the Company has determined that no reserves for unrecoverable advances are necessary at March 31, 2018 and December 31, 2017. 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 income (loss). The difference between the fair value of MSR and their amortized cost basis is recorded on the consolidated statements of income as “Unrealized gain (loss) on investments in MSR.” 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 and, therefore, may differ from their effective yields.

As a result of the Company’s investments in MSR, 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.

## 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.

## Table of Contents

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 (\$1.9 million and \$549,000 at March 31, 2018 and December 31, 2017, respectively) and (ii) as collateral for borrowings under its repurchase agreements (approximately \$33.4 million and \$28.6 million at March 31, 2018 and December 31, 2017, respectively).

The Company’s centrally cleared interest rate swaps require that the Company posts an “initial margin” amount determined by the clearing exchange, which is generally intended to be set at a level sufficient to protect the exchange from the interest rate swap’s maximum estimated single-day price movement. The Company also exchanges “variation margin” based upon daily changes in fair value, as measured by the exchange. As a result of amendments to rules governing certain central clearing activities, the exchange of variation margin is a settlement of the interest rate swap, as opposed to pledged collateral. Accordingly, beginning in the first quarter of 2018 and in subsequent periods, the Company will account for the receipt or payment of variation margin as a direct reduction to the carrying value of the interest rate swap asset or liability. At March 31, 2018, \$18.9 million of variation margin was reported as a reduction to interest rate swaps, at fair value. As of December 31, 2017, variation margin pledged or received is netted on a counterparty basis and classified within restricted cash, due from counterparties, or due to counterparties on the Company’s consolidated balance sheets.

## Due to Affiliates

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 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 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. 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.

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.

15

---

Table of Contents

## 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):

	Three Months Ended March 31,	
	2018	2017
Realized gain (loss) on RMBS, net		
Loss on RMBS	\$ (4,881 )	\$ (256 )
Net realized gain (loss) on RMBS	(4,881 )	(256 )
Realized gain (loss) on derivatives, net	13	(1,017 )
Unrealized gain (loss) on derivatives, net	19,626	1,082
Realized gain on Excess MSR, net	-	6,678
Unrealized gain (loss) on MSR, net	12,498	12,312
Total	\$ 27,256	\$ 18,799

## 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.

## 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 (“ASU 2014-09”), which supersedes the revenue recognition requirements in ASC 605, 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 (or as) 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. Adoption of this guidance is delayed until the first SEC filing after the Company loses its emerging growth company status, which is expected to be December 31, 2018. 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 ASU 2014-09. 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 (“ASC 860”), to determine the appropriate accounting for these fees and ASU 2014-09 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.

Table of Contents

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. Adoption of this guidance is delayed until the first SEC filing after the Company loses its emerging growth company status, which is expected to be December 31, 2018. 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. Adoption of this guidance is delayed until the first SEC filing after the Company loses its emerging growth company status, which is expected to be December 31, 2018. 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. Adoption of this guidance is delayed until the first SEC filing after the Company loses its emerging growth company status, which is expected to be December 31, 2018. 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.

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.

Table of Contents

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):

	Servicing Related Assets	RMBS	All Other	Total
<b>Income Statement</b>				
<b>Three Months Ended March 31, 2018</b>				
Interest income	\$ -	\$13,415	\$ -	\$13,415
Interest expense	213	7,330	-	7,543
Net interest income	(213	) 6,085	-	5,872
Servicing fee income	8,650	-	-	8,650
Servicing costs	1,712	-	-	1,712
Net servicing income	6,938	-	-	6,938
Other income	12,498	14,758	-	27,256
Other operating expenses	-	-	2,192	2,192
Provision for corporate business taxes	2,635	-	-	2,635
Net income (loss)	\$ 16,588	\$20,843	\$(2,192	) \$35,239
<b>Three Months Ended March 31, 2017</b>				
Interest income	\$ 523	\$5,555	\$ -	\$6,078
Interest expense	114	2,317	-	2,431
Net interest income	409	3,238	-	3,647
Servicing fee income	4,574	-	-	4,574
Servicing costs	1,227	-	-	1,227
Net servicing income	3,347	-	-	3,347
Other income	18,990	(191	) -	18,799
Other operating expenses	-	-	1,867	1,867
Provision for corporate business taxes	1,339	-	-	1,339
Net income (loss)	\$ 21,407	\$3,047	\$(1,867	) \$22,587
<b>Balance Sheet</b>				
<b>March 31, 2018</b>				
Investments	\$ 188,145	\$1,642,682	\$ -	\$1,830,827
Other assets	7,746	56,436	29,168	93,350
Total assets	195,891	1,699,118	29,168	1,924,177
Debt	74,749	1,500,562	-	1,575,311
Other liabilities	12,348	4,060	13,161	29,569
Total liabilities	87,097	1,504,622	13,161	1,604,880
GAAP book value	\$ 108,794	\$194,496	\$ 16,007	\$319,297
<b>December 31, 2017</b>				
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
Note 4 — Investments in RMBS				

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

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 March 31, 2018

Asset Type	Original	Book Value	Gross Unrealized		Carrying Value <sup>(A)</sup>	Number of Securities	Weighted Average			Maturity (Years) <sup>(D)</sup>
	Face Value		Gains	Losses			Rating	Coupon	Yield <sup>(C)</sup>	
<b>RMBS</b>										
Fannie Mae	\$1,218,762	\$1,136,907	\$85	\$(28,746)	\$1,108,246	145	(B)	3.80 %	3.61 %	26
Freddie Mac	502,220	452,615	-	(11,859)	440,756	59	(B)	3.73 %	3.56 %	27
CMOs	98,325	87,145	6,535	-	93,680	20	Unrated	5.80 %	4.93 %	11
Total/Weighted Average	\$1,819,307	\$1,676,667	\$6,620	\$(40,605)	\$1,642,682	224		3.90 %	3.67 %	25



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

Table of Contents

As of December 31, 2017

Asset Type	Original	Book	Gross Unrealized		Carrying	Number	Weighted Average		Maturity	
	Face		Value	Gains			Losses	Value <sup>(A)</sup>		of
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
CMOs	98,325	87,353	6,343	(27)	93,669	20	Unrated	5.26%	4.88%	12
Total/Weighted Average	\$1,961,352	\$1,843,855	\$8,634	\$(11,577)	\$1,840,912	238		3.86%	3.66%	25

(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 March 31, 2018

Years to Maturity	Original	Book	Gross Unrealized		Carrying	Number	Weighted Average		Maturity	
	Face		Value	Gains			Losses	Value <sup>(A)</sup>		of
5-10 Years	\$3,500	\$2,778	\$323	\$-	\$3,101	2	(B)	6.12%	5.56%	7
Over 10 Years	1,815,807	1,673,889	6,297	(40,605)	1,639,581	222	(B)	3.89%	3.66%	25
Total/Weighted Average	\$1,819,307	\$1,676,667	\$6,620	\$(40,605)	\$1,642,682	224		3.90%	3.67%	25

As of December 31, 2017

Years to Maturity	Original	Book	Gross Unrealized		Carrying	Number	Weighted Average		Maturity	
	Face		Value	Gains			Losses	Value <sup>(A)</sup>		of
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
Total/Weighted Average	\$1,961,352	\$1,843,855	\$8,634	\$(11,577)	\$1,840,912	238		3.86%	3.66%	25

(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 March 31, 2018 and December 31, 2017, the Company pledged Agency RMBS with a carrying value of approximately \$1,560.8 million and \$1,728.6 million, respectively, as collateral for borrowings under repurchase agreements. At March 31, 2018 and December 31, 2017, the Company did not have any securities purchased from and financed with the same counterparty that did not meet the conditions of ASC 860 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 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 enterprises.

Table of Contents

Unrealized losses that are considered OTTI are recognized in earnings. The Company recorded approximately \$45,000 of OTTI during the three month period ended March 31, 2018. The Company did not record any OTTI charges during the three month period ended March 31, 2017.

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 March 31, 2018

Duration in Loss Position	Original		Gross		Number of Securities	Weighted Average			Maturity (Years) <sup>(D)</sup>
	Face Value	Book Value	Unrealized Losses	Carrying Value <sup>(A)</sup>		Rating	Coupon	Yield <sup>(C)</sup>	
Less than Twelve Months	\$1,403,123	\$1,317,506	\$(30,085)	\$1,287,421	160	(B)	3.81 %	3.63 %	26
Twelve or More Months	287,634	251,176	(10,520)	240,656	41	(B)	3.59 %	3.38 %	26
Total/Weighted Average	\$1,690,757	\$1,568,682	\$(40,605)	\$1,528,077	201		3.78 %	3.59 %	26

As of December 31, 2017

Duration in Loss Position	Original		Gross		Number of Securities	Weighted Average			Maturity (Years) <sup>(D)</sup>
	Face Value	Book Value	Unrealized Losses	Carrying Value <sup>(A)</sup>		Rating	Coupon	Yield <sup>(C)</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
Total/Weighted Average	\$1,350,769	\$1,294,951	\$(11,577)	\$1,283,374	156		3.76 %	3.58 %	26

(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.

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

(D) 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 MSRs

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

In 2013 and 2014, the Company acquired Excess MSR 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 unpaid principal balance (“UPB”) of approximately \$718.4 million at the time of acquisition.

20

---

Table of Contents

Subsequently, Aurora acquired portfolios of Fannie Mae, Freddie Mac and Ginnie Mae MSR's with an aggregate UPB of approximately \$16.9 billion as of the respective acquisition dates. See Note 7 for a description of the Company's acquisition of MSR's from Freedom Mortgage in connection with the sale by the Company of its Excess MSR's to Freedom Mortgage.

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 March 31, 2018

	Unpaid Principal Balance	Cost Basis	Carrying Value <sup>(A)</sup>	Weighted Average Coupon	Weighted Average Maturity (Years) <sup>(B)</sup>	Changes in Fair Value Recorded in Other Income (Loss)
MSRs						
Conventional	\$ 11,809,591	\$ 134,991 <sup>(C)</sup>	\$ 145,001	4.01 %	26.6	\$ 10,010
Government	3,864,093	40,656 <sup>(C)</sup>	43,144	3.36 %	27.5	2,488
Total / Weighted Average	\$ 15,673,684	\$ 175,647	\$ 188,145	3.85 %	26.8	\$ 12,498

As of December 31, 2017

	Unpaid Principal Balance	Cost Basis	Carrying Value <sup>(A)</sup>	Weighted Average Coupon	Weighted Average Maturity (Years) <sup>(B)</sup>	Changes in Fair Value Recorded in Other Income (Loss)
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
Total / Weighted Average	\$ 11,710,651	\$ 113,647	\$ 122,806	3.71 %	26.1	\$ 9,159

(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 of the underlying mortgage loans.

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 as of the dates indicated:

Geographic Concentration of Servicing Related Assets  
As of March 31, 2018

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

	Percentage of Total Outstanding Unpaid Principal Balance	
California	17.0	%
New Jersey	5.7	%
New York	5.5	%
Florida	5.0	%
All other	66.8	%
Total	100.0	%

Table of Contents

As of December 31, 2017

	Percentage of Total Outstanding Unpaid Principal Balance	
California	13.7	%
New Jersey	7.2	%
Florida	5.3	%
All other	73.8	%
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.

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.



Table of Contents

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		
December 31, 2016	(140,350)	916	-	(28,503 )	3,155	1,335,218	
Number of securities issued or to be issued upon exercise	-	-	-	-	-	-	
March 31, 2017	(140,350)	916	-	(28,503 )	3,155	1,335,218	
Number of securities issued or to be issued upon exercise	(38,150 )	-	-	(8,199 )	-	(46,349 )	\$ 18.30
June 30, 2017	(178,500)	916	-	(36,702 )	3,155	1,288,869	
Number of securities issued or to be issued upon exercise	-	-	12,917	(12,917 )	-	-	\$ 18.44
September 30, 2017	(178,500)	916	12,917	(49,619 )	3,155	1,288,869	
Number of securities issued or to be issued upon exercise	-	-	-	-	-	-	
December 31, 2017	(178,500)	916	12,917	(49,619 )	3,155	1,288,869	
Number of securities issued or to be issued upon exercise	-	-	-	-	-	-	
March 31, 2018	(178,500)	916	12,917	(49,619 )	3,155	1,288,869	

The Company recognized approximately \$138,000 and \$135,000 in share-based compensation expense in the three month period ended March 31, 2018 and March 31, 2017, respectively. There was approximately \$762,000 and \$900,000 of total unrecognized share-based compensation expense as of March 31, 2018 and December 31, 2017, respectively, 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.

## 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 March 31, 2018, 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 were undesignated and 2,530,000 shares were designated as Series A Preferred Stock as of March 31, 2018.

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.

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.

Table of Contents

On April 5, 2018, the Company filed Articles Supplementary with the State Department of Assessments and Taxation of Maryland to classify and designate 1,270,000 shares of the Company's authorized but unissued preferred stock, par value \$0.01 per share, as shares of Series A Preferred Stock, with the terms and conditions of the Series A Preferred Stock described above. The Articles Supplementary became effective upon filing on April 5, 2018, and upon such effectiveness, the Company was authorized to issue an aggregate of 3,800,000 shares of Series A Preferred Stock. See Note 16.

## 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 Common Share Information

	Three Months Ended March 31,	
	2018	2017
Numerator:		
Net income allocable to common stockholders	\$ 35,239	\$ 22,587
Net (income) loss allocated to noncontrolling interests in Operating Partnership	(456 )	(409 )
Dividends on preferred stock	1,213	-
Net income attributable to common stockholders	\$ 33,570	\$ 22,178
Denominator:		
Weighted average common shares outstanding	12,713,265	7,634,038
Weighted average diluted shares outstanding	12,721,464	7,640,348
Basic and Diluted:		
Basic earnings per share	\$ 2.64	\$ 2.91
Diluted earnings per share	\$ 2.64	\$ 2.90

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

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 non-renewal. 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 of 1940, as amended. 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.

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

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

	Three Months Ended March 31,	
	2018	2017
Management fees	\$ 1,124	\$ 701
Compensation reimbursement	191	191
Total	\$ 1,315	\$ 892

Table of Contents

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 three month period ended March 31, 2018, MSR's on 48 loans with an aggregate UPB of approximately \$10.3 million had been received from Freedom Mortgage which generated approximately \$15,300 in fees due to Freedom Mortgage. 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 MSR's 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.

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.

Table of Contents

## 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):

Derivatives	March 31, 2018	December 31, 2017
Notional amount of interest rate swaps	\$ 1,141,750	\$ 1,067,950
Notional amount of swaptions	180,000	155,000
Notional amount of TBAs, net	(50,300 )	26,900
Notional amount of Treasury futures	(111,400 )	-
Total notional amount	\$ 1,160,050	\$ 1,249,850

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

	Notional Amount	Weighted Average Pay Rate	Weighted Average Receive Rate	Weighted Average Years to Maturity
March 31, 2018	\$1,141,750	1.90	% 1.89	% 4.9
December 31, 2017	\$1,067,950	1.83	% 1.44	% 4.9

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

	Notional Amount	Weighted Average Pay Rate	Weighted Average Receive Rate <sup>(A)</sup>	Weighted Average Years to Maturity
March 31, 2018	\$180,000	2.93	% LIBOR-BBA	% 10.5
December 31, 2017	\$155,000	2.88	% LIBOR-BBA	% 10.8



Floats in accordance with LIBOR.

27

---

Table of Contents

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

Derivatives	Consolidated Statements of Income (Loss) Location	Three Months Ended March 31,	
		2018	2017
Interest rate swaps	Realized gain (loss) on derivatives, net	\$ (422 )	\$ (159 )
Swaptions	Realized gain (loss) on derivatives, net	(274 )	(69 )
TBAs	Realized gain (loss) on derivatives, net	(29 )	(112 )
Treasury futures	Realized gain (loss) on derivatives, net	738	(677 )
Total		\$ 13	\$ (1,017 )

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. 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.

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 March 31, 2018

	Gross Amounts of Recognized Assets or Liabilities	Gross Amounts Offset in the Consolidated Balance Sheet	Net Amounts of Assets	Gross Amounts Not Offset in the Consolidated Balance Sheet			Net Amount
			Presented in the Consolidated Balance Sheet	Financial Instruments	Cash Collateral Received (Pledged)		
<b>Assets</b>							
Interest rate swaps	\$ 13,438	\$ -	\$ 13,438	\$ (13,438 )	\$ -		\$ -
Swaptions	2,474	-	2,474	(2,474 )	-		-
TBAs	193	-	193	(193 )	-		-
Total Assets	\$ 16,105	\$ -	\$ 16,105	\$ (16,105 )	\$ -		\$ -
<b>Liabilities</b>							
Repurchase agreements	\$ 1,500,562	\$ -	\$ 1,500,562	\$ (1,467,185 )	\$ (33,377 )		\$ -
Interest rate swaps	57	-	57	(57 )	-		-
Treasury futures	1,040	-	1,040	828	(1,868 )		-
Total Liabilities	\$ 1,501,659	\$ -	\$ 1,501,659	\$ (1,466,414 )	\$ (35,245 )		\$ -



Table of Contents

As of December 31, 2017

	Gross	Gross	Net Amounts	Gross Amounts Not Offset in the			
	Amounts of	Amounts	of Assets	Consolidated Balance Sheet			
	Recognized	Offset in the	Presented in		Cash		
	Assets or	Consolidated	the	Financial	Collateral		
	Liabilities	Balance	Consolidated	Instruments	Received	Net	
		Sheet	Balance Sheet		(Pledged)	Amount	
<b>Assets</b>							
Interest rate swaps	\$ 12,994	\$ -	\$ 12,994	\$ (12,994	) \$ -	\$ -	\$ -
Swaptions	802	-	802	(802	) -	-	-
TBAs	34	-	34	(34	) -	-	-
Total Assets	\$ 13,830	\$ -	\$ 13,830	\$ (13,830	) \$ -	\$ -	\$ -
<b>Liabilities</b>							
<b>Repurchase</b>							
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	) -	-
Total Liabilities	\$ 1,666,881	\$ -	\$ 1,666,881	\$ (1,637,713	) \$ (29,168	) \$ -	\$ -

## 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 the 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.

29

---

Table of Contents

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 March 31, 2018 and December 31, 2017.

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 MSRs as Level 3 fair value assets at December 31, 2016. The Company did not hold any Excess MSRs at December 31, 2017.

MSRs

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 March 31, 2018 and December 31, 2017.

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 March 31, 2018 and December 31, 2017.

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.

Table of Contents

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 March 31, 2018

	Level 1	Level 2	Level 3	Carrying Value
Assets				
RMBS				
Fannie Mae	\$ -	\$1,108,246	\$-	\$ 1,108,246
Freddie Mac	-	440,756	-	440,756
CMOs	-	93,680	-	93,680
RMBS total	-	1,642,682	-	1,642,682
Derivative assets				
Interest rate swaps	-	13,438	-	13,438
Interest rate swaptions	-	2,474	-	2,474
TBAs	-	193	-	193
Derivative assets total	-	16,105	-	16,105
Servicing related assets	-	-	188,145	188,145
Total Assets	\$ -	\$1,658,787	\$188,145	\$ 1,846,932
Liabilities				
Derivative liabilities				
Treasury futures	-	1,040	-	1,040
Derivative liabilities total	-	1,097	-	1,097
Total Liabilities	\$ -	\$1,097	\$-	\$ 1,097

As of December 31, 2017

	Level 1	Level 2	Level 3	Carrying Value
Assets				
RMBS				
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
Derivative assets				
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
Total Assets	\$ -	\$1,854,742	\$122,806	\$ 1,977,548
Liabilities				
Derivative liabilities				
Interest rate swaps	-	342	-	342
Treasury futures	-	2	-	2
Derivative liabilities total	-	344	-	344
Total Liabilities	\$ -	\$344	\$-	\$ 344

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 March 31, 2018 and December 31, 2017, 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.



Table of Contents

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 March 31, 2018 and December 31, 2017 and do not take into consideration the effects of subsequent changes in market or other factors.

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 March 31, 2018

	Level 3 <sup>(A)</sup> MSRs
Balance at December 31, 2017	\$ 122,806
Purchases, sales and principal paydowns:	
Purchases	52,962
Other changes <sup>(B)</sup>	(121 )
Purchases, sales and principal paydowns:	\$ 52,841
Changes in Fair Value due to:	
Changes in valuation inputs or assumptions used in valuation model	14,991
Other changes in fair value <sup>(C)</sup>	(2,493 )
Unrealized gain (loss) included in Net Income	\$ 12,498
Balance at March 31, 2018	\$ 188,145

As of December 31, 2017

	Level 3 <sup>(A)</sup> Excess MSRs		
	Pool 2	MSRs	Total
Balance at December 31, 2016	\$29,392	\$31,871	\$61,263
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
Balance at December 31, 2017	\$-	\$122,806	\$122,806

- (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 March 31, 2018

	Fair Value	Valuation Technique	Unobservable Input <sup>(A)</sup>	Range	Weighted Average	
<b>MSRs</b>						
Conventional	\$ 145,001	Discounted cash flow	Constant prepayment speed	5.4% - 24.6 %	8.6	%
			Uncollected payments	0.2% - 1.5 %	0.8	%
			Discount rate		9.3	%
			Annual cost to service, per loan		\$ 71	
Government	\$ 43,144	Discounted cash flow	Constant prepayment speed	6.0% - 17.0 %	7.4	%
			Uncollected payments	0.4% - 5.2 %	3.3	%
			Discount rate		12.0	%
			Annual cost to service, per loan		\$ 96	
<b>TOTAL</b>	<b>\$ 188,145</b>	<b>Discounted cash flow</b>				

As of December 31, 2017

	Fair Value	Valuation Technique	Unobservable Input <sup>(A)</sup>	Range	Weighted Average	
<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>				

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 March 31, 2018 and December 31, 2017 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's 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 March 31, 2018 and December 31, 2017.

Commitments to Purchase/Sell RMBS

As of March 31, 2018 and December 31, 2017, 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 March 31, 2018, the Company (i) was not obligated to purchase any RMBS securities and (ii) was not obligated to sell any RMBS securities. As of December 31, 2017, the Company (i) was not obligated to purchase any RMBS securities and (ii) was not obligated to sell any RMBS securities.

Acknowledgment Agreements

In order to have Ginnie Mae acknowledge the Company's interest in Excess MSR's 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 MSR's. 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 MSR's 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 MSR's for loans owned or securitized by Fannie Mae, and acknowledged the security interest of the lender in those MSR's. See Note 12—Notes Payable for a description

of the MSR Financing Facility.

Note 11 – Repurchase Agreements

The Company had outstanding approximately \$1,500.6 million and \$1,666.5 million of borrowings under its repurchase agreements as of March 31, 2018 and December 31, 2017, respectively. The Company's obligations under these agreements had weighted average remaining maturities of 52 days and 46 days as of March 31, 2018 and December 31, 2017, 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 Agreement Characteristics

As of March 31, 2018

	Repurchase Agreements	Weighted Average Rate	
Less than one month	\$ 424,559	1.72	%
One to three months	976,149	1.83	%
Greater than three months	99,854	1.95	%
Total/Weighted Average	\$ 1,500,562	1.80	%

As of December 31, 2017

	Repurchase Agreements	Weighted Average Rate	
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	%
Total/Weighted Average	\$ 1,666,537	1.47	%

There were no overnight or demand securities as of March 31, 2018 or December 31, 2017.

Note 12 – Notes Payable

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. On March 20, 2018, Aurora and QRS III entered into an amendment that increased the maximum amount of the MSR Financing Facility from \$25 million to \$75 million and extended the revolving period, during which only interest payments are due, to March 2020. The revolving period may be further extended by agreement. During the revolving period, borrowings bear interest at a rate equal to a spread over one-month LIBOR subject to a floor. At the end of the revolving period, the outstanding amount will be converted to a three-year term loan that will bear interest at a rate calculated at a spread over the rate for one-year interest rate swaps. The Company has previously guaranteed repayment of all indebtedness under the MSR Financing Facility. Approximately \$56.7 million and \$20.5 million was outstanding under the MSR Financing Facility at March 31, 2018 and December 31, 2017, 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 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.

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 March 31, 2018

	2018	2019	2020	2021	2022	2023	Total
MSR Term Facility							

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

Borrowings under MSR Term Facility	\$1,500	\$2,000	\$2,000	\$2,000	\$11,000	\$ -	\$18,500
MSR Financing Facility							
Borrowings under MSR Financing Facility	\$1,075	\$4,447	\$4,695	\$46,478	\$-	\$ -	\$56,695
Total	\$2,575	\$6,447	\$6,695	\$48,478	\$11,000	\$ -	\$75,195

35

---



Table of Contents

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
Total	\$2,000	\$2,389	\$3,608	\$3,697	\$27,806	\$ -	\$39,500

## Note 13 – Receivables and Other Assets

The assets comprising “Receivables and other assets” as of March 31, 2018 and December 31, 2017 are summarized in the following table (dollars in thousands):

## Receivables and Other Assets

	March 31, 2018	December 31, 2017
Servicing advances	\$ 4,934	\$ 5,901
Interest receivable	5,306	5,804
Repurchased loans held for sale	4,447	2,160
Other receivables	3,037	2,777
Total other assets	\$ 17,724	\$ 16,642

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 March 31, 2018 and December 31, 2017 are summarized in the following table (dollars in thousands):

## Accrued Expenses and Other Liabilities

	March 31, 2018	December 31, 2017
Accrued interest payable	\$ 3,101	\$ 4,252
Escrow funds held	37	37
Net deferred tax payable	3,428	843
Accrued expenses	10,211	6,882
Total accrued expenses and other liabilities	\$ 16,777	\$ 12,014

## Note 15 – 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.

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.

Table of Contents

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):

	Three Months Ended March 31,	
	2018	2017
Current federal income tax expense	\$ 39	\$ 7
Current state income tax expense	12	1
Deferred federal income tax expense (benefit)	2,108	1,201
Deferred state income tax expense (benefit)	476	130
Total Income Tax Expense	\$ 2,635	\$ 1,339

The following is a reconciliation of the statutory federal rate to the effective rate, for the periods indicated below (dollars in thousands):

	Three Months Ended March 31,			
	2018		2017	
Computed income tax (benefit) expense at federal rate	\$7,698	20.3 %	\$8,374	35.0 %
State taxes, net of federal benefit, if applicable	485	1.3 %	136	0.6 %
REIT income not subject to tax	(5,548)	(14.6)%	(7,171)	(30.0)%
(Benefit from) Provision for Income Taxes/Effective Tax Rate <sup>(A)</sup>	\$2,635	7.0 %	\$1,339	5.6 %

---

(A) The provision for income taxes is recorded at the TRS level.

The Company's consolidated balance sheets, at March 31, 2018 and December 31, 2017, contain the following current and deferred tax liabilities and assets, which are recorded at the TRS level (dollars in thousands):

	Three Months Ended March 31,	
	2018	2017
Income taxes payable		
Federal income taxes payable	\$ 39	\$ 7
State and local income taxes payable	12	1
Income taxes payable	\$ 51	\$ 8
	March 31, 2018	December 31, 2017
Deferred tax (assets) liabilities		
Deferred tax - organizational expenses	\$ (8 )	\$ (10 )
Deferred tax - mortgage servicing rights	3,436	909
Deferred tax - net operating loss	-	(56 )
Total net deferred tax (assets) liabilities	\$ 3,428	\$ 843

The deferred tax liability as of March 31, 2018 was primarily related to MSRs. The deferred tax liability as of December 31, 2017 was primarily related to MSRs. No valuation allowance has been established at March 31, 2018 and December 31, 2017. As of March 31, 2018 and December 31, 2017, the deferred tax liability is included in "Accrued expenses and other liabilities" in the consolidated balance sheets.

On December 22, 2017, the Tax Cuts and Jobs Act (the "TCJA") was signed into law. The TCJA includes a number of significant changes to existing U.S. corporate income tax laws, most notably a reduction of the U.S. corporate income tax rate from 35 percent to 21 percent, effective January 1, 2018. The Company measures deferred tax assets and liabilities using enacted tax rates that will apply in the years in which the temporary differences are expected to be recovered or paid. Accordingly, the Company's deferred tax assets and liabilities were remeasured to reflect the reduction in the U.S. corporate income tax rate, resulting in a \$459,000 decrease in income tax expense for the year ended December 31, 2017 and a corresponding decrease of the same amount in our deferred tax liabilities as of December 31, 2017. The Company is still analyzing certain aspects of the TCJA, which could potentially give rise to new deferred tax amounts in the future.

Table of Contents

Based on the Company's evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in the Company's consolidated financial statements. Additionally, there were no amounts accrued for penalties or interest as of or during the periods presented in these consolidated financial statements.

The Company's 2016, 2015, 2014, 2013 and 2012 federal, state and local income tax returns remain open for examination by the relevant authorities.

Note 16 – Subsequent Events

On April 5, 2018, the Company entered into separate At Market Issuance Sales Agreements (the "Sales Agreements") with each of B. Riley FBR, Inc. and JMP Securities LLC (the "Agents"), pursuant to which the Company may offer and sell from time to time through the Agents up to \$35,000,000 of shares (the "Placement Shares") of the Series A Preferred Stock in accordance with the terms and conditions set forth in the Sales Agreements.

Sales of Placement Shares made under the Sales Agreements may be made by any method permitted by law that is deemed to be an "at the market offering" as defined in Rule 415 under the Securities Act. Under the terms of the Sales Agreements, the Agents may also purchase Placement Shares for their own accounts as principals if expressly authorized to do so by the Company. Under the Sales Agreements, the Agents will be entitled to a commission equal to 1.575% of the gross proceeds from each sale of shares sold through them as the Company's agents.

In connection with the Sales Agreements, on April 5, 2018, the Company filed Articles Supplementary with the State Department of Assessments and Taxation of Maryland to classify and designate 1,270,000 shares of the Company's authorized but unissued preferred stock, par value \$0.01 per share, as shares of Series A Preferred Stock, with the terms and conditions of the Series A Preferred Stock described in Note 6. The Articles Supplementary became effective upon filing on April 5, 2018, and upon such effectiveness, the Company was authorized to issue an aggregate of 3,800,000 shares of Series A Preferred Stock.

From April 5, 2018 through May 8, 2018, the Company sold an aggregate of 100,000 shares of Series A Preferred Stock under the Sales Agreements for net proceeds of approximately \$2.5 million. In connection with these sales, the Company paid the Agents an aggregate of \$40,000 in commissions pursuant to the Sales Agreements.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with our interim consolidated financial statements and the accompanying notes included in "Part I, Item 1. Consolidated Financial Statements" of this Quarterly Report on Form 10-Q.

General

Cherry Hill Mortgage Investment Corporation is 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 initial public offering and a concurrent private placement. Our common stock and our Series A Preferred Stock are listed and traded on the New York Stock Exchange under the symbol "CHMI" and "CHMI-PA", respectively. 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 MSRs 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 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 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 fixed rate mortgages 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 collateralized mortgage obligations ("CMOs") consisting of interest only securities ("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.

Table of Contents

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.

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 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 net proceeds received from paydowns of these RMBS will be deployed into the acquisition of MSRs. The Company may also sell certain of these RMBS and deploy the net proceeds from such sales to the extent necessary to fund the purchase price of MSRs.

The acquisition of RMBS with the net proceeds of the equity offerings described above 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

Quarter Ended	Average Asset Yield		Average Cost of Funds		Average Net Interest Rate Spread	
March 31, 2018	3.67	%	1.81	%	1.86	%
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-Q

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.

## Table of Contents

### 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 “Part I, Item 1A. Risk Factors – Risks Related to Our Business” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

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.

41

---

## Table of Contents

We attempted to reduce the exposure of our Excess MSR to voluntary prepayments through the structuring of recapture agreements with Freedom Mortgage. With the sale of our Excess MSR 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 MSR 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. In the three month period ended March 31, 2018, Aurora received MSR with an aggregate UPB of approximately \$10.3 million and paid fees of approximately \$15,300 to Freedom Mortgage under this joint marketing recapture agreement. In the year ended December 31, 2017, Aurora received MSR 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.

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.

## Table of Contents

### 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.

### 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 “–Fair Valued Assets and Liabilities.”

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 the fair value of a liability.

### Table of Contents

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.

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 “Part I, Item 1. Notes to Consolidated Financial Statements—Note 9. Fair Value.”

As of March 31, 2018, 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. 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 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.

## Table of Contents

### 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 of its MSRs in net income as described below. The Company's MSRs represent the right to service mortgage loans. As an owner and manager of MSRs, 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 MSRs 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 MSRs as well as servicing fee income and servicing expenses are reported on the consolidated statements of income. In determining the valuation of MSRs, 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 "Part I, Item 1. Notes to Consolidated Financial Statements—Note 9. Fair Value."

### Revenue Recognition on Investments in MSRs

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 \$4.9 million and \$5.9 million in reimbursable servicing advances were receivable at March 31, 2018 and December 31, 2017, 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 MSRs and their amortized cost basis is recorded on the consolidated statements of income as "Unrealized gain (loss) on investments in MSRs." 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 MSRs 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 accreted 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.



Table of Contents

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 subsidiary TRS, CHMI 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 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.

Table of Contents

## 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

	Three Months Ended March 31,	
	2018	2017
Income		
Interest income	\$ 13,415	\$ 6,078
Interest expense	7,543	2,431
Net interest income	5,872	3,647
Servicing fee income	8,650	4,574
Servicing costs	1,712	1,227
Net servicing income	6,938	3,347
Other income (loss)		
Realized gain (loss) on RMBS, net	(4,881 )	(256 )
Realized gain on investments in Excess MSR's, net	-	6,678
Realized gain (loss) on derivatives, net	13	(1,017 )
Unrealized gain on derivatives, net	19,626	1,082
Unrealized gain on investments in MSR's	12,498	12,312
Total Income	40,066	25,793
Expenses		
General and administrative expense	877	975
Management fee to affiliate	1,315	892
Total Expenses	2,192	1,867
Income Before Income Taxes	37,874	23,926
Provision for corporate business taxes	2,635	1,339
Net Income	35,239	22,587
Net (income) loss allocated to noncontrolling interests in Operating Partnership	(456 )	(409 )
Dividends on preferred stock	1,213	-
Net Income Applicable to Common Stockholders	\$ 33,570	\$ 22,178

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

	Three Months Ended March 31, 2018			
	Servicing Related Assets			
	Assets	RMBS	All Other	Total
Interest income	\$-	\$13,415	\$-	\$13,415
Interest expense	213	7,330	-	7,543
Net interest income	(213 )	6,085	-	5,872
Servicing fee income	8,650	-	-	8,650

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

Servicing costs	1,712	-	-	1,712
Net servicing income	6,938	-	-	6,938
Other income	12,498	14,758	-	27,256
Other operating expenses	-	-	2,192	2,192
Provision for corporate business taxes	2,635	-	-	2,635
Net income (loss)	\$16,588	\$20,843	\$ (2,192 )	\$35,239

47

---

Table of Contents

	Three Months Ended March 31, 2017			
	Servicing			
	Related	RMBS	All Other	Total
	Assets			
Interest income	\$523	\$5,555	\$ -	\$6,078
Interest expense	114	2,317	-	2,431
Net interest income	409	3,238	-	3,647
Servicing fee income	4,574	-	-	4,574
Servicing costs	1,227	-	-	1,227
Net servicing income	3,347	-	-	3,347
Other income	18,990	(191 )	-	18,799
Other operating expenses	-	-	1,867	1,867
Provision for corporate business taxes	1,339	-	-	1,339
Net income (loss)	\$21,407	\$3,047	\$ (1,867 )	\$22,587

## Interest Income

Interest income for the three month period ended March 31, 2018 was \$13.4 million as compared to \$6.1 million for the three month period ended March 31, 2017. The \$7.3 million increase in interest income for the three month period ended March 31, 2018 as compared to the three month period ended March 31, 2017 was comprised of a decrease of approximately \$523,000 in Servicing Related Assets due to the sale of our remaining Excess MSR's in February 2017 and an increase of approximately \$7.9 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 Expense

Interest expense for the three month period ended March 31, 2018 was \$7.5 million as compared to \$2.4 million for the three month period ended March 31, 2017. The \$5.1 million increase for the three month period ended March 31, 2018 as compared to the three month period ended March 31, 2017 was comprised of an increase of approximately \$99,000 from Servicing Related Assets and an increase of approximately \$5.0 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 three month period ended March 31, 2018 increased by approximately \$12.5 million as compared to an increase of approximately \$19.0 million for the three month period ended March 31, 2017. The relative decrease was primarily due to the sale of Excess MSR's in the three month period ended March 31, 2017 and changes in valuation inputs or assumptions.

## Change in Fair Value of Derivatives

The fair value of derivatives for the three month period ended March 31, 2018 increased by approximately \$19.6 million as compared to an increase of approximately \$1.1 million for the three month period ended March 31, 2017. The relative increase was primarily due to changes in interest rates and the composition of our derivatives.

## General and Administrative Expense

General and administrative expense for the three month period ended March 31, 2018 decreased by approximately \$98,000 as compared to the three month period ended March 31, 2017. The decrease was primarily due to lower

overall operating costs.

#### Management Fees to Affiliate

Management fees for the three month period ended March 31, 2018 increased by approximately \$432,000 from the three month period ended March 31, 2017, primarily due to the sale of the Company's common and preferred stock during the year ended December 31, 2017 and the resulting increase in stockholders' equity, which is the basis for the calculation of the management fee that we pay to the Manager.

48

---



Table of Contents

## 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 1.1% of net income for the three month periods ended March 31, 2018 and March 31, 2017, respectively. The increase was due to the grant of additional LTIP-OP Units 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):

	Three Months Ended March 31, 2018	
Accumulated other comprehensive gain (loss), December 31, 2017	\$ (2,942	)
Other comprehensive income (loss)	(31,043	)
Accumulated other comprehensive gain (loss), March 31, 2018	\$ (33,985	)
	Three Months Ended March 31, 2017	
Accumulated other comprehensive gain (loss), December 31, 2016	\$ (6,393	)
Other comprehensive income (loss)	1,672	
Accumulated other comprehensive gain (loss), March 31, 2017	\$ (4,721	)

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 three month period ended March 31, 2018, a 34 basis point increase in the 10 Year U.S. Treasury rate caused a net unrealized loss on our RMBS of approximately \$35.9 million, recorded in accumulated other comprehensive income (loss).

## 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.