

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER: 000-54809



Altisource Asset Management Corporation  
(Exact name of registrant as specified in its charter)

UNITED STATES VIRGIN ISLANDS  
(State or other jurisdiction of incorporation or organization)

66-0783125  
(I.R.S. Employer Identification No.)

402 Strand Street  
Frederiksted, United States Virgin Islands 00840-3531  
(Address of principal executive office)

(340) 692-1055  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller Reporting Company	<input type="checkbox"/>

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 July 18, 2014, 2,242,672 shares of our common stock were outstanding (excluding 194,198 shares held as treasury stock).

**Altisource Asset Management Corporation**  
**June 30, 2014**  
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References in this report to "we," "our," "us," or the "Company" refer to Altisource Asset Management Corporation and its consolidated subsidiaries, unless otherwise indicated. References in this report to "Residential" refer to Altisource Residential Corporation, unless otherwise indicated. References in this report to "Altisource" refer to Altisource Portfolio Solutions S.A. and its consolidated subsidiaries, unless otherwise indicated. References in this report to "Ocwen" refer to Ocwen Financial Corporation and its consolidated subsidiaries, unless otherwise indicated.

### Special note on forward-looking statements

Our disclosure and analysis in this quarterly report on Form 10-Q contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, which we refer to as the "Securities Act," and Section 21E of the Securities Exchange Act of 1934, as amended, which we refer to as the "Exchange Act." In some cases, you can identify forward-looking statements by the use of forward-looking terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," or "potential" or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

The forward-looking statements contained in this quarterly report reflect our current views about future events and are subject to numerous known and unknown risks, uncertainties, assumptions and changes in circumstances that may cause our actual results to differ significantly from those expressed in any forward-looking statement. Factors that may materially affect such forward-looking statements include, but are not limited to:

- our ability to implement our business strategy and the business strategy of Residential;
- our ability to retain and maintain our strategic relationships with related parties;
- the ability of Residential to generate cash available for distribution to its stockholders under our management;
- our ability to effectively compete with our competitors;
- Residential's ability to complete future or pending transactions;
- our ability to retain Residential as a client;
- the failure of Altisource and Ocwen to effectively perform their obligations under their agreements with us and Residential;
- general economic and market conditions; and
- governmental regulations, taxes and policies.

While forward-looking statements reflect our good faith beliefs, assumptions and expectations, they are not guarantees of future performance. Such forward-looking statements speak only as of their respective dates, and we assume no obligation to update them to reflect changes in underlying assumptions or factors, new information or otherwise. For a further discussion of these and other factors that could cause our future results to differ materially from any forward-looking statements, please see the risk factors set forth in our annual report on Form 10-K for the year ended December 31, 2013 and in our quarterly report on Form 10-Q for the first quarter of 2014

**Part I**

***Item 1. Financial statements (unaudited)***

Certain information contained herein is presented as of July 18, 2014, which we have concluded is the latest practicable date for financial information prior to the filing of this quarterly report.

**Altisource Asset Management Corporation**  
**Consolidated Balance Sheets**  
(In thousands, except share and per share amounts)  
(Unaudited)

	June 30, 2014	December 31, 2013
<b>Assets:</b>		
Real estate held for use:		
Land (from consolidated VIE)	\$ 3,875	\$ 478
Rental residential properties (net of accumulated depreciation of \$172 and \$24, respectively - from consolidated VIE)	14,917	3,092
Real estate owned (from consolidated VIE)	231,013	32,332
Total real estate held for use, net	249,805	35,902
Real estate assets held for sale (from consolidated VIE)	27,572	1,186
Mortgage loans (from consolidated VIE)	2,024,028	1,207,163
Mortgage loans held for investment (from consolidated VIE)	144,009	—
Cash and cash equivalents (including from consolidated VIE \$130,758 and \$115,988, respectively)	204,642	140,000
Restricted cash	10,269	5,878
Accounts receivable (including from consolidated VIE \$631 and \$1,428, respectively)	955	1,428
Related party receivables (from consolidated VIE)	12,608	9,260
Deferred leasing and financing costs, net (from consolidated VIE)	3,457	2,293
Prepaid expenses and other assets (including from consolidated VIE \$260 and \$1,542, respectively)	1,678	1,994
Total assets	\$ 2,679,023	\$ 1,405,104
<b>Liabilities:</b>		
Repurchase agreements (from consolidated VIE)	\$ 1,271,483	\$ 602,382
Accounts payable and accrued liabilities (including from consolidated VIE \$7,459 and \$4,952, respectively)	10,679	6,872
Related party payables (including from consolidated VIE \$4,078 and \$1,409, respectively)	4,911	2,883
Total liabilities	1,287,073	612,137
Commitments and contingencies (Note 6)	—	—
<b>Mezzanine Equity</b>		
Preferred stock, \$0.01 par value, 250,000 shares issued and outstanding as of June 30, 2014 and none issued or outstanding as of December 31, 2013; redemption value \$250,000	248,824	—
<b>Equity:</b>		
Common stock, \$0.01 par value, 5,000,000 authorized shares; 2,436,870 and 2,242,672 shares issued and outstanding, respectively as of June 30, 2014 and 2,354,774 shares issued and outstanding as of December 31, 2013	24	24
Additional paid-in capital	15,610	12,855
Retained earnings (accumulated deficit)	14,657	(5,339)
Treasury stock, at cost, 194,198 shares as of June 30, 2014 and none as of December 31, 2013	(197,673)	—
Total stockholders' equity	(167,382)	7,540
Noncontrolling interest in consolidated affiliate	1,310,508	785,427
Total equity	1,143,126	792,967
Total liabilities and equity	\$ 2,679,023	\$ 1,405,104

See accompanying notes to Consolidated Financial Statements.

**Altisource Asset Management Corporation**  
**Consolidated Statements of Operations**  
(In thousands, except share and per share amounts)  
(Unaudited)

	Three months ended June 30, 2014	Three months ended June 30, 2013	Six months ended June 30, 2014	Six months ended June 30, 2013
Rental revenues and net gain on mortgage loans:				
Rental revenues	\$ 181	\$ —	\$ 250	\$ —
Net unrealized gain on mortgage loans	105,042	7,165	170,172	8,293
Net realized gain on mortgage loans	10,819	1,719	20,140	2,106
Total rental revenues and net gain on mortgage loans	116,042	8,884	190,562	10,399
Expenses:				
Residential property operating expenses	3,253	84	4,303	84
Real estate depreciation and amortization	103	—	151	—
Mortgage loan servicing costs	16,925	1,242	28,362	1,634
Interest expense	6,945	654	12,653	696
General and administrative	7,421	3,369	13,376	6,067
Related party general and administrative	2,675	—	3,598	207
Total expenses	37,322	5,349	62,443	8,688
Other income	2,101	193	2,209	193
Income before income taxes	80,821	3,728	130,328	1,904
Income tax (benefit) expense	(191)	—	575	—
Net income	81,012	3,728	129,753	1,904
Net income attributable to noncontrolling interest in consolidated affiliate	(67,782)	(5,227)	(109,695)	(4,243)
Net income (loss) attributable to common stockholders	\$ 13,230	\$ (1,499)	\$ 20,058	\$ (2,339)
Earnings (loss) per share of common stock – basic:				
Earnings (loss) per basic share	\$ 5.87	\$ (0.64)	\$ 8.68	\$ (1.00)
Weighted average common stock outstanding – basic	2,255,278	2,343,462	2,310,931	2,343,338
Earnings (loss) per share of common stock – diluted:				
Earnings (loss) per diluted share	\$ 4.60	\$ (0.64)	\$ 7.00	\$ (1.00)
Weighted average common stock outstanding – diluted	2,874,906	2,343,462	2,865,185	2,343,338

See accompanying notes to consolidated financial statements.

**Altisource Asset Management Corporation**  
**Consolidated Statements of Equity**  
(In thousands, except share amounts)  
(Unaudited)

<u>Common stock</u>									
	Number of shares	Amount	Additional paid-in capital	Retained earnings (accumulated deficit)	Treasury stock	Noncontrolling interest in consolidated affiliate	Total equity		
<b>December 31, 2013</b>	2,354,774	\$ 24	\$ 12,855	\$ (5,339)	\$ —	\$ 785,427	\$ 792,967		
Issuance of common stock, including option exercises	82,096	—	20	—	—	—	20		
Treasury shares repurchased	—	—	—	—	(197,673)	—	(197,673)		
Capital contribution from noncontrolling interest	—	—	—	—	—	468,391	468,391		
Distribution from noncontrolling interest	—	—	—	—	—	(53,118)	(53,118)		
Amortization of preferred stock issuance costs	—	—	—	(62)	—	—	(62)		
Share-based compensation	—	—	2,735	—	—	113	2,848		
Net income	—	—	—	20,058	—	109,695	129,753		
<b>June 30, 2014</b>	2,436,870	\$ 24	\$ 15,610	\$ 14,657	\$ (197,673)	\$ 1,310,508	\$ 1,143,126		

<u>Common stock</u>									
	Number of shares	Amount	Additional paid-in in capital	Accumulated deficit	Treasury stock	Noncontrolling interest in consolidated affiliate	Total equity		
<b>December 31, 2012</b>	2,343,213	\$ 23	\$ 4,993	\$ (46)	\$ —	\$ 99,911	\$ 104,881		
Issuance of common stock, including option exercises	2,212	—	2	—	—	—	2		
Capital contribution from noncontrolling interest	—	—	—	—	—	309,591	309,591		
Share-based compensation	—	—	1,294	—	—	—	1,294		
Net income (loss)	—	—	—	(2,339)	—	4,243	1,904		
<b>June 30, 2013</b>	2,345,425	\$ 23	\$ 6,289	\$ (2,385)	\$ —	\$ 413,745	\$ 417,672		

See accompanying notes to consolidated financial statements.

**Altisource Asset Management Corporation**  
**Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)

	Six months ended June 30, 2014	Six months ended June 30, 2013
<b>Operating activities:</b>		
Net income	\$ 129,753	\$ 1,904
<b>Adjustments to reconcile net income to net cash used in operating activities:</b>		
Net unrealized gain on mortgage loans	(170,172)	(8,293)
Net realized gain on mortgage loans	(20,140)	(2,106)
Net realized gain on sale of real estate	(1,293)	—
Real estate depreciation, amortization and other non-cash charges	3,373	—
Share-based compensation	2,848	1,294
Amortization of deferred financing costs	1,109	322
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	473	—
Related party receivables	4,952	724
Prepaid expenses and other assets	(1,008)	(280)
Accounts payable and accrued liabilities	2,234	1,012
Related party payables	2,028	234
Net cash used in operating activities	(45,843)	(5,189)
<b>Investing activities:</b>		
Investment in mortgage loans	(1,056,493)	(168,165)
Investment in real estate	(27,569)	(278)
Investment in renovations	(1,700)	(22)
Real estate tax advances	(14,368)	—
Mortgage loan dispositions	70,379	5,940
Mortgage loan payments	7,951	1,122
Disposition of real estate	3,466	—
Acquisition-related deposits	—	(20,142)
Change in restricted cash	(4,391)	—
Net cash used in investing activities	(1,022,725)	(181,545)
<b>Financing activities:</b>		
Proceeds from issuance of preferred stock	250,000	—
Cost of issuance of preferred stock	(1,176)	—
Issuance of common stock, including stock option exercises	3,155	123
Repurchase of common stock	(197,673)	—
Payment of tax withholdings on exercise of stock options	(3,135)	(121)
Cost of issuance of common stock	—	—
Capital contribution from noncontrolling interest	468,391	310,254
Distribution to noncontrolling interest	(53,118)	—
Proceeds from repurchase agreement	749,240	79,761
Repayments of repurchase agreement	(80,139)	(79,289)
Payment of deferred financing costs	(2,335)	(1,162)
Net cash provided by financing activities	1,133,210	309,566
Net increase in cash and cash equivalents	64,642	122,832
Cash and cash equivalents as of beginning of the period	140,000	105,014
Cash and cash equivalents as of end of the period	\$ 204,642	\$ 227,846
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	\$ 10,496	\$ 375
Transfer of mortgage loans to real estate owned	\$ 220,971	\$ 4,399
Transfer of real estate owned to mortgage loans	\$ 3,594	\$ —
Changes in accrued equity issuance costs	\$ 1,746	\$ 663
Changes in receivables from mortgage loan dispositions, payments and real estate tax advances to borrowers, net	\$ 4,796	\$ 3,583

See accompanying notes to consolidated financial statements.



**Altisource Asset Management Corporation**  
**Notes to Consolidated Financial Statements**  
**June 30, 2014**  
**(Unaudited)**

## **1. Organization and basis of presentation**

We were incorporated in the United States Virgin Islands on March 15, 2012, which we refer to as “inception.” Subsequent to our separation from Altisource Portfolio Solutions S.A. (“Altisource”) on December 21, 2012, we immediately commenced operations. In October 2013, we applied for and were granted registration by the SEC as a registered investment adviser under section 203(c) of the Investment Advisers Act of 1940. Our primary business is to provide asset management and certain corporate governance services to Altisource Residential Corporation, which we refer to as “Residential” under a 15-year asset management agreement beginning December 21, 2012, which we refer to as the “Residential asset management agreement.” Residential is a Maryland corporation that acquires and manages single-family rental properties by acquiring sub-performing and non-performing mortgages throughout the United States.

Residential is currently our primary source of revenue and will drive our potential future growth. The Residential asset management agreement entitles us to incentive fees, which we refer to as our “incentive management fees,” that gives us a share of Residential’s cash flow available for distribution to its stockholders as well as reimbursement for certain overhead and operating expenses. Accordingly, our operating results are highly dependent on Residential's ability to achieve positive operating results.

We have concluded that Residential is a variable interest entity (“VIE”) because Residential’s equity holders lack the ability through voting rights to make decisions about Residential’s activities that have a significant effect on the success of Residential. We have also concluded that we are the primary beneficiary of Residential because under the Residential asset management agreement we have the power to direct the activities of Residential that most significantly impact Residential’s economic performance including establishing Residential’s investment and business strategy. As a result, we consolidate Residential in our consolidated financial statements.

Additionally, we provide management services to NewSource Reinsurance Company Ltd., which we refer to as “NewSource,” a title insurance and reinsurance company in Bermuda. In October 2013, we invested \$2.0 million in 100% of the common stock of NewSource and Residential invested \$18.0 million in the non-voting preferred stock of NewSource. On December 2, 2013, NewSource became registered as a licensed reinsurer with the Bermuda Monetary Authority (“BMA”). Because we own 100% of voting common stock of NewSource and there are no substantive kick-out rights granted to other equity owners, we consolidate NewSource in our consolidated financial statements.

Since its separation from Altisource, Residential has completed three public equity offerings with aggregate net proceeds of approximately \$1.1 billion. On May 1, 2013, Residential completed a public offering of 17,250,000 shares of common stock at \$18.75 per share and received net proceeds of approximately \$309.5 million. On October 1, 2013, Residential completed its second public offering of 17,187,000 shares of common stock at \$21.00 per share and received net proceeds of \$349.4 million. On January 22, 2014, Residential completed its third public offering of 14,200,000 shares of common stock at \$34.00 per share and received net proceeds of approximately \$467.6 million.

On March 22, 2013, September 12, 2013 and September 23, 2013, Residential entered into three separate repurchase agreements to finance the acquisition and ownership of residential mortgage loans and REO properties. The maximum aggregate funding available under each of these repurchase agreements was increased at least one time.

For the repurchase agreement entered into on March 22, 2013, Residential amended it on April 21, 2014 to initially increase the aggregate maximum borrowing capacity from \$100.0 million to \$200.0 million. The maturity date of the repurchase agreement was also extended to April 20, 2015 subject to an additional one-year extension with the approval of the lender. On June 11, 2014, Residential further amended this repurchase agreement to increase the aggregate maximum borrowing capacity from \$200.0 million to \$375.0 million, subject to certain sublimits, for the period from June 11, 2014 through October 11, 2014. The aggregate borrowing capacity under the repurchase agreement will revert to \$200.0 million after October 11, 2014.

The repurchase agreement dated September 12, 2013, as amended on December 18, 2013, has an aggregate funding capacity of \$250.0 million and matures on March 11, 2016. This agreement includes a provision that, beginning in the nineteenth month, Residential will not be able to finance mortgage loans in excess of amounts outstanding under the facility at the end of the eighteenth month.

For the repurchase agreement dated September 23, 2013, Residential amended it on December 23, 2013 to initially increase the aggregate maximum borrowing capacity from \$200.0 million to \$400.0 million. On June 25, 2014, Residential further amended this repurchase agreement to increase the aggregate maximum borrowing capacity from \$400.0 million to \$1.0 billion, subject to certain sublimits. The maturity date of the repurchase agreement is March 23, 2015. Residential has the option to extend this agreement for an additional year with no additional funding.

Following the amendments to Residential's repurchase agreements, the maximum aggregate funding available to Residential under these repurchase agreements as of June 30, 2014 was \$1.7 billion, subject to certain sublimits, eligibility requirements and conditions precedent to each funding. As of June 30, 2014, an aggregate of \$1.3 billion was outstanding under Residential's repurchase agreements. All obligations under the repurchase agreements are fully guaranteed by Residential.

On March 18, 2014, we closed a private placement for the issuance and sale of 250,000 shares of our Series A Convertible Preferred Stock to Luxor Capital Group, LP, a New York based investment manager, and other institutional investors for proceeds of \$250.0 million. We used a portion of the proceeds from this transaction to repurchase shares of our common stock and for other corporate purposes. We intend to use the remaining proceeds to repurchase from time to time additional shares of our common stock and for other corporate purposes. Such stock repurchases may be made in the open market, block trades or privately-negotiated transactions. In connection with the foregoing, the Company's Board of Directors has approved a share repurchase program that authorizes us to repurchase up to \$300.0 million of our common stock.

We ceased to be a development stage enterprise in the second quarter of 2013.

### **Basis of presentation and use of estimates**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States which we refer to as "U.S. GAAP." All wholly owned subsidiaries are included and all intercompany accounts and transactions have been eliminated. The preparation of consolidated financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates.

The unaudited consolidated financial statements and accompanying unaudited consolidated financial information, in our opinion, contain all adjustments necessary for a fair presentation of our financial position, results of operations and cash flows. We have omitted certain notes and other information from the interim consolidated financial statements presented in this Quarterly Report as permitted by SEC rules and regulations. These consolidated financial statements should be read in conjunction with our 2013 annual report on Form 10-K.

### **Preferred stock**

During the first quarter of 2014, we issued \$250.0 million of convertible preferred stock. All of the outstanding shares of preferred stock are redeemable by us in March 2020, the sixth anniversary of the date of issuance, and every five years thereafter. On these same redemption dates, each holder of preferred stock may cause us to redeem all the shares of preferred stock held by such holder at a redemption price equal to \$1,000 per share. Accordingly, we classify these shares as mezzanine equity, outside of permanent stockholders' equity.

The holders of shares of Series A Preferred Stock will not be entitled to receive dividends with respect to the Series A Preferred Stock. The shares of Series A Preferred Stock are convertible into shares of our common stock at a conversion price of \$1,250 per share, subject to certain anti-dilution adjustments.

Upon a change of control or upon a liquidation, dissolution or winding up of the Company, holders of the Series A Preferred Stock will be entitled to receive an amount in cash per Series A Preferred Stock equal to the greater of:

- (i) \$1,000 plus the aggregate amount of cash dividends paid on the number of shares of Common Stock into which such share of Series A Preferred Stock was convertible on each ex-dividend date for such dividends; and
- (ii) the number of shares of Common Stock into which the Series A Preferred Stock is then convertible multiplied by the then current market price of the Common Stock.

The Series A Preferred Stock confers no voting rights to holders, except with respect to matters that materially and adversely affect the voting powers, rights or preferences of the Series A Preferred Stock or as otherwise required by applicable law.

With respect to the distribution of assets upon the liquidation, dissolution or winding up of the Company, the Series A Preferred Stock ranks senior to our common stock and on parity with all other classes of preferred stock that may be issued by us in the future.

### **Treasury Stock**

We account for repurchased common stock under the cost method and include such treasury stock as a component of total shareholders' equity. We have repurchased shares of our common stock (i) under our Board approval to repurchase up to \$300.0 million in shares of our common stock and (ii) upon our withholding of shares of our common stock to satisfy tax withholding obligations in connection with the vesting of our restricted stock.

### **Loans held for investment**

Loans held for investment consist of re-performing residential mortgage loans acquired from others. We do not originate loans. Each acquired loan is evaluated at acquisition to determine if the loan is impaired.

Acquired distressed re-performing residential mortgage loans that have evidence of deteriorated credit quality at the time of acquisition are accounted for in accordance with the provisions of ASC Topic 310-30, Receivables - Loans and Debt Securities Acquired with Deteriorated Credit Quality. Under ASC 310-30, acquired loans may be aggregated and accounted for as a pool of loans if the loans being aggregated have common risk characteristics. A pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows. Under ASC Topic 310-30, Residential estimates cash flows expected to be collected, adjusted for expected prepayments and defaults. At each balance sheet date, Residential evaluates the pool of loans to determine whether the present value derived using the effective interest rate has decreased and, if so, recognizes a provision for loan loss. For any significant increases in cash flows expected to be collected, Residential adjusts the amount of accretable yield recognized on a prospective basis over the pool's remaining life.

### **Recently issued accounting standards**

In January 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-04, Troubled Debt Restructurings by Creditors. It provides that a repossession or foreclosure has occurred, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendment requires disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in mortgage loans collateralized by residential real estate property that are in the process of foreclosure. The amended guidance may be applied using either a prospective transition method or a modified retrospective transition method and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014, with early adoption permitted. We do not expect this amendment to have a significant effect on our financial position or results of operations since our accounting policies and disclosures are currently consistent with the requirements set forth in the amendment.

In May 2014, the FASB issued ASU 2014-09 Revenue from Contracts with Customers. ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. ASU 2014-09 may be applied using either a full retrospective or a modified retrospective approach and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, and early adoption is not permitted. We are currently evaluating the impact of this amendment on our financial position and results of operations.

## **2. Mortgage loans**

### **Acquisitions of non-performing residential mortgage loans**

During the quarter ended June 30, 2014, Residential agreed to acquire an aggregate of 3,269 non-performing loans with an aggregate market value of underlying properties of \$900.3 million. On June 27, 2014, Residential acquired 1,116 of these non-performing loans with an aggregate market value of underlying properties of \$375.3 million for an aggregate purchase price of

\$235.0 million. On May 1, 2014, Residential also completed the acquisition of a portfolio of 664 non-performing mortgage loans and REO properties with an aggregate property value of \$126.6 million for an aggregate purchase price of \$92.7 million. Residential had previously agreed to purchase an aggregate of 915 non-performing mortgage loans and REO properties in this portfolio in March 2014. Subject to satisfactory due diligence results and final agreement on terms, Residential anticipates completing the acquisition of the remaining portions of these portfolios in the third quarter of 2014.

During the six months ended June 30, 2014, Residential's total completed acquisitions consisted of an aggregate of 5,797 residential mortgage loans, substantially all of which were non-performing, and 190 REO properties having an aggregate UPB of approximately \$1.6 billion and an aggregate market value of underlying properties of \$1.4 billion. The aggregate purchase price for these acquisitions was \$940.5 million.

During the three and six months ended June 30, 2014, Residential recognized \$2.4 million and \$2.9 million, respectively, for due diligence costs related to these and other transactions in general and administrative and related party general and administrative expense.

During the six months ended June 30, 2013, Residential completed the acquisition of the following portfolios of non-performing residential mortgage loans:

- On February 14, 2013, a portfolio of first lien residential mortgage loans, substantially all of which were non-performing, having an aggregate market value of underlying properties of \$94 million.
- On March 21, 2013, a portfolio of first lien residential mortgage loans, substantially all of which were non-performing, having an aggregate market value underlying properties of \$39 million.
- On April 5, 2013, a portfolio of first lien residential mortgage loans, substantially all of which were non-performing, having an aggregate market value of underlying properties of \$122 million.

During the three and six months ended June 30, 2013, Residential expensed \$0.1 million and \$0.4 million, respectively, for due diligence costs related to these and other transactions.

Throughout this quarterly report, all unpaid principal balance and market value amounts for the portfolios Residential has acquired are provided as of "cut-off date" for each transaction unless otherwise indicated. The "cut-off date" for each acquisition is a date shortly before the closing used to identify the final loans being purchased and the related unpaid principal balance, market value of underlying properties and other characteristics of the loans.

#### **Acquisition of loans held for investment**

During the three and six months ended June 30, 2014, Residential agreed to acquire an aggregate of 1,105 re-performing loans with an aggregate market value of underlying properties of \$327.9 million. On June 27, 2014, Residential acquired 879 of these re-performing loans with an aggregate market value of underlying properties of \$271.1 million for an aggregate purchase price of \$144.6 million. Subject to satisfactory due diligence results and final agreement on terms, Residential anticipates completing the acquisition of the remaining portions of this portfolio in the third quarter of 2014.

Under ASC 310-30, acquired loans may be aggregated and accounted for as a pool of loans if the loans being aggregated have common risk characteristics. A pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows. The re-performing residential mortgage loans acquired in June 2014 have common risk characteristics and are being accounted for as a single loan pool. Under ASC 310-30 Residential estimates cash flows expected to be collected, adjusted for expected prepayments and defaults. For the three and six months ended June 30, 2014, Residential recognized no provision for loan loss nor any adjustments to the amount of the accretable yield.

The purchase price of the loans acquired during the three months ended June 30, 2014 is considered to be the fair value at the time of acquisition. The following table presents information regarding the estimates of the contractually required payments and the cash flows expected to be collected (\$ in thousands):

	<b>June 30, 2014</b>
Contractually required principal and interest	\$ 325,000
Non-accretable yield	(96,263)
Expected cash flows to be collected	228,737
Accretable yield	(84,728)
Fair value at the date of acquisition	<u>\$ 144,009</u>

### **Transfer of mortgage loans to real estate owned**

During the three months ended June 30, 2014 and 2013, Residential transferred 907 and 33 mortgage loans, respectively, to REO at an aggregate fair value based on broker price opinions ("BPOs"), of \$124.4 million and \$4.2 million respectively. Such transfers occur when the foreclosure sale is complete.

During the six months ended June 30, 2014 and 2013, Residential transferred 1,544 and 34 mortgage loans, respectively, to REO at an aggregate fair value based on BPOs, of \$221.0 million and \$4.4 million respectively.

### **Dispositions**

During the three months ended June 30, 2014 and 2013, Residential disposed of 135 and 28 mortgage loans, respectively, primarily through short sales, refinancing, and foreclosure sales. In connection with these dispositions, Residential recorded \$10.8 million and \$1.7 million, respectively, of net realized gains on mortgage loans.

During the six months ended June 30, 2014 and 2013, Residential disposed of 251 and 38 mortgage loans, respectively, primarily through short sales, refinancing, and foreclosure sales. In connection with these dispositions, Residential recorded \$20.1 million and \$2.106 million, respectively, of net realized gains on mortgage loans.

### **3. Real estate assets, net**

#### **Acquisitions**

During the three and six months ended June 30, 2014, Residential acquired 190 REO properties as part of their portfolio acquisitions. During the six months ended June 30, 2013, Residential acquired six REO properties. Residential acquired no REO properties during the three months ended June 30, 2013. The aggregate purchase price attributable to these acquired REO properties was \$27.6 million in the first six months of 2014 and \$0.3 million in the first six months of 2013.

#### **Real estate held for use**

As of June 30, 2014, Residential had 1,766 REO properties held for use. Of these properties, 102 of these properties had been rented, 40 were being listed for rent and 140 were in varying stages of renovation. With respect to the remaining 1,484 REO properties, we will make a final determination whether each property meets Residential's rental profile after (a) applicable state redemption periods have expired, (b) the foreclosure sale has been ratified (c) Residential has recorded the deed for the property, (d) utilities have been activated and (e) Residential has secured access for interior inspection. A majority of the REO properties are subject to state regulations which require Residential to await the expiration of a redemption period before a foreclosure can be finalized. Residential includes these redemption periods in its portfolio pricing which generally reduces the price Residential pays for the mortgage loans. Once the redemption period expires, Residential immediately proceeds to record the new deed, take possession of the property, activate utilities, and start the inspection process in order to make its final determination. As of December 31, 2013, Residential had 246 REO properties held for use. Of these properties, 14 had been rented, 11 were being listed for rent and 18 were in various stages of renovation. With respect to the remaining 203 REO properties, we were in the process of determining whether these properties would meet Residential's rental profile. As of June 30, 2013, Residential had 40 REO properties held for use, for all of which we were in the process of determining whether the properties would meet the rental profile. If a REO property meets Residential's rental profile, we determine the extent of renovations that are needed to generate an optimal rent and maintain consistency of renovation specifications for future branding. If we determine that the REO property will not meet Residential's rental profile, we list the property for sale, in certain instances after renovations are made to optimize the sale proceeds.

#### **Real estate held for sale**

As of June 30, 2014, Residential classified 192 properties having carrying value of \$27.6 million as real estate held for sale as they do not meet its residential rental property investment criteria. As of December 31, 2013, Residential had 16 REO properties having an aggregate carrying value of \$1.2 million held for sale, and as of June 30, 2013, Residential had eight REO properties having an aggregate carrying value of \$0.9 million held for sale. None of these REO properties have any operations; therefore, we are not presenting discontinued operations related to these properties.

## Dispositions

During the three and six months ended June 30, 2014, Residential disposed of 22 and 24 residential properties, respectively. Residential did not dispose of any residential properties during the six months ended June 30, 2013.

## 4. Fair value of financial instruments

The following table sets forth the financial assets and liabilities that Residential measures at fair value by level within the fair value hierarchy as of June 30, 2014 and December 31, 2013 (\$ in thousands):

	Level 1	Level 2	Level 3
	Quoted prices in active markets	Observable inputs other than Level 1 prices	Unobservable inputs
<b>June 30, 2014</b>			
<u>Recurring basis (assets)</u>			
Mortgage loans	\$ —	\$ —	\$ 2,024,028
<u>Nonrecurring basis (assets)</u>			
Real estate assets held for sale	\$ —	\$ —	\$ 28,710
Transfer of real estate owned to mortgage loans	\$ —	\$ —	\$ 3,594
Transfer of mortgage loans to real estate owned	\$ —	\$ —	\$ 220,971
<u>Not recognized on consolidated balance sheets at fair value (assets)</u>			
Mortgage loans held for investment	\$ —	\$ —	\$ 144,009
<u>Not recognized on consolidated balance sheets at fair value (liabilities)</u>			
Repurchase agreements at fair value	\$ —	\$ 1,271,483	\$ —
<b>December 31, 2013</b>			
<u>Recurring basis (assets)</u>			
Mortgage loans	\$ —	\$ —	\$ 1,207,163
<u>Nonrecurring basis (assets)</u>			
Real estate assets held for sale	\$ —	\$ —	\$ 1,520
Transfer of mortgage loans to real estate owned	\$ —	\$ —	\$ 31,014
<u>Not recognized on consolidated balance sheets at fair value (liabilities)</u>			
Repurchase agreements at fair value	\$ —	\$ 602,382	\$ —

Residential has not transferred any assets from one level to another level during the three or six months ended June 30, 2014. Additionally there have been no transfers between levels for the year ended December 31, 2013.

The carrying values of Residential's and our cash and cash equivalents, restricted cash, related party receivables, accounts payable and accrued liabilities, related party payables, preferred stock, and investment in New Source are equal to or approximate fair value. The fair value of mortgage loans is estimated using our proprietary pricing model. The fair value of transfers of mortgage loans to real estate owned is estimated using BPOs. The purchase price of mortgage loans held for investment which were acquired with evidence of deteriorated credit quality is considered to be the fair value at the time of acquisition. The fair value of the repurchase agreements is estimated using the income approach based on credit spreads available currently in the market for similar floating rate debt.

The following table sets forth the changes in Residential's level 3 assets that are measured at fair value on a recurring basis (\$ in thousands):

	Three months ended June 30, 2014	Three months ended June 30, 2013	Six months ended June 30, 2014	Six months ended June 30, 2013
<b>Mortgage loans</b>				
Beginning balance	\$ 1,766,142	\$ 87,670	\$ 1,207,163	\$ —
Investment in mortgage loans	300,503	79,908	913,011	168,165
Net unrealized gain on mortgage loans	105,042	7,165	170,172	8,293
Net realized gain on mortgage loans	10,819	1,719	20,140	2,106
Mortgage loan dispositions and payments	(44,314)	(8,699)	(83,772)	(10,645)
Real estate tax advances to borrowers	4,716	—	12,722	—
Transfer of real estate owned to mortgage loans	5,563	—	5,563	—
Transfer of mortgage loans to real estate owned	(124,443)	(4,243)	(220,971)	(4,399)
Ending balance at June 30	\$ 2,024,028	\$ 163,520	\$ 2,024,028	\$ 163,520
Net unrealized gain on mortgage loans held	\$ 70,623	\$ 7,165	\$ 108,820	\$ 8,293

The following table sets forth the fair value of Residential's mortgage loans, the related unpaid principal balance and market value of underlying properties by delinquency status as of June 30, 2014 and December 31, 2013 (\$ in thousands):

	Number of loans	Carrying Value	Unpaid principal balance	Market value of underlying properties
<b>June 30, 2014</b>				
Current	659	\$ 85,322	\$ 152,956	\$ 146,861
30	43	7,100	11,177	11,420
60	32	4,875	7,007	8,117
90	2,312	384,350	635,463	587,819
Foreclosure	9,024	1,542,381	2,465,697	2,097,710
Mortgage loans	12,070	\$ 2,024,028	\$ 3,272,300	\$ 2,851,927
<b>December 31, 2013</b>				
Current	238	\$ 31,649	\$ 60,051	\$ 52,506
30	26	2,087	4,492	3,763
60	23	3,376	5,683	4,738
90	1,555	245,024	419,836	355,451
Foreclosure	6,212	925,027	1,609,546	1,310,439
Mortgage Loans	8,054	\$ 1,207,163	\$ 2,099,608	\$ 1,726,897

The following table sets forth the carrying value of Residential's re-performing mortgage loans held for investment, the related unpaid principal balance and market value of underlying properties by delinquency status as of June 30, 2014.

	Number of loans	Carrying value	Unpaid principal balance	Market value of underlying properties
<b>June 30, 2014</b>				
Current	866	\$ 142,283	\$ 204,963	\$ 268,161
30	9	1,374	1,656	2,286
60	3	161	217	239
90	1	191	229	391
Mortgage loans held for investment	879	\$ 144,009	\$ 207,065	\$ 271,077

The significant unobservable inputs used in the fair value measurement of Residential's mortgage loans are discount rates, forecasts of future home prices, alternate loan resolution probabilities, resolution timelines and the value of underlying properties. Significant changes in any of these inputs in isolation could result in a significant change to the fair value measurement. A decline in the discount rate in isolation would increase the fair value. A decrease in the housing pricing index in isolation would decrease the fair value. Individual loan characteristics such as location and value of underlying collateral affect the loan resolution probabilities and timelines. An increase in the loan resolution timeline in isolation would decrease the fair value. A decrease in the value of underlying properties in isolation would decrease the fair value. The following table sets forth quantitative information about the significant unobservable inputs used to measure the fair value of Residential's mortgage loans as of June 30, 2014 and December 31, 2013:

Input	June 30, 2014	December 31, 2013
Equity discount rate	15.0%	15.0%
Debt to asset ratio	65.0%	55.0%
Cost of funds	3.5% over 1 month LIBOR	3.5% over 1 month LIBOR
Annual change in home pricing index	-0.2% to 7.6%	-0.3% to 7.6%
Loan resolution probabilities — modification	0% to 22.3%	0% to 22.3%
Loan resolution probabilities — rental	0% to 100.0%	0% to 100.0%
Loan resolution probabilities — liquidation	0% to 100.0%	0% to 100.0%
Loan resolution timelines (in years)	0.1 to 5.3	0.1 - 5.8
Value of underlying properties	\$3,000 - \$4,100,000	\$3,000 - \$3,550,000

## 5. Repurchase agreements

Residential's operating partnership has entered into master repurchase agreements with major financial institutions. The purpose of these repurchase agreements is to finance the acquisition and ownership of mortgage loans and REO properties in its portfolio. Residential has effective control of the assets associated with these agreements and therefore it has concluded these are financing arrangements. As of June 30, 2014, the weighted average annualized interest rate on borrowing under Residential's repurchase agreements was 3.03%. The following table sets forth data with respect to Residential's repurchase agreements as of June 30, 2014 and December 31, 2013 (\$ in thousands):



	Maximum borrowing capacity	Book value of collateral	Amount outstanding
<b>June 30, 2014</b>			
Repurchase agreement due April 20, 2015 (1)	\$ 375,000	\$ 608,977	\$ 324,381
Repurchase agreement due March 23, 2015	1,030,000	1,145,345	731,415
Repurchase agreement due March 11, 2016	250,000	405,348	215,687
	<u>\$ 1,655,000</u>	<u>\$ 2,159,670</u>	<u>\$ 1,271,483</u>
<b>December 31, 2013</b>			
Repurchase agreement due April 21, 2014	\$ 100,000	\$ 166,350	\$ 85,364
Repurchase agreement due March 23, 2015	400,000	634,234	398,602
Repurchase agreement due March 11, 2016	250,000	205,328	118,416
	<u>\$ 750,000</u>	<u>\$ 1,005,912</u>	<u>\$ 602,382</u>

(1) The aggregate borrowing capacity under the repurchase agreement will revert to \$200.0 million after October 11, 2014.

Under the terms of the repurchase agreements, as collateral for the funds Residential draws thereunder, subject to certain conditions, Residential's operating partnership will sell to the applicable lender equity interests in its Delaware statutory trust subsidiaries that owns the applicable underlying assets on its behalf, or the trust will sell directly such underlying mortgage assets. In the event the lender determines the value of the collateral has decreased, it has the right to initiate a margin call and require Residential, or the applicable trust subsidiary, to post additional collateral or to repay a portion of the outstanding borrowings. The price paid by the lender for each mortgage asset Residential finances under the repurchase agreements is based on a percentage of the market value of the mortgage asset and may depend on its delinquency status. With respect to funds drawn under the repurchase agreements, Residential's operating partnership is required to pay the lender interest based on LIBOR or at the lender's cost of funds plus a spread calculated based on the type of applicable mortgage assets collateralizing the funding, as well as certain other customary fees, administrative costs and expenses to maintain and administer the repurchase agreements. Residential does not collateralize any of its repurchase facilities with cash.

The repurchase agreements require Residential to maintain various financial and other covenants, including maintaining a minimum adjusted tangible net worth, a maximum ratio of indebtedness to adjusted tangible net worth and specified levels of unrestricted cash as well. In addition, the repurchase agreements contain customary events of default. Residential is restricted by the terms of its repurchase agreements from paying dividends greater than its REIT taxable income in a calendar year.

Residential is currently in compliance with the covenants and other requirements with respect to its repurchase agreements. We monitor Residential's banking partners' ability to perform under the repurchase agreements and have concluded there is currently no reason to doubt that they will continue to perform under the repurchase agreements as contractually obligated.

## 6. Commitments and Contingencies

### Litigation, claims and assessments

We are not currently the subject of any material legal or regulatory proceedings, and no material legal or regulatory proceedings have been threatened against us.

## 7. Related party transactions

Our Consolidated Statements of Operations included the following significant related party transactions (\$ in thousands):

	Three months ended June 30, 2014	Six months ended June 30, 2014	Counter-party	Consolidated Statements of Operations location
<b>2014</b>				
Residential property operating expenses	\$ 3,169	\$ 4,219	Altisource	Residential property operating expenses
Mortgage loan servicing costs	14,942	25,432	Ocwen	Mortgage loan servicing costs
Due diligence and unsuccessful deal costs	1,655	1,766	Altisource	Related party general and administrative expenses
Office and occupancy costs	69	143	Ocwen	Related party general and administrative expenses
Salaries and benefits	612	1,129	Altisource/Ocwen	Related party general and administrative expenses
Expense reimbursements	1,999	3,779	Residential/NewSource	Net loss (income) attributable to noncontrolling interest in consolidated affiliate
Management incentive fee	13,715	24,626	Residential	Net loss (income) attributable to noncontrolling interest in consolidated affiliate
	Three months ended June 30, 2013	Six months ended June 30, 2013	Counter-party	Consolidated Statements of Operations location
<b>2013</b>				
Mortgage loan servicing costs	\$ 1,242	\$ 1,634	Ocwen	Mortgage loan servicing costs
Due diligence and unsuccessful deal costs	—	183	Altisource	Related party general and administrative expenses
Office and occupancy costs	55	79	Ocwen	Related party general and administrative expenses
Expense reimbursements	1,156	2,057	Residential/NewSource	Net loss (income) attributable to noncontrolling interest in consolidated affiliate

During the six months ended June 30, 2013, Residential acquired a portfolio from Ocwen Financial Corporation ("Ocwen") of non-performing first lien residential mortgage loans having aggregate market value of underlying properties of \$94 million. The aggregate purchase price for this portfolio was \$64 million.

## 8. Share-based payments

During the six months ended June 30, 2014 and 2013, we granted 8,765 and 32,197 shares, respectively, of market-based restricted stock to certain members of executive management under our 2012 Equity Incentive Plan with a weighted average grant date fair value per share of \$791.27 and \$63.98, respectively.

Our directors each receive annual grants of restricted stock equal to \$45,000 based on the market value of our common stock at the time of the annual stockholders meeting. This restricted stock vests and is issued after a one-year service period subject to each director attending at least 75% of the Board and committee meetings. No dividends are paid on the shares until the award is issued. During the six months ended June 30, 2014 and 2013, we granted 205 and 1,470 shares of stock, respectively, pursuant to our 2013 Director Equity Plan with a weighted average grant date fair value per share of \$1,090.26 and \$205.27, respectively.

We recorded \$(0.5) million and \$2.7 million of compensation expense related to these grants for the three and six months ended June 30, 2014, respectively, and recorded \$1.1 million and \$1.3 million for the three and six months ended June 30, 2013, respectively. As of June 30, 2014 and 2013, we had an aggregate \$22.3 million and \$9.5 million, respectively, of total unrecognized share-based compensation cost to be recognized over a weighted average remaining estimated term of 3.08 years and 3.50 years, respectively.

## 9. Income taxes

We are domiciled in the United States Virgin Islands and under current United States Virgin Islands law are obligated to pay taxes in the United States Virgin Islands on income and/or capital gains. We applied for tax benefits from the United States Virgin Islands Economic Development Commission and received our certificate of benefits, effective as of February 1, 2013. Under the certificate of benefits, so long as we comply with the provisions of the certificate, we will receive a 90% exemption on our income taxes until 2043. From inception to December 31, 2012 we had future taxable income deductions (deferred tax assets) related to initial year expenditures, including the results of operations attributable to noncontrolling interest in consolidated affiliates. Previously, we had recorded a valuation allowance equal to 100% of the resulting gross deferred tax asset; however, due to year-to-date actual activity and forecasted income, management believes it is more likely than not that the majority of the deferred tax asset will be realized and therefore the valuation allowance was substantially eliminated.

As of June 30, 2014 and 2013, neither Residential nor we accrued interest or penalties associated with any unrecognized tax benefits, nor was any interest expense or penalty recognized during the six months ended June 30, 2014 and 2013. Residential recorded nominal state and local tax expense on income and property for the three and six months ended June 30, 2014. Our subsidiaries and we remain subject to tax examination for the period from inception to December 31, 2013.

## 10. Earnings per share

The following table sets forth the components of diluted earnings per share (in thousands, except share and per share amounts):

	Three months ended June 30, 2014	Three months ended June 30, 2013	Six months ended June 30, 2014	Six months ended June 30, 2013
<b><u>Numerator</u></b>				
Net income (loss) attributable to common stockholders	\$ 13,230	\$ (1,499)	\$ 20,058	\$ (2,339)
<b><u>Denominator</u></b>				
Weighted average common stock outstanding – basic	2,255,278	2,343,462	2,310,931	2,343,338
Stock options using treasury method	250,287	—	262,033	—
Restricted stock	169,341	—	176,665	—
Preferred shares if converted	200,000	—	115,556	—
Weighted average common stock outstanding – diluted	2,874,906	2,343,462	2,865,185	2,343,338
Earnings (loss) per basic share	\$ 5.87	\$ (0.64)	\$ 8.68	\$ (1.00)
Earnings (loss) per diluted share	\$ 4.60	\$ (0.64)	\$ 7.00	\$ (1.00)

Because we incurred a net loss attributable to common stockholders for the three and six months ended June 30, 2013, basic and diluted earnings per share are equivalent for the period. For the three and six months ended June 30, 2013, there were 293,760 stock options and 224,944 units of restricted stock excluded from the calculation of diluted earnings per share because inclusion would have been anti-dilutive.

## 11. Segment information

Our primary business is to provide asset management and certain corporate governance services to Residential. Residential's primary business is the acquisition and ownership of single-family rental assets. Residential's primary sourcing strategy is to acquire these assets by purchasing sub-performing and non-performing mortgage loans. As a result, we operate in a single segment focused on the management of Residential's resolution of sub-performing and non-performing mortgages with the intent to modify as many loans as possible to keep borrowers in their homes or own the collateral which is suitable as long-term rental properties.

## 12. Subsequent events

On July 10, 2014, Residential acquired a portfolio of 46 first lien residential mortgage loans, substantially all of which were non-performing loans in advanced stages of foreclosure, having an aggregate UPB of \$7.0 million and an aggregate market value of underlying properties of \$5.0 million for an aggregate purchase price of \$3.7 million.

## **Item 2. Management's discussion and analysis of financial condition and results of operations**

### **Overview**

Our primary business is to provide asset management and certain corporate governance services to Residential and NewSource. In October 2013, we applied for and were granted registration by the SEC as a registered investment adviser under section 203(c) of the Investment Advisers Act of 1940.

We have a capital light operating strategy. Residential is currently our primary source of revenue and will drive our potential future growth. The asset management agreement with Residential entitles us to "incentive management fees," that give us a share of Residential's cash flow available for distribution to its stockholders, as well as reimbursement for certain overhead and operating expenses. Accordingly, our operating results are highly dependent on Residential's ability to achieve positive operating results.

On March 18, 2014, we closed a private placement for the issuance and sale of 250,000 shares of our Series A Convertible Preferred Stock, to Luxor Capital Group, LP, a New York based investment manager, and other institutional investors for proceeds of \$250.0 million. We used a portion of the proceeds from this transaction to repurchase shares of our common stock and for other corporate purposes. We intend to use the remaining proceeds to repurchase from time to time additional shares of our common stock and for other corporate purposes. Such stock repurchases may be made in the open market, block trades or privately-negotiated transactions. In connection with the foregoing, the Company's Board of Directors has approved a share repurchase program that authorizes us to repurchase up to \$300.0 million in shares of our common stock.

We have concluded that Residential is a variable interest entity because Residential's equity holders lack the ability through voting rights to make decisions about Residential's activities that have a significant effect on the success of Residential. We have also concluded that we are the primary beneficiary of Residential's financial condition and results of operations because under the Residential asset management agreement we have the power to direct the activities of Residential that most significantly impact Residential's economic performance including establishing Residential's investment and business strategy. As a result, we consolidate Residential's financial results in our consolidated financial statements.

Additionally, we provide management services to NewSource. On December 2, 2013, NewSource became registered as a licensed reinsurer with the BMA. Because we own 100% of voting common stock of NewSource and there are no substantive kick-out rights granted to other equity owners, we consolidate NewSource in our consolidated financial statements.

In its initial eighteen months of operations, we advised Residential and conducted portfolio analysis and the bidding process to facilitate the acquisition and growth of Residential's portfolio of residential mortgage loans as follows:

In 2013, Residential acquired portfolios consisting of an aggregate of 8,491 residential mortgage loans and 40 REO properties, substantially all of which were non-performing, having an aggregate unpaid principal balance ("UPB") of approximately \$2.2 billion and an aggregate market value of underlying properties of \$1.8 billion. The aggregate purchase price for these portfolios was \$1.2 billion.

During the quarter ended June 30, 2014, Residential agreed to acquire an aggregate of 4,374 residential mortgage loans, of which 3,269 were non-performing loans and 1,105 were re-performing loans, with an aggregate market value of underlying properties of \$1.23 billion. On June 27, 2014, Residential acquired 1,116 of the non-performing loans and 879 of the re-performing loans with an aggregate market value of underlying properties of \$646.4 million for an aggregate purchase price of \$379.1 million. On July 10, 2014, Residential acquired 46 non-performing loans with an aggregate market value of underlying properties of \$5.0 million for an aggregate purchase price of \$3.7 million. Subject to satisfactory due diligence results and final agreement on terms, Residential anticipates completing the acquisition of the remainder of these portfolios in the third quarter of 2014. There can be no assurance that Residential will complete these transactions in whole or in part on a timely basis or at all.

On May 1, 2014, Residential also completed the acquisition of a portfolio of 664 non-performing mortgage loans and REO properties with an aggregate property value of \$126.6 million for an aggregate purchase price of \$92.7 million. Residential had previously agreed to purchase an aggregate of 915 non-performing mortgage loans and REO properties in this portfolio in March 2014. There can be no assurance that Residential will complete this transaction in whole or in part on a timely basis or at all.

During the six months ended June 30, 2014, Residential's total completed acquisitions consisted of an aggregate of 5,797 residential mortgage loans, substantially all of which were non-performing, 879 re-performing mortgage loans and 190 REO properties having an aggregate UPB of approximately \$1.8 billion and an aggregate market value of underlying properties of \$1.7 billion. The aggregate purchase price for these acquisitions was \$1.1 billion.

During 2013 and the six months ended June 30, 2014, Residential modified an aggregate of 272 mortgage loans, converted an aggregate of 1,756 mortgage loans into REO properties and disposed of an aggregate of 462 mortgage loans and REO properties through short sale, refinancing or other liquidation events.

Following the above-referenced transactions, as of June 30, 2014, Residential's portfolio consisted of 12,070 residential mortgage loans, substantially all of which were non-performing, having an aggregate UPB of approximately \$3.3 billion and an aggregate market value of underlying properties of \$2.9 billion. We also had 1,958 REO properties with an aggregate carrying value of \$277.4 million, of which 102 REO properties were rented and 40 were being listed for rent or prepared for rental. Residential also had 879 re-performing mortgage loans having an aggregate UPB of approximately \$207.1 million and an aggregate market value of underlying properties of \$271.1 million.

To date, Residential has acquired its non-performing loan portfolios through direct acquisitions from institutions such as banks, HUD and private equity funds.

NewSource commenced its reinsurance activities during the second quarter of 2014, and generated approximately \$400,000 of title reinsurance premiums in Florida. We expect to expand the product mix and geographic scope of NewSource's title reinsurance activities in the coming quarters in seeking to grow NewSource's business opportunities.

In addition, as part of our plan to launch an additional managed vehicle, we have dedicated additional resources to develop and implement a strategy to launch NewSource as a separate company that focuses on housing-related reinsurance products with limited catastrophe risk and high operational intensity, such as title insurance and home warranty. Our strategic plan is intended to provide NewSource with increased access to risk capital required to take advantage of this opportunity which we believe has stable economics and attractive underwriting margins. There can be no assurance that we will be able to complete the launch of NewSource as a separate company or grow its business as planned on a timely basis or at all.

### **Observations on Current Market Opportunities**

We believe there is currently a significant market opportunity to acquire single-family rental properties through the distressed loan channel and expect the supply of non-performing loans, sub-performing loans, properties in foreclosure and REO to remain steady over the next several years as banks and other mortgage lenders seek to dispose of their distressed inventories. We continue to see substantial volumes of distressed residential mortgage loan portfolios offered for sale by banks, HUD and private equity funds, among others. We believe that the distressed loan channel gives Residential a cost advantage over other acquisition channels such as foreclosure auctions and REO acquisitions, involves less competition and positions Residential to be selected as the buyer of diverse portfolios of such loans since Residential is not geographically constrained. Residential's preferred resolution methodology is to modify the sub-performing and non-performing loans. We believe modification followed by refinancing generates near-term cash flows, provides the highest possible economic outcome for Residential and is a socially responsible business strategy because it keeps more families in their homes.

### **Metrics Affecting Our Consolidated Results**

As described above, our operating results depend heavily on Residential's operating results. Residential's results are affected by various factors, some of which are beyond our control, including the following:

#### **Revenues**

Residential's revenues primarily consist of the following:

- i. Net unrealized gains from the conversion of loans to REO. Upon conversion of loans to REO, Residential marks the properties to the most recent market value (less estimated selling costs in the case of REO properties held for sale). The difference between the carrying value of the asset at the time of conversion and the most recent market value, based on BPOs, is recorded in Residential's statement of operations as net unrealized gain on mortgage loans. We expect the timeline to convert acquired loans into REO will vary significantly by loan, which could result in fluctuations in Residential's revenue recognition and its operating performance from period to period. The factors that

may affect the timelines to foreclose upon a residential mortgage loan include, without limitation, state foreclosure timelines and deferrals associated therewith; unauthorized parties occupying the property; federal, state or local legislative action or initiatives designed to provide homeowners with assistance in avoiding residential mortgage loan foreclosures and continued declines in real estate values and/or sustained high levels of unemployment that increase the number of foreclosures and which place additional pressure and/or delays on the already overburdened judicial and administrative proceedings.

- ii. Net unrealized gains from the change in fair value of loans. After our sub-performing and non-performing mortgage loans are acquired, the fair value of each loan is adjusted in each subsequent reporting period as the loan proceeds to a particular resolution (i.e., modification, or conversion to real estate owned). As a loan approaches resolution, the resolution timeline for that loan decreases and costs embedded in the discounted cash flow model for loan servicing, foreclosure costs and property insurance are incurred and removed from future expenses. The shorter resolution timelines and reduced future expenses each increase the fair value of the loan. The increase in the value of the loan is recognized in net unrealized gain on mortgage loans in our consolidated statements of operations. The exact nature of resolution will be dependent on a number of factors that are beyond our control, including borrower willingness to pay, property value, availability of refinancing, interest rates, conditions in the financial markets, the regulatory environment and other factors.
- iii. Net realized gain on mortgage loans. Residential records net realized gains, including the reclassification of previously accumulated net unrealized gains, upon the liquidation of a loan which may consist of short sale, third party sale of the underlying property, refinancing or full debt pay-off of the loan. We expect the timeline to liquidate loans will vary significantly by loan, which could result in fluctuations in revenue recognition and operating performance from period to period. Additionally, the proceeds from loan liquidations may vary significantly depending on the resolution methodology. Residential generally expects to collect proceeds of loan liquidations in cash and, thereafter, have no continuing involvement with the asset.

As a greater number of Residential's REO properties are renovated and deemed suitable for rental, we expect a greater portion of its revenues will be rental revenues. We believe the key variables that will affect Residential's rental revenues over the long term will be average occupancy and rental rates. We anticipate that a majority of Residential's leases of single-family rental properties to tenants will be for a term of two years or less. As these leases permit the residents to leave at the end of the lease term without penalty, we anticipate Residential's rental revenues will be affected by declines in market rents more quickly than if its leases were for longer terms. Short-term leases may result in high turnover, which involves expenses such as renovation costs and marketing costs, or reduced rental revenues.

Although we generally seek to lease the REO properties Residential acquires on foreclosure, we may determine to sell the properties that do not meet Residential's rental criteria. The real estate market and home prices will determine proceeds from any sale of real estate. In addition, while we seek to track real estate price trends and estimate the effects of those trends on the valuations of Residential's portfolios of residential mortgage loans, future real estate values are subject to influences beyond our control.

### **Expenses**

Residential's expenses primarily consist of loan servicing fees and advances, rental property operating expenses, depreciation and amortization, general and administrative expenses, expense reimbursement, incentive management fees and interest expense. From time to time, expenses also may include impairments of assets. Loan servicing fees and advances are expenses paid to Ocwen to service Residential's acquired loans and for real estate insurance and other corporate advances. Rental property operating expenses are expenses associated with Residential's ownership and operation of rental properties including expenses such as Altisource's inspection, property preservation and renovation fees, property management fees, turnover costs, property taxes, insurance and HOA dues. Depreciation and amortization is a non-cash expense associated with the ownership of real estate and generally remains relatively consistent each year in relation to Residential's asset levels since it depreciate its properties on a straight-line basis over a fixed life. Interest expense consists of the costs to borrow money in connection with Residential's debt financing of our portfolios. General and administrative expenses consist of the costs related to the general operation and overall administration of our business, including estimated selling costs of REO held for sale. Expense reimbursement consists primarily of our employee salaries in direct correlation to the services they provide on Residential's behalf and other personnel costs and corporate overhead. We are not reimbursed by Residential for certain general and administrative expenses pertaining to stock-based compensation and our expenditures that are not for the benefit of Residential. The incentive management fees consist of compensation due to us, based on the amount of cash available for distribution to

Residential's stockholders for each period. The expense reimbursement and incentive management fee are eliminated in consolidation but increase our net income by reducing the amount of net income attributable to noncontrolling interest.

### **Other factors affecting our consolidated results**

We expect Residential's results of operations to be affected by various additional factors, many of which are beyond our control, including the following:

#### ***Acquisitions***

Residential's operating results will depend on our ability to source sub-performing and non-performing loans, as well as other residential mortgage loans and REO property assets. We believe that there is currently a large supply of sub-performing and non-performing mortgage loans available to Residential for acquisition. We believe the available supply provides for a steady acquisition pipeline of assets since we plan on targeting just a small percentage of the population.

Generally, we expect that Residential's mortgage loan portfolio may grow at an uneven pace, as opportunities to acquire distressed residential mortgage loans may be irregularly timed and may at times involve large portfolios of loans, and the timing and extent of our success in acquiring such loans cannot be predicted.

#### ***Financing***

Our ability to grow Residential's business is dependent on the availability of adequate financing including additional equity financing, debt financing or both in order to meet Residential's objectives. We intend to leverage Residential's investments with debt, the level of which may vary based upon the particular characteristics of its portfolio and on market conditions. To the extent available at the relevant time, Residential's financing sources may include bank credit facilities, warehouse lines of credit, structured financing arrangements and repurchase agreements, among others. We may also seek to raise additional capital for Residential through public or private offerings of debt or equity securities, depending upon market conditions. To qualify as a REIT under the Code, Residential will need to distribute at least 90% of its taxable income each year to its stockholders. This distribution requirement limits its ability to retain earnings and thereby replenish or increase capital to support its activities.

Residential's taxable income is triggered primarily by material changes in the economic status of loans, such as a sale of the loan, modification of the loan from a non-performing status to a performing status or conversion of the loan to REO. We expect Residential to convert its taxable gains on REO dispositions and loan modifications within a short period to cash gains, which can be used to fund the distribution requirements from the corresponding taxable gains. Distribution requirements from the taxable gains on Residential's remaining loans that it expects to convert to rental properties can be funded through a higher advance rate on the increased value when a property becomes rented.

#### ***Resolution Activities***



	First quarter 2013	Second quarter 2013	Six months ended June 30, 2013	First quarter 2014	Second quarter 2014	Six months ended June 30, 2014
<u>Mortgage Loans</u> <sup>(1)</sup>						
Beginning balance	—	673	—	8,054	11,509	8,054
Acquisitions	684	720	1,404	4,207	1,590	5,797
Dispositions	(10)	(28)	(38)	(116)	(135)	(251)
Mortgage loan conversions to REO	(1)	(33)	(34)	(637)	(907)	(1,544)
Reversions to mortgage loans <sup>(2)</sup>	—	—	—	1	13	14
Ending balance	673	1,332	1,332	11,509	12,070	12,070
<u>Modifications</u>						
Modifications	—	18	18	81	90	171
<u>Real Estate Owned</u>						
Beginning balance	—	7	—	262	896	262
Acquisitions	6	—	6	—	190	190
Dispositions	—	—	—	(2)	(22)	(24)
Mortgage loan conversions to REO	1	33	34	637	907	1,544
Reversions to mortgage loans	—	—	—	(1)	(13)	(14)
Ending balance	7	40	40	896	1,958	1,958
<u>Leased</u>						
Leased	—	1	1	35	102	102
<u>Renovations complete</u>						
Renovations complete	—	—	—	17	40	40
<u>Renovations in process</u>						
Renovations in process	—	5	5	48	140	140
<u>Evaluating strategy/held for sale</u>						
Evaluating strategy/held for sale	7	34	34	796	1,676	1,676
	7	40	40	896	1,958	1,958

(1) Excludes mortgage loans held for investment.

(2) Subsequent to the foreclosure sale, we may be notified that the foreclosure sale was invalidated for certain reasons.

In addition, as of June 30, 2014, 291 of our mortgage loans were on trial modification plans, compared to 105 mortgage loans on trial modification plans as of March 31, 2014.

### **Portfolio size**

The size of Residential's investment portfolio will also be a key revenue driver. Generally, as the size of Residential's investment portfolio grows, the amount of revenue it expects to generate will increase. A growing investment portfolio, however, will drive increased expenses including possibly higher servicing fees to Ocwen and property management fees to Altisource. Residential may also incur additional interest expense if it incurs debt to finance the purchase of its assets.

### **Existing Portfolio**

We advised Residential and conducted portfolio analysis and the bidding process to facilitate the acquisition and growth of Residential's portfolio of residential mortgage loans as follows:

During 2013, Residential acquired portfolios of residential mortgage loans, substantially all of which were non-performing, consisting of 8,491 mortgage loans and 40 REO properties with approximately \$2.2 billion of UPB and approximately \$1.8 billion aggregate market value of underlying properties.

On January 2, 2014, Residential acquired a portfolio of residential mortgage loans, substantially all of which were non-performing, consisting of 650 loans with approximately \$121 million of UPB and approximately \$94 million in aggregate market value of underlying properties.

On January 28, 2014, Residential acquired a portfolio of residential mortgage loans, substantially all of which were non-performing, consisting of 66 loans with approximately \$7 million of UPB and approximately \$7 million in aggregate market value of underlying properties.

On January 31, 2014, Residential acquired a portfolio of residential mortgage loans, substantially all of which were non-performing, consisting of 3,421 loans with approximately \$988 million of UPB and approximately \$792 million in aggregate market value of underlying properties.

On February 28, 2014, Residential acquired a portfolio of residential mortgage loans, substantially all of which were non-performing, consisting of 70 loans with approximately \$8 million of UPB and approximately \$8 million in aggregate market value of underlying properties.

On May 1, 2014, Residential acquired a portfolio of residential mortgage loans, substantially all of which were non-performing, consisting of 474 mortgage loans and 190 REO properties with approximately \$153 million of UPB and approximately \$127 million in aggregate market value of underlying properties.

On June 27, 2014, Residential acquired a portfolio of residential mortgage loans, substantially all of which were non-performing, consisting of 1,116 mortgage loans with approximately \$328 million of UPB and approximately \$375 million in aggregate market value of underlying properties.

Throughout this quarterly report, all unpaid principal balance and market value amounts for the portfolios Residential has acquired are provided as of the applicable "cut-off" date for each transaction unless otherwise indicated. We refer to the assets underlying Residential's completed acquisitions of nonperforming loans through June 30, 2014 as Residential's "Existing Portfolio." As defined in this quarterly report, Residential's "Existing Portfolio" does not include the 879 re-performing mortgage loans with approximately \$207.5 million of UPB and approximately \$271.1 million in aggregate market value of underlying properties that were purchased on June 27, 2014. Such 879 re-performing loans are considered "Mortgage loans held for investment".

Residential's sub-performing and non-performing mortgage loans become REO properties when it has obtained legal title to the property upon completion of the foreclosure. Additionally, some of the portfolios Residential purchases may, from time to time, contain a small number of residential mortgage loans that have already been converted to REO. As of June 30, 2014, Residential had 1,958 REO properties.

As of June 30, 2014, 102 of Residential's 1,958 REO properties had been rented and were occupied by tenants, 40 were being listed for rent, 140 were in varying stages of renovation and 192 were being held for sale. With respect to the remaining 1,484 REO properties, Residential will make a final determination whether each property meets its rental profile after (a) applicable state redemption periods have expired, (b) the foreclosure sale has been ratified, (c) Residential has recorded the deed for the property, (d) utilities have been activated and (e) Residential has secured access for interior inspection. A majority of the REO properties are subject to state regulations which require Residential to await the expiration of a redemption period before a foreclosure can be finalized. Residential includes these redemption periods in its pricing which generally reduces the price Residential pays for the mortgage loans. Once the redemption period expires, Residential immediately proceeds to record the new deed, take possession of the property, activate utilities, and start the inspection process in order to make its final determination. As of June 30, 2013, Residential had 40 REO properties held for use and were in the process of determining whether these properties would meet their rental profile. Additionally, there were eight REO properties held for sale. If a REO property meets Residential's rental profile we determine the extent of renovations that are needed to generate an optimal rent and maintain consistency of renovation specifications for future branding. If we determine that the REO property will not meet Residential's rental profile, we list the property for sale, in some instances after renovations are made to optimize the sale proceeds.

The following table sets forth a summary of our REO properties as of June 30, 2014 (\$ in thousands):

State	Number of properties	Carrying value (1)	Weighted average age (2)
Alabama	14	\$ 2,004	21
Arizona	45	7,044	19
Arkansas	14	1,828	28
California	137	35,764	41
Colorado	15	2,699	28
Connecticut	10	2,099	45
Delaware	8	1,348	23
District of Columbia	1	240	103
Florida	362	52,303	23
Georgia	54	6,227	22
Hawaii	1	67	24
Idaho	2	216	35
Illinois	247	35,716	41
Indiana	104	11,029	35
Iowa	4	294	58
Kansas	22	1,776	46
Kentucky	23	2,642	35
Louisiana	14	1,525	28
Maine	8	1,224	120
Maryland	32	5,828	35
Massachusetts	15	2,788	98
Michigan	68	8,176	42
Minnesota	35	5,467	39
Mississippi	2	162	22
Missouri	24	2,410	40
Nebraska	4	527	47
Nevada	14	2,486	18
New Hampshire	4	525	44
New Jersey	18	2,266	83
New Mexico	24	2,799	24
New York	17	2,856	73
North Carolina	160	18,778	19
Ohio	83	9,369	45
Oklahoma	15	1,697	26
Oregon	2	458	25
Pennsylvania	40	5,224	47
Rhode Island	30	3,666	67
South Carolina	41	4,161	21
South Dakota	1	130	97
Tennessee	32	4,204	26
Texas	48	5,690	23
Utah	19	3,298	35
Vermont	3	562	140
Virginia	12	2,411	25
Washington	9	1,407	45
West Virginia	2	382	42
Wisconsin	119	13,605	48
Total	1,958	\$ 277,377	35

(1) The carrying value of an asset is based on historical cost which generally consists of the market value at the time of foreclosure sale plus renovation costs, net of any accumulated depreciation.

(2) Weighted average age is based on the age weighted by carrying value for each state.

The remainder of Residential's Existing Portfolio consists of a diversified pool of residential mortgage loans with the underlying properties located across the United States. The aggregate purchase price of Residential's Existing Portfolio for acquisitions completed through June 30, 2014 was 68% of the aggregate market value, as determined by the most recent BPO provided by the applicable seller for each property in the respective portfolio as of its cut-off date. We cannot assure you that the BPOs accurately reflected the actual market value of the related property at the purported time or accurately reflect such market value today.

As of June 30, 2014 the aggregate carrying value of our Existing Portfolio was \$2.02 billion. The carrying value of an asset is based on our fair value model. The significant unobservable inputs used in the fair value measurement of our mortgage loans are discount rates, forecasts of future home prices, alternate resolution probabilities and timelines. Significant changes in any of these inputs in isolation could result in a significant change to the fair value measurement. For a more complete description of the fair value measurements and the factors that may significantly affect the carrying value of our assets, please see Note 4 to our consolidated financial statements.

The table below provides a summary of the sub-performing and non-performing residential mortgage loans in Residential's Existing Portfolio based on the respective UPB and respective market values of underlying properties as of June 30, 2014 (\$ in thousands):

Location	Loan count	UPB	Market value of underlying properties (1)	Weighted average market LTV (2)
Alabama	62	\$ 10,145	\$ 8,616	170.5%
Alaska	4	868	1,293	72.3%
Arizona	227	61,596	52,021	131.7%
Arkansas	68	6,242	5,568	128.8%
California	1783	810,870	783,742	116.3%
Colorado	72	19,064	18,546	110.7%
Connecticut	134	37,384	34,382	136.6%
Delaware	57	10,948	9,449	130.5%
Dist. of Columbia	51	14,787	15,679	108.6%
Florida	2278	550,521	417,929	151.7%
Georgia	346	63,558	50,336	144.4%
Hawaii	53	27,908	28,385	106.6%
Idaho	38	8,325	7,615	131.7%
Illinois	459	112,917	84,246	180.5%
Indiana	306	37,727	34,632	121.5%
Iowa	19	1,863	1,817	114.1%
Kansas	21	2,729	2,594	117.0%
Kentucky	80	9,797	8,639	124.7%
Louisiana	31	5,033	5,396	106.3%
Maine	32	6,334	5,817	126.8%
Maryland	627	172,722	137,227	148.0%
Massachusetts	282	77,669	72,249	125.3%
Michigan	106	17,539	14,685	186.0%
Minnesota	74	16,118	13,716	128.9%
Mississippi	34	4,063	3,667	130.9%
Missouri	114	13,223	10,221	167.9%
Montana	7	1,470	1,386	112.4%
Nebraska	8	1,515	1,155	141.4%
Nevada	241	70,800	51,698	154.4%

New Hampshire	22	5,201	5,120	114.5%
New Jersey	1029	317,598	240,655	159.4%
New Mexico	111	17,133	16,293	112.9%
New York	678	234,353	232,524	118.1%
North Carolina	313	46,645	41,058	127.0%
North Dakota	1	123	138	89.5%
Ohio	145	21,576	17,695	155.8%
Oklahoma	35	4,539	4,576	107.7%
Oregon	112	31,789	29,040	117.2%
Pennsylvania	399	71,209	59,377	137.9%
Puerto Rico	2	220	252	117.6%
Rhode Island	74	17,069	9,146	219.3%
South Carolina	237	44,289	37,094	130.8%
South Dakota	5	721	613	127.3%
Tennessee	105	16,397	15,612	124.0%
Texas	373	50,088	57,748	95.2%
Utah	111	24,040	23,419	108.6%
Vermont	8	1,334	1,274	108.5%
Virginia	140	48,469	45,532	117.9%
Washington	450	129,488	120,494	118.8%
West Virginia	8	1,276	945	138.3%
Wisconsin	97	14,654	10,341	179.6%
Wyoming	1	\$ 354	\$ 275	128.8%
<b>Total mortgage loans</b>	<b>12,070</b>	<b>\$ 3,272,300</b>	<b>\$ 2,851,927</b>	<b>142.0%</b>

- (1) Market value is based on the most recent BPO provided to Residential by the applicable seller for each property in the respective portfolio as of its cut-off date or an updated BPO received since the acquisition was completed. Although we performed diligence on a representative sample of the properties to confirm the accuracy of the BPOs provided by the sellers, we cannot assure you that the BPOs set forth in this table accurately reflected the actual market value of the related property at the purported time or accurately reflect such market value today.
- (2) Weighted average loan to value (LTV) is based on the loan to value weighted by unpaid principal balance for each state.

### Summary Management Reporting Information

In addition to evaluating our consolidated financial performance, we also evaluate the operations of AAMC on a stand-alone basis because our financial statements consolidate the results of Residential and NewSource under U.S. GAAP. We also look at our stand-alone results because the effect of amounts received from Residential and NewSource are still recognized in net income attributable to our stockholders through the adjustment for earnings attributable to our noncontrolling interest in Residential.

In evaluating our operating performance and managing our business, we consider the incentive management fees and reimbursement of expenses paid to us by Residential under our asset management agreement as well as our stand-alone operating expenses. We maintain our internal management reporting on this basis. The following table presents our consolidating balance sheet and statement of operations which are reconciled to U.S. GAAP.

The following tables include non-GAAP performance measures that we believe are useful to assist investors in gaining an understanding of the trends and operating results for our business. This information should be considered in addition to, and not as a substitute for our financial results determined in accordance with U.S. GAAP.

**Altisource Asset Management Corporation**  
**Consolidating Statement of Operations**  
**Three months ended June 30, 2014**  
**(In thousands, unaudited)**

	Residential (GAAP)	NewSource Stand- alone (Non-GAAP)	AAMC Stand-alone (Non-GAAP)	Consolidating Entries	AAMC Consolidated (GAAP)
<b>Rental revenues and net gain on mortgage loans:</b>					
Rental revenues	\$ 181	\$ —	\$ —	\$ —	\$ 181
Net unrealized gain on mortgage loans	105,042	—	—	—	105,042
Net realized gain on mortgage loans	10,819	—	—	—	10,819
Incentive management fee	—	—	13,715	(13,715)	—
Expense reimbursements	—	—	1,999	(1,999)	—
Total rental revenues and net gain on mortgage loans	116,042	—	15,714	(15,714)	116,042
<b>Expenses:</b>					
Residential property operating expenses	3,253	—	—	—	3,253
Real estate depreciation and amortization	103	—	—	—	103
Mortgage loan servicing costs	16,925	—	—	—	16,925
Interest expense	6,945	—	—	—	6,945
General and administrative	5,687	65	1,669	—	7,421
Related party general and administrative	17,467	210	712	(15,714)	2,675
Total expenses	50,380	275	2,381	(15,714)	37,322
Other income	1,698	399	4	—	2,101
Income before income taxes	67,360	124	13,337	—	80,821
Income tax (benefit) expense	(422)	—	231	—	(191)
Net income	67,782	124	13,106	—	81,012
Net income attributable to noncontrolling interest in consolidated affiliate	—	—	—	(67,782)	(67,782)
Net income attributable to common stockholders	\$ 67,782	\$ 124	\$ 13,106	\$ (67,782)	\$ 13,230

**Altisource Asset Management Corporation**  
**Consolidating Statement of Operations**  
**Six months ended June 30, 2014**  
**(In thousands, unaudited)**

	Residential (GAAP)	NewSource Stand- alone (Non-GAAP)	AAMC Stand-alone (Non-GAAP)	Consolidating Entries	AAMC Consolidated (GAAP)
Rental revenues and net gain on mortgage loans:					
Rental revenues	\$ 250	\$ —	\$ —	\$ —	\$ 250
Net unrealized gain on mortgage loans	170,172	—	—	—	170,172
Net realized gain on mortgage loans	20,140	—	—	—	20,140
Incentive management fee	—	—	24,626	(24,626)	—
Expense reimbursements	—	—	3,779	(3,779)	—
Total rental revenues and net gain on mortgage loans	190,562	—	28,405	(28,405)	190,562
Expenses:					
Residential property operating expenses	4,303	—	—	—	4,303
Real estate depreciation and amortization	151	—	—	—	151
Mortgage loan servicing costs	28,362	—	—	—	28,362
Interest expense	12,653	—	—	—	12,653
General and administrative	7,079	95	6,202	—	13,376
Related party general and administrative	30,099	521	1,383	(28,405)	3,598
Total expenses	82,647	616	7,585	(28,405)	62,443
Other income	1,806	399	4	—	2,209
Income (loss) before income taxes	109,721	(217)	20,824	—	130,328
Income tax expense	26	—	549	—	575
Net income (loss)	109,695	(217)	20,275	—	129,753
Net income attributable to noncontrolling interest in consolidated affiliate	—	—	—	(109,695)	(109,695)
Net income (loss) attributable to common stockholders	\$ 109,695	\$ (217)	\$ 20,275	\$ (109,695)	\$ 20,058

**Altisource Asset Management Corporation**  
**Consolidating Statement of Operations**  
**Three months ended June 30, 2013**  
**(In thousands, unaudited)**

	Residential (GAAP)	AAMC Stand-alone (Non-GAAP)	Consolidating Entries	AAMC Consolidated (GAAP)
<b>Rental revenues and net gain on mortgage loans:</b>				
Net unrealized gain on mortgage loans	\$ 7,165	\$ —	\$ —	\$ 7,165
Net realized gain on mortgage loans	1,719	—	—	1,719
Expense reimbursements	—	1,156	(1,156)	—
<b>Total rental revenues and net gain on mortgage loans</b>	<b>8,884</b>	<b>1,156</b>	<b>(1,156)</b>	<b>8,884</b>
<b>Expenses:</b>				
Residential property operating expenses	84	—	—	84
Mortgage loan servicing costs	1,242	—	—	1,242
Interest expense	654	—	—	654
General and administrative	714	2,655	—	3,369
Related party general and administrative	1,156	—	(1,156)	—
<b>Total expenses</b>	<b>3,850</b>	<b>2,655</b>	<b>(1,156)</b>	<b>5,349</b>
Other income	193	—	—	193
<b>Net income (loss)</b>	<b>5,227</b>	<b>(1,499)</b>	<b>—</b>	<b>3,728</b>
<b>Net income attributable to noncontrolling interest in consolidated affiliate</b>	<b>—</b>	<b>—</b>	<b>(5,227)</b>	<b>(5,227)</b>
<b>Net income (loss) attributable to common stockholders</b>	<b>\$ 5,227</b>	<b>\$ (1,499)</b>	<b>\$ (5,227)</b>	<b>\$ (1,499)</b>



**Altisource Asset Management Corporation**  
**Consolidating Statement of Operations**  
**Six months ended June 30, 2013**  
**(In thousands, unaudited)**

	Residential (GAAP)	AAMC Stand-alone (Non-GAAP)	Consolidating Entries	AAMC Consolidated (GAAP)
<b>Rental revenues and net gain on mortgage loans:</b>				
Net unrealized gain on mortgage loans	\$ 8,293	\$ —	\$ —	\$ 8,293
Net realized gain on mortgage loans	2,106	—	—	2,106
Expense reimbursements	—	2,057	(2,057)	—
<b>Total rental revenues and net gain on mortgage loans</b>	<b>10,399</b>	<b>2,057</b>	<b>(2,057)</b>	<b>10,399</b>
<b>Expenses:</b>				
Residential property operating expenses	84			84
Mortgage loan servicing costs	1,634	—	—	1,634
Interest expense	696	—	—	696
General and administrative	1,701	4,366	—	6,067
Related party general and administrative	2,234	30	(2,057)	207
<b>Total expenses</b>	<b>6,349</b>	<b>4,396</b>	<b>(2,057)</b>	<b>8,688</b>
Other income	193			193
Net income (loss)	4,243	(2,339)	—	1,904
Net income attributable to noncontrolling interest in consolidated affiliate	—	—	(4,243)	(4,243)
Net income (loss) attributable to common stockholders	\$ 4,243	\$ (2,339)	\$ (4,243)	\$ (2,339)

**Altisource Asset Management Corporation**  
**Consolidating Balance Sheet**  
**June 30, 2014**  
**(In thousands, unaudited)**

	Residential (GAAP)	NewSource stand- alone (non-GAAP)	AAMC Stand-alone (Non-GAAP)	Consolidating Entries	AAMC Consolidated (GAAP)
<b>Assets:</b>					
<b>Real estate held for use:</b>					
Land	\$ 3,875	\$ —	\$ —	\$ —	\$ 3,875
Rental residential properties, net	14,917	—	—	—	14,917
Real estate owned	231,013	—	—	—	231,013
Total real estate held for use, net	249,805	—	—	—	249,805
Real estate assets held for sale	27,572	—	—	—	27,572
Mortgage loans	2,024,028	—	—	—	2,024,028
Mortgage loans held for investment	144,009	—	—	—	144,009
Cash and cash equivalents	130,758	19,872	54,012	—	204,642
Restricted cash	10,269	—	—	—	10,269
Accounts receivable	631	284	40	—	955
Related party receivables	12,608	—	28,034	(28,034)	12,608
Investment in affiliate	18,000	—	2,000	(20,000)	—
Deferred leasing and financing costs, net	3,457	—	—	—	3,457
Prepaid expenses and other assets	260	70	1,348	—	1,678
Total assets	\$ 2,621,397	\$ 20,226	\$ 85,434	\$ (48,034)	\$ 2,679,023
<b>Liabilities:</b>					
Repurchase agreements	\$ 1,271,483	\$ —	\$ —	\$ —	\$ 1,271,483
Accounts payable and accrued liabilities	7,459	—	3,220	—	10,679
Related party payables	31,947	522	476	(28,034)	4,911
Total liabilities	1,310,889	522	3,696	(28,034)	1,287,073
Commitments and contingencies	—	—	—	—	—
Preferred stock	—	—	248,824	—	248,824
<b>Equity:</b>					
Common stock	572	—	24	(572)	24
Additional paid-in capital	1,226,939	20,000	15,610	(1,246,939)	15,610
Retained earnings/(accumulated deficit)	82,997	(296)	14,953	(82,997)	14,657
Treasury stock	—	—	(197,673)	—	(197,673)
Total stockholders' equity	1,310,508	19,704	(167,086)	(1,330,508)	(167,382)
Noncontrolling interest in consolidated affiliate	—	—	—	1,310,508	1,310,508
Total equity	1,310,508	19,704	(167,086)	(20,000)	1,143,126
Total liabilities and equity	\$ 2,621,397	\$ 20,226	\$ 85,434	\$ (48,034)	\$ 2,679,023

**Altisource Asset Management Corporation**  
**Consolidating Balance Sheet**  
**December 31, 2013**  
**(In thousands, unaudited)**

	Residential (GAAP)	NewSource stand- alone (non-GAAP)	AAMC Stand-alone (Non-GAAP)	Consolidating Entries	AAMC Consolidated (GAAP)
<b>Assets:</b>					
Real estate held for use:					
Land	\$ 478	\$ —	\$ —	\$ —	\$ 478
Rental residential properties, net	3,092	—	—	—	3,092
Real estate owned	32,332	—	—	—	32,332
Total real estate held for use, net	35,902	—	—	—	35,902
Real estate assets held for sale	1,186	—	—	—	1,186
Mortgage loans	1,207,163	—	—	—	1,207,163
Cash and cash equivalents	115,988	19,923	4,089	—	140,000
Restricted cash	5,878	—	—	—	5,878
Accounts receivable	1,428	—	—	—	1,428
Related party receivables	9,260	—	4,486	(4,486)	9,260
Investment in affiliate	18,000	—	2,000	(20,000)	—
Deferred leasing and financing costs, net	2,293	—	—	—	2,293
Prepaid expenses and other assets	1,542	—	452	—	1,994
Total assets	\$ 1,398,640	\$ 19,923	\$ 11,027	\$ (24,486)	\$ 1,405,104
<b>Liabilities:</b>					
Repurchase agreement	\$ 602,382	\$ —	\$ —	\$ —	\$ 602,382
Accounts payable and accrued liabilities	4,952	—	1,920	—	6,872
Related party payables	5,879	—	1,490	(4,486)	2,883
Total liabilities	613,213	—	3,410	(4,486)	612,137
Commitments and contingencies	—	—	—	—	—
<b>Equity:</b>					
Common stock	423	—	24	(423)	24
Additional paid-in capital	758,584	20,000	12,855	(778,584)	12,855
Retained earnings (accumulated deficit)	26,420	(77)	(5,262)	(26,420)	(5,339)
Total stockholders' equity	785,427	19,923	7,617	(805,427)	7,540
Noncontrolling interest in consolidated affiliate	—	—	—	785,427	785,427
Total equity	785,427	19,923	7,617	(20,000)	792,967
Total liabilities and equity	\$ 1,398,640	\$ 19,923	\$ 11,027	\$ (24,486)	\$ 1,405,104

**Primary driver of our stand-alone operating results**

As described above under “— Factors affecting our consolidated results,” our incentive management fees will be directly linked to the results of Residential which we expect will be affected by various factors including, but not limited to, the number and performance of Residential's mortgage loan acquisitions, its ability to use financing to grow its business, its ability to convert mortgage loans into residential rental properties, its operating expenses, the success of its loan resolution methodologies and the size of its portfolio. The extent to which we are successful in managing these factors for Residential will affect our ability to generate incentive management fees, which is our sole source of income other than the reimbursement of our expenses pursuant to the Residential asset management agreement. As Residential generates taxable income, our incentive management fees will provide us with a share of Residential's cash available for distribution to its stockholders. If there is a decline in the cash distributable by Residential to its stockholders in any period, or if Residential is unable to make distributions to its stockholders in any period, the amount of our incentive management fees would be adversely affected.

## **Results of operations**

The following sets forth discussion of our results of operations for the three and six months ended June 30, 2014 and 2013. Because the results of Residential are consolidated into our financial statements, the results of operations disclosures set forth below include the results of Residential. We eliminate all intercompany amounts in our consolidated financial statements, including the expense reimbursement and incentive management fees, if any, paid or owed to us by Residential. However, the effect of such amounts received from Residential is still recognized in net income attributable to our stockholders through the adjustment for earnings attributable to noncontrolling interest.

### **Three and six months ended June 30, 2014 versus three and six months ended June 30, 2013**

#### **Rental revenues**

Residential's rental revenues increased to \$181,000 and \$250,000 for the three and six months ended June 30, 2014, respectively. The number of leased properties increased to 102 leased properties at June 30, 2014 from 35 at March 31, 2014. Residential had no rental revenues for the three and six months ended June 30, 2013. We expect Residential to generate increasing rental revenues for the remainder of 2014 upon renovating, listing and renting additional residential rental properties. Residential's rental revenues will be dependent primarily on occupancy levels and rental rates for its residential rental properties. Because Residential's lease terms generally are expected to be one to two years, Residential's occupancy levels and rental rates will be highly dependent on localized residential rental markets.

#### **Net unrealized gain on mortgage loans**

Residential's net unrealized gains on mortgage loans increased to \$105.0 million for the three months ended June 30, 2014 from \$7.2 million for the three months ended June 30, 2013. Additionally, Residential's net unrealized gains on mortgage loans increased to \$170.2 million for the six months ended June 30, 2014 from \$8.3 million for the six months ended June 30, 2013. These increases were primarily related to an increase in the number of loans for which unrealized gains were achieved. The net unrealized gains for the three and six months ended June 30, 2014 and 2013 can be broken down into the following components:

- First, Residential recognized unrealized gains driven by a material change in loan status of \$28.5 million and \$52.1 million for the three and six months ended June 30, 2014, respectively, compared to \$1.4 million and \$1.6 million for the three and six months ended June 30, 2013, respectively. During the three and six months ended June 30, 2014, Residential converted 907 and 1,544 mortgage loans to REO status, respectively. During the three and six months ended June 30, 2013, Residential converted 33 and 34 mortgage loans to REO status, respectively. Upon conversion of these mortgage loans to REO, Residential marked these properties to the most recent market value, less estimated selling costs in the case of REO held for sale; and
- Second, Residential recognized \$76.5 million and \$118.1 million in unrealized gains for the three and six months ended June 30, 2014, respectively, from the net increase in the fair value of loans during the period. During the three and six months ended June 30, 2013, Residential recognized \$5.8 million and \$6.7 million, respectively, in unrealized gains from the net increase in the fair value of loans during the period. Adjustments to the fair value of loans after acquisition represent a change in the expected time required to complete the foreclosure process, among other factors. The reduction in time required to complete the foreclosure is driven by the completion of activities in the foreclosure process after we acquired the loans. This reduction in timeline results in reduced carrying costs and reduced future expenses for the loans, each of which increase the fair value of the loans. The increase in the value of the loans is recognized in net unrealized gain on mortgage loans in our consolidated statements of operations.

Through Residential's acquisitions, the number of sub-performing and non-performing loans in its Existing Portfolio has grown from 8,054 loans at December 31, 2013 to 12,070 loans at June 30, 2014. The fair value of mortgage loans is based on a number of factors which are difficult to predict and may be subject to adverse changes in value depending on the financial condition of borrowers, as well as geographic, economic, market and other conditions. Therefore, Residential may experience unrealized losses on its mortgage loans in the future.

***Net realized gain on mortgage loans***

Residential's net realized gains on mortgage loans increased to \$10.8 million for the three months ended June 30, 2014 from \$1.7 million for the three months ended June 30, 2013. Residential disposed of 135 mortgage loans in the three months ended June 30, 2014 and 28 mortgage loans in the three months ended June 30, 2013, primarily from short sales and foreclosure sales.

Residential's net realized gains on mortgage loans increased to \$20.1 million for the six months ended June 30, 2014 from \$2.1 million for the six months ended June 30, 2013. Residential disposed of 251 mortgage loans in the six months ended June 30, 2014 and 38 mortgage loans in the six months ended June 30, 2013, primarily from short sales and foreclosure sales.

***Residential property operating expenses***

Residential incurred \$3.3 million and \$4.3 million of residential property operating expenses for the three and six months ended June 30, 2014, respectively, compared to \$84,000 for both the three and six months ended June 30, 2013. Residential expects to incur increasing residential property operating expenses in the remainder of 2014 upon converting its mortgage loans to, and owning, residential properties. Residential's residential property operating expenses will be dependent primarily on residential property taxes and insurance, property management fees and repair and maintenance expenditures.

***Real estate depreciation and amortization***

Residential incurred \$103,000 and \$151,000 of real estate depreciation and amortization for the three and six months ended June 30, 2014, respectively, compared to \$0 in real estate depreciation and amortization for the three and six months ended June 30, 2013. We expect Residential to incur increasing real estate depreciation and amortization in 2014 upon converting its mortgage loans to, and owning, residential rental properties. Real estate depreciation and amortization are non-cash expenditures which generally are not expected to be indicative of the market value or condition of Residential's residential rental properties.

***Mortgage loan servicing costs***

Residential incurred \$16.9 million of mortgage loan servicing costs primarily for servicing fees, foreclosure fees and advances of residential property insurance and HOA dues for the three months ended June 30, 2014 compared to \$1.2 million for the three months ended June 30, 2013. For the six months ended June 30, 2014, Residential incurred \$28.4 million of mortgage loan servicing costs compared to \$1.6 million for the six months ended June 30, 2013. Residential incurs mortgage loan servicing and foreclosure costs as Ocwen and other interim servicers service our loans and pay for advances relating to property insurance and HOA dues that are made to protect our investment in mortgage loans. Residential's loan servicing costs could be higher than expected in a given period if the number of non-performing mortgage loans exceeds expected levels.

***Interest expense***

Residential incurred \$6.9 million and \$12.7 million of interest expense (including amortization of deferred financing costs) due to borrowings under our repurchase agreement for the three and six months ended June 30, 2014, respectively, compared to \$0.7 million for both the three and six months ended June 30, 2013. The interest rate on Residential's financing under its repurchase agreements is subject to change based on changes in the relevant index. Market interest rates are currently at historically low levels, and any increase in market interest rates will cause Residential's contractual interest expense to increase. We also expect Residential's interest expense to increase as its debt increases to fund and/or leverage its ownership of existing and additional portfolios.

***General and administrative expenses***

General and administrative expenses increased to \$7.4 million for the three months ended June 30, 2014 from \$3.4 million for the three months ended June 30, 2013, primarily due to an increase in salaries and benefits attributable to the hiring of additional personnel to provide services on behalf of Residential, higher professional fees and acquisition costs related to purchases of mortgage loan portfolios and an increase in estimated selling costs of REO held for sale. These activities also resulted in an increase in general and administrative expenses for the six months ended June 30, 2014 to \$13.4 million from \$6.1 million for the six months ended June 30, 2013.

### ***Related party general and administrative expenses***

Residential and we incurred \$2.7 million and \$3.6 million of related party general and administrative expenses for the three and six month ended June 30, 2014, respectively, compared to \$0.2 million for the six months ended June 30, 2013 and no related party general and administrative expenses for the three months ended June 30, 2013. Related party general and administrative expenses primarily consist of personnel costs attributable to services provided on behalf of our business and due diligence costs related to the acquisition of loan portfolios.

### ***Net income attributable to noncontrolling interest in consolidated affiliate***

For the three months ended June 30, 2014 and 2013, we recognized \$67.8 million and \$5.2 million, respectively, of net income attributable to noncontrolling interest in consolidated affiliate which is equivalent to Residential's net income because although we consolidate Residential, we have no ownership in Residential. For the six months ended June 30, 2014 and 2013, we recognized \$109.7 million and \$4.2 million, respectively, of net income attributable to noncontrolling interest in consolidated affiliate.

### ***Incentive management fees and expense reimbursements***

We recorded incentive management fees of approximately \$13.7 million and \$24.6 million for the three and six months ended June 30, 2014, respectively, in connection with the cash available for distribution from Residential. No incentive management fees were received from Residential for the three and six months ended June 30, 2013. The incentive management fees have been eliminated under U.S. GAAP in consolidation. We recorded \$2.0 million and \$1.2 million of expense reimbursements from Residential and NewSource that also have been eliminated in consolidation for the three months ended June 30, 2014 and 2013, respectively. For the six months ended June 30, 2014 and 2013, we recognized \$3.8 million and \$2.1 million of expense reimbursements, respectively. We are not reimbursed by Residential for certain general and administrative expenses pertaining to stock-based compensation and our expenditures that are not for the benefit of Residential.

### ***Liquidity and capital resources***

As of June 30, 2014, we had stand-alone cash and cash equivalents of \$54.0 million compared to \$4.1 million as of December 31, 2013. We believe this cash is sufficient to fund our operations since Residential has begun paying the incentive management fees to us as a result of paying cash dividends to its stockholders. Our only stand-alone cash expenditures to date are leasehold improvements and general and administrative expenses, including unreimbursed salaries and professional expenses.

On a consolidated basis, our cash and cash equivalents as of June 30, 2014 was \$204.6 million, of which approximately \$130.8 million was attributable to Residential. Residential's liquidity reflects its ability to meet its current obligations (including its operating expenses and, when applicable, retirement of, and margin calls relating to, its financing arrangements), purchase additional portfolios of sub-performing and non-performing residential mortgage loans and make distributions to its stockholders. Residential is required to distribute at least 90% of its taxable income each year (subject to certain adjustments) to its stockholders to qualify as a REIT under the Internal Revenue Code. This distribution requirement limits Residential's ability to retain earnings and thereby replenish or increase capital to support its activities. Our consolidated cash and cash equivalents as of June 30, 2014 also include \$19.9 million attributable to NewSource, representing the cash invested by Residential and us into NewSource in October 2013.

Residential was initially funded with \$100.0 million from Altisource in connection with its separation on December 21, 2012. Since its separation, its primary sources of liquidity have been proceeds from equity offerings, borrowings under our repurchase agreements, interest it receives from its portfolio of assets and cash generated from its operating results. Based on Residential's current borrowings and leverage ratio, we believe that these sources of liquidity will be sufficient to enable it to meet anticipated short-term (one year) liquidity requirements, including funding its current investment opportunities, paying expenses on its existing loan portfolio, funding distributions to its stockholders, paying fees to us under the asset management agreement and general corporate expenses.

To date, under our management, Residential has used the proceeds of its equity offerings and the available funding under its repurchase agreements to finance its acquisition of residential mortgage loans and REO properties. Residential's equity offerings and repurchase facilities are described below.

#### *Equity Offerings*

We have facilitated Residential's completion of three public equity offerings with aggregate net proceeds of approximately \$1.1 billion. On May 1, 2013, Residential completed a public offering of 17,250,000 shares of its common stock at \$18.75 per share and received net proceeds of approximately \$309.5 million. On October 1, 2013, Residential completed its second public offering of 17,187,000 shares of common stock at \$21.00 per share and received net proceeds of \$349.4 million. On January 22, 2014, Residential completed its third public offering of 14,200,000 shares of common stock at \$34.00 per share and received net proceeds of approximately \$467.6 million.

#### *Repurchase Facilities*

On March 22, 2013, September 12, 2013 and September 23, 2013, Residential entered into three separate repurchase agreements to finance the acquisition and ownership of residential mortgage loans and REO properties. The maximum aggregate funding available under each of these repurchase agreements was increased at least one time subsequent to entering in to the agreements.

For the repurchase agreement entered into on March 22, 2013, Residential amended it on April 21, 2014 to initially increase the aggregate maximum borrowing capacity from \$100.0 million to \$200.0 million. The maturity date of the repurchase agreement was also extended to April 20, 2015 subject to an additional one-year extension with the approval of the lender. On June 11, 2014, Residential further amended this repurchase agreement to increase the aggregate maximum borrowing capacity from \$200.0 million to \$375.0 million, subject to certain sublimits, for the period from June 11, 2014 through October 11, 2014. The aggregate borrowing capacity under the repurchase agreement will revert to \$200.0 million after October 11, 2014.

The repurchase agreement dated September 12, 2013, as amended on December 18, 2013, has an aggregate funding capacity of \$250.0 million and matures on March 11, 2016. This agreement includes a provision that, beginning in the nineteenth month, Residential's will not be able to finance mortgage loans in excess of amounts outstanding under the facility at the end of the eighteenth month.

For the repurchase agreement dated September 23, 2013, Residential amended on December 23, 2013 to initially increase the aggregate maximum borrowing capacity from \$200.0 million to \$400.0 million. On June 25, 2014, Residential further amended this repurchase agreement to increase the aggregate maximum borrowing capacity from \$400.0 million to \$1.0 billion, subject to certain sublimits. The maturity date of the repurchase agreement is March 23, 2015. Residential has the option to extend this agreement for an additional year with no additional funding.

Following the above amendments to Residential's repurchase agreements, the maximum aggregate funding available to Residential under these repurchase agreements as of June 30, 2014 was \$1.7 billion, subject to certain sublimits, eligibility requirements and conditions precedent to each funding. As of June 30, 2014, an aggregate of \$1.3 billion was outstanding under Residential's repurchase agreements and as of July 18, 2014, an aggregate of \$1.3 billion was outstanding under Residential's repurchase agreements. All obligations under the repurchase agreements are fully guaranteed by Residential.

Under the terms of each repurchase agreement, as collateral for the funds Residential draws thereunder, subject to certain conditions, Residential's operating partnership will sell to the applicable lender equity interests in the Delaware statutory trust subsidiary that owns the applicable underlying mortgage assets on Residential's behalf, or the trust will sell directly such underlying mortgage assets. In the event the lender determines the value of the collateral has decreased, it has the right to initiate a margin call and require Residential to post additional collateral or to repay a portion of the outstanding borrowings. The price paid by the lender for each underlying mortgage asset Residential finances under the applicable repurchase agreement is subject to agreement between the lender and Residential and is based on a percentage of the market value or, in certain circumstances, the book value of the underlying mortgage asset and depends on its delinquency status. Residential's cost of borrowing under the repurchase agreements generally corresponds to LIBOR, or the lender interest at the lender's cost of funds plus a margin. Residential is also required to pay certain other customary fees, administrative costs and expenses to maintain and administer the repurchase agreements.

The repurchase agreements require Residential to maintain various financial and other covenants, including maintaining a minimum adjusted tangible net worth, a maximum ratio of indebtedness to adjusted tangible net worth and specified levels of unrestricted cash. In addition, the repurchase agreements contain customary events of default.

Residential is currently in compliance with the covenants and other requirements with respect to its repurchase agreements. We monitor Residential's banking partners' ability to perform under the repurchase agreements and have concluded there is currently no reason to doubt that they will continue to perform under the repurchase agreements as contractually obligated.

We expect Residential's existing business strategy will require additional debt and/or equity financing. We continue to explore a variety of financing sources to support Residential's growth, including, but not limited to, debt financing through bank warehouse lines of credit, additional and/or amended repurchase agreements, term financing, securitization transactions and additional debt or equity offerings. However, there can be no assurance as to how much additional financing capacity such efforts will produce, what form the financing will take or that such efforts will be successful. If we are unable to renew, replace or expand Residential's sources of financing, its business, financial condition, liquidity and results of operations may be materially and adversely affected.

The following table sets forth data with respect to Residential's repurchase agreements as of and for the three months ended June 30, 2014, June 30, 2013 and December 31, 2013 (\$ in thousands):

	Three months ended June 30, 2014	Three months ended June 30, 2013	Three months ended December 31, 2013
Balance at end of period	\$ 1,271,483	\$ 472	\$ 602,382
Maximum month-end balance outstanding during the period	1,271,483	79,512	602,382
Weighted average quarterly balance	810,833	41,749	364,665

Residential's repurchase agreements provide for the lenders to finance the its portfolio at advance rates (or purchase prices) ranging from 40% to 75% of the "asset value" of the mortgage loans and REO properties. Under the repurchase agreements, the "asset value" generally is an amount that is based on the market value of the mortgage loan or REO property. We believe these are typical market terms which are designed to provide protection for the lender to collateralize its advances to Residential in the event the collateral declines in value. Under each of the repurchase agreements, if the carrying value of the collateral declines beyond certain limits, Residential would have to either (a) provide additional collateral or (b) repurchase certain assets under the agreement to maintain the applicable advance rate.

The increase in amounts outstanding under Residential's repurchase agreements from December 31, 2013 to June 30, 2014 relate primarily to funds Residential drew down under its repurchase facilities in January 2014, April 2014 and June 2014 to complete its acquisitions of portfolios of mortgage loans and REO properties. Residential's overall advance rate under the repurchase agreements declined slightly from 59.9% at December 31, 2013 to 58.9% at June 30, 2014, although the aggregate dollar amount of funding increased. Residential does not collateralize any of its repurchase facilities with cash.

#### **Treasury shares**

At June 30, 2014, a total of \$193.9 million in shares of our common stock have been repurchased under the authorization by our Board of Directors to repurchase up to \$300.0 million in shares of our common stock. Repurchased shares are held as treasury stock and are available for general corporate purposes.

#### **Cash flows**

We report and analyze our cash flows based on operating activities, investing activities and financing activities. The following table sets forth the changes in cash flows (\$ in thousands):

	Six months ended June 30, 2014	Six months ended June 30, 2013	Change
Net cash used in operating activities	\$ (45,843)	\$ (5,189)	\$ (40,654)
Net cash used in investing activities	(1,022,725)	(181,545)	(841,180)
Net cash provided by financing activities	1,133,210	309,566	823,644
Total cash flows	\$ 64,642	\$ 122,832	\$ (58,190)

The change in net cash used in operating activities for the six months ended June 30, 2014 and 2013 by Residential and us consisted primarily of gains on mortgage loans offset by related party mortgage servicing costs including net advances of taxes and insurance on delinquent loans, interest expense, professional fees, acquisition costs and salaries and benefits.

The change in net cash used in investing activities for the six months ended June 30, 2014 consisted primarily of Residential's investments in non-performing and re-performing loan portfolios, partly offset by proceeds from the disposition of loans. The



change in net cash used in investing activities for the six months ended June 30, 2013 consisted primarily of Residential's investments in non-performing loan portfolios. During periods in which Residential purchases a significant number of mortgage loans and conducts substantial renovations of residential real estate, its cash used in investing activities is generally expected to exceed cash provided by investing activities.

The change in net cash provided by financing activities for the six months ended June 30, 2014 included proceeds of \$250.0 million from the issuance of our preferred stock and payments for share repurchases of \$193.9 million under our share repurchase program. In addition, the change in net cash provided by financing activities for the six months ended June 30, 2014 included Residential's net proceeds from the issuance of common stock, payment of dividends and net borrowings under repurchase agreements. The change in net cash provided by financing activities for the six months ended June 30, 2013 consisted primarily of Residential's net proceeds from the issuance of common stock and net borrowings under repurchase agreements. Net cash related to financing activities will generally consist of the incurrence by Residential of debt, repayment of debt previously incurred by Residential, payment of dividends by Residential and the issuance of common stock by Residential.

#### ***Off-balance sheet arrangements***

Residential and we have no off-balance sheet arrangements as of June 30, 2014.

#### **Recent accounting pronouncements**

In January 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-04, Troubled Debt Restructurings by Creditors. It provides that a repossession or foreclosure has occurred, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendment requires disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in mortgage loans collateralized by residential real estate property that are in the process of foreclosure. The amended guidance may be applied using either a prospective transition method or a modified retrospective transition method and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014, with early adoption permitted. We do not expect this amendment to have a significant effect on our financial position or results of operations since our accounting policies and disclosures are currently consistent with the requirements set forth in the amendment.

In May 2014, the FASB issued ASU 2014-09 Revenue from Contracts with Customers. ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. ASU 2014-09 may be applied using either a full retrospective or a modified retrospective approach and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, and early adoption is not permitted. We are currently evaluating the impact of this amendment on our financial position and results of operations.

#### **Critical accounting judgments**

Accounting standards require information in financial statements about the risks and uncertainties inherent in significant estimates, and the application of generally accepted accounting principles involves the exercise of varying degrees of judgment. Certain amounts included in or affecting our financial statements and related disclosures must be estimated requiring us to make certain assumptions with respect to values or conditions that cannot be known with certainty at the time our consolidated financial statements are prepared. These estimates and assumptions affect the amounts we report for our assets and liabilities and our revenues and expenses during the reporting period and our disclosure of contingent assets and liabilities at the date of our consolidated financial statements. Actual results may differ significantly from our estimates and any effects on our business, financial position or results of operations resulting from revisions to these estimates are recorded in the period in which the facts that give rise to the revision become known.

We consider our critical accounting judgments to be those used in the determination of the reported amounts and disclosure related to the following:

## **Consolidations**

The consolidated financial statements include wholly owned subsidiaries and would include those subsidiaries in which we own a majority voting interest with the ability to control operations of the subsidiaries and where no substantive participating rights or substantive kick out rights have been granted to the noncontrolling interests. Additionally, we consolidate partnerships, joint ventures and limited liability companies when we control the major operating and financial policies of the entity through majority ownership, in our capacity as general partner or managing member or by contract. Lastly, we consolidate those entities deemed to be variable interest entities in which we are determined to be the primary beneficiary.

While the results of operations of consolidated entities are included in net income in our consolidated financial statements, net income attributable to common stockholders does not include the portion attributable to noncontrolling interests. Additionally, noncontrolling interest in consolidated affiliate is recorded in our consolidated balance sheets and our consolidated statements of equity within the equity section but separate from our equity.

## **Income taxes**

Income taxes are provided for using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statements' carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted rates expected to apply to taxable income in the years in which management expects those temporary differences to be recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in income in the period in which the change occurs. Subject to our judgment, we reduce a deferred tax asset by a valuation allowance if it is "more likely than not" that some or all of the deferred tax asset will not be realized. Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Significant judgment is required in evaluating tax positions, and we recognize tax benefits only if it is more likely than not that a tax position will be sustained upon examination by the appropriate taxing authority.

We believe that we have operated Residential in a manner in which Residential has complied and will continue to operate Residential in a manner that will comply with the provisions of the federal income tax code applicable to REITs beginning for the year ended December 31, 2013. Residential elected REIT status upon filing of its 2013 income tax return. Accordingly, we believe that Residential will not be subject to federal income tax beginning in the year ended December 31, 2013 on that portion of Residential's REIT taxable income that is distributed to its stockholders as long as certain asset, income and share ownership tests are met. If Residential fails to qualify as a REIT in any taxable year, it will be subject to federal income tax on its REIT taxable income at regular corporate income tax rates. If after electing to be taxed as a REIT, Residential subsequently fails to qualify as a REIT in any taxable year, it generally will not be permitted to qualify for treatment as a REIT for federal income tax purposes for the four taxable years following the year during which qualification is lost unless the IRS grants us relief under certain statutory provisions. Such an event could materially adversely affect Residential's net income and net cash available for distribution to stockholders. Its taxable REIT subsidiaries would also be subject to federal and state income taxes.

## **Mortgage loans**

Upon the acquisition of sub-performing and non-performing mortgage loans, Residential records the assets at fair value which is the purchase price it paid for the loans on the acquisition date. The sub-performing and non-performing mortgage loans are subsequently accounted for at fair value under the fair value option election with unrealized gains and losses recorded in current period earnings. We have concluded that accounting for these sub-performing and non-performing mortgage loans at fair value timely reflect the results of Residential's investment performance.

We determine the purchase price for Residential's sub-performing and non-performing mortgage loans at the time of acquisition by using a discounted cash flow valuation model and considering alternate loan resolution probabilities including modification, liquidation or conversion to rental property. Observable inputs to the model include current interest rates, loan amounts, status of payments and property types. Unobservable inputs to the model include discount rates, forecast of future home prices, alternate loan resolution probabilities, resolution timelines and the value of underlying properties.

After sub-performing and non-performing mortgage loans are acquired, the fair value of each loan is adjusted in each subsequent reporting period as the loan proceeds to a particular resolution (i.e., modification, or conversion to real estate owned). As a loan approaches resolution, the resolution timeline for that loan decreases and costs embedded in the discounted cash flow model for loan servicing, foreclosure costs and property insurance are incurred and removed from future expenses.

The shorter resolution timelines and reduced future expenses each increase the fair value of the loan. The increase in the value of the loan is recognized in net unrealized gain on mortgage loans in Residential's, and therefore, our consolidated statements of operations.

Residential also recognizes unrealized gains and losses in the fair value of the sub-performing and non-performing loans in each reporting period when its mortgage loans are transferred to real estate owned. The transfer to real estate owned occurs when Residential has obtained legal title to the property upon completion of the foreclosure. The fair value of these assets at the time of transfer to real estate owned is estimated using BPOs. BPOs are subject to judgments of a particular broker formed by visiting a property, assessing general home values in an area, reviewing comparable listings and reviewing comparable completed sales. These judgments may vary among brokers and may fluctuate over time based on housing market activities and the influx of additional comparable listings and sales. Our results could be materially and adversely affected if the judgments used by a broker prove to be incorrect or inaccurate.

Our capital markets group determines the fair value of sub-performing and non-performing mortgage loans monthly and has developed procedures and controls governing the valuation process relating to these assets. The capital markets group reports to our Investment Committee, a committee of our Chief Executive Officer and our Chairman that oversees and approves the valuations. The capital markets group also monitors the valuation model for performance against actual results which is reported to the Investment Committee and used to continuously improve the model.

### ***Loans held for investment***

Loans held for investment consist of re-performing residential mortgage loans acquired from others. We do not originate loans. Each acquired loan is evaluated at acquisition to determine if the loan is impaired.

Acquired distressed re-performing residential mortgage loans that have evidence of deteriorated credit quality at the time of acquisition are accounted for in accordance with the provisions of ASC Topic 310-30, Receivables - Loans and Debt Securities Acquired with Deteriorated Credit Quality. Under ASC 310-30, acquired loans may be aggregated and accounted for as a pool of loans if the loans being aggregated have common risk characteristics. A pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows. Under ASC Topic 310-30, Residential estimates cash flows expected to be collected, adjusted for expected prepayments and defaults. At each balance sheet date, Residential evaluates the pool of loans to determine whether the present value derived using the effective interest rate has decreased and, if so, recognizes a provision for loan loss. For any significant increases in cash flows expected to be collected, Residential adjusts the amount of accretible yield recognized on a prospective basis over the pool's remaining life.

### ***Real estate impairment***

With respect to Residential's rental properties classified as held for use, we perform an impairment analysis using estimated cash flows if events or changes in circumstances indicate that the carrying value may be impaired, such as prolonged vacancy, identification of materially adverse legal or environmental factors, changes in expected ownership period or a decline in market value to an amount less than cost. This analysis is performed at the property level. These cash flows are estimated based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for rental properties, competition for customers, changes in market rental rates, costs to operate each property and expected ownership periods.

If the carrying amount of a held for use asset exceeds the sum of its undiscounted future operating and residual cash flows, an impairment loss is recorded for the difference between estimated fair value of the asset and the carrying amount. Residential generally estimates the fair value of assets held for use by using BPOs. In some instances, appraisal information may be available and is used in addition to BPOs.

### ***Residential properties, net***

Upon the acquisition of real estate, generally through the completion of foreclosure, Residential records the residential property at fair value as of the acquisition date as a component of real estate owned based on information obtained from a broker's price opinion, a full appraisal or the price given in a current contract of sale of the property. After a short evaluation period, Residential performs property renovations to maximize the value of the property for its rental strategy. Such expenditures are part of Residential's initial investment in a property and, therefore, are classified as investing activities in our consolidated statement of cash flows. Subsequently, the residential property, including any renovations that improve or extend the life of the asset, are accounted for at cost. The cost basis is depreciated using the straight-line method over an estimated useful life of three

to 27.5 years based on the nature of the components. Interest and other carrying costs incurred during the renovation period are capitalized until the property is ready for its intended use. Expenditures for ordinary maintenance and repairs are charged to expense as incurred.

Expenditures directly related to successful leasing efforts such as lease commissions are included in deferred leasing and financing costs, net and are stated at amortized cost. Such expenditures are part of Residential's operations and, therefore, are classified as operating activities in our consolidated statement of cash flows. Capitalized leasing costs are amortized on a straight-line basis over the lease term of the respective leases which generally are from one to two years.

Residential properties are classified either as held for use or held for sale. Residential properties are classified as real estate and related assets held for sale when sale of the assets has been formally approved and is expected to occur in the next twelve months. We record residential properties held for sale at the lower of the carrying amount or estimated fair value. Fair value of assets held for sale is equal to the estimated or contracted sales price with a potential buyer less costs to sell. The impairment loss is the amount by which the carrying amount exceeds the estimated fair value.

### ***Rental revenues***

Minimum contractual rents from leases are recognized on a straight-line basis over the terms of the leases in rental revenues. Therefore, actual amounts billed in accordance with the lease during any given period may be higher or lower than the amount of rental revenue recognized for the period. Straight-line rental revenue commences when the customer takes control of the leased premises. Deferred rents receivable, net represents the amount by which straight-line rental revenue exceeds rents currently billed in accordance with lease agreements. Contingent rental revenue is accrued when the contingency is removed. Termination fee income is recognized when the customer has vacated the rental property, the amount of the fee is determinable and collectability is reasonably assured.

Rents receivable, net and deferred rents receivable, net are reduced by an allowance for amounts that become uncollectible. We regularly evaluate the adequacy of Residential's allowance for doubtful accounts. The evaluation takes into consideration the aging of accounts receivable, our analysis of customers' personal profile and review of past due account balances. Rents receivable, net and deferred rents receivable, net are written-off when Residential has deemed that the amounts are uncollectible.

### ***Item 3. Quantitative and qualitative disclosures about market risk***

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. The primary market risks that Residential is currently exposed to are real estate risk and interest rate risk. A substantial portion of Residential's investments are, and we expect will continue to be, comprised of non-performing loans and single-family rental properties. The primary driver of the value of both these asset classes is the fair value of the underlying real estate.

#### ***Real Estate Risk***

Residential property values are subject to volatility and may be affected adversely by a number of factors, including, but not limited to: national, regional and local economic conditions (which may be adversely affected by industry slowdowns and other factors); local real estate conditions (such as an oversupply of housing); construction quality, age and design; demographic factors; and retroactive changes to building or similar codes. Decreases in property values could cause Residential to suffer losses which would result in fewer or no incentive management fees being earned by us.

#### ***Interest Rate Risk***

Residential will be exposed to interest rate risk from its (a) acquisition and ownership of residential mortgage loans and (b) debt financing activities. Interest rate risk is highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond Residential's control. Changes in interest rates may affect the fair value of the residential mortgage loans and real estate underlying Residential's portfolios as well as its financing interest rate expense.

We currently do not intend to hedge the risk associated with the residential mortgage loans and real estate underlying Residential's portfolios. However, although we have not yet done so, we may undertake risk mitigation activities with respect to Residential's debt financing interest rate obligations. We expect that Residential's debt financing will at times be based on a floating rate of interest calculated on a fixed spread over the relevant index, as determined by the particular financing arrangement. A significantly rising interest rate environment could have an adverse effect on the cost of Residential's financing.

To mitigate this risk, we may use derivative financial instruments such as interest rate swaps and interest rate options in an effort to reduce the variability of earnings caused by changes in the interest rates Residential pays on its debt.

These derivative transactions will be entered into solely for risk management purposes, not for investment purposes. When undertaken, these derivative instruments likely will expose Residential to certain risks such as price and interest rate fluctuations, timing risk, volatility risk, credit risk, counterparty risk and changes in the liquidity of markets. Therefore, although we expect to transact in these derivative instruments purely for risk management, they may not adequately protect Residential from fluctuations in its financing interest rate obligations.

Residential currently borrows funds at variable rates using secured financings. At June 30, 2014, Residential had \$1.3 billion of variable rate debt outstanding not protected by interest rate hedge contracts. The estimated aggregate fair market value of this debt was \$1.3 billion. If the weighted average interest rate on this variable rate debt had been 100 basis points higher or lower, the annual interest expense would increase or decrease by \$12.7 million, respectively.

#### **Item 4. Controls and procedures**

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this quarterly report. Based on such evaluation, such officers have concluded that our disclosure controls and procedures as of the end of the period covered by this quarterly report were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and to ensure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Part II**

#### **Item 1A. Risk factors**

There have been no material changes in our risk factors since December 31, 2013. For information regarding our risk factors, you should carefully consider the risk factors discussed in "Item 1A. Risk factors" in our annual report on Form 10-K for the year ended December 31, 2013 filed on February 20, 2014.

#### **Item 2. Unregistered sales of equity securities and use of proceeds**

##### **Issuer Purchases of Equity Securities**

The Board of Directors has authorized total repurchases of \$300.0 million of common stock. At June 30, 2014, we have remaining approximately \$106.1 million authorized by our Board of Directors for share repurchases. Repurchased shares will be held as treasury stock and will be available for general corporate purposes. Below is a summary of our stock repurchases for the quarter ending June 30, 2014 (dollars in thousands).

	(a) Total number of shares purchased <sup>(2)</sup>	(b) Average price paid per share <sup>(2)</sup>	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum dollar value of shares that may yet be purchased under plans or programs <sup>(1)</sup>
April 2014	117,404	\$ 1,040.62	159,490	\$ 133,422
May 2014	30,543	895.66	190,033	106,066
As of June 30, 2014	147,947	\$ 1,010.70	190,033	\$ 106,066

(1) Since Board approval of repurchases is based on dollar amount, we cannot estimate the number of shares yet to be purchased.

(2) The number of shares above excludes shares of common stock tendered to satisfy the tax withholding on equity awards as part of our equity incentive plan. For the three months ended June 30, 2014, 4,011 shares were reacquired at a weighted average per share price of \$892.28 pursuant to our equity incentive plan.

#### **Item 4. Mine safety disclosures**

Not applicable.

#### **Item 6. Exhibits**

##### **Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
2.1	Separation Agreement, dated as of December 21, 2012, between Altisource Asset Management Corporation and Altisource Portfolio Solutions S.A. (incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K filed with the Commission on December 28, 2012).
3.1	Amended and Restated Articles of Incorporation of Altisource Asset Management Corporation (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form 10 filed with the Commission on December 5, 2012).
3.2	First Amended and Restated Bylaws of Altisource Asset Management Corporation (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form 10 filed with the Commission on December 5, 2012).
3.3	Certificate of Designations establishing the Company's Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Commission on March 19, 2014).
31.1*	Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act
31.2*	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act
32.1*	Certification of CEO Pursuant to Section 906 of the Sarbanes-Oxley Act
32.2*	Certification of CFO Pursuant to Section 906 of the Sarbanes-Oxley Act
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Extension Labels Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith.

**Signatures**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 22, 2014

Altisource Asset Management Corporation  
By: /s/ Kenneth D. Najour  
Kenneth D. Najour  
Chief Financial Officer

**Exhibit 31.1**

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Ashish Pandey, certify that:

- Corporation;
1. I have reviewed this quarterly report on Form 10-Q of Altisource Asset Management
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
    - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
  5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 22, 2014

By:           /s/          Ashish Pandey            
Ashish Pandey  
Chief Executive Officer



**Exhibit 31.2**

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kenneth D. Najour, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Altisource Asset Management Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 22, 2014

By:           /s/          Kenneth D. Najour            
Kenneth D. Najour  
Chief Financial Officer

**Exhibit 32.1**

Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The undersigned, the Chief Executive Officer of Altisource Asset Management Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. §1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the quarterly report on Form 10-Q for the quarter ended June 30, 2014 ("Form 10-Q"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: July 22, 2014

By:           /s/          Ashish Pandey            
Ashish Pandey  
Chief Executive Officer

**Exhibit 32.2**

Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The undersigned, the Chief Financial Officer of Altisource Asset Management Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. §1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the quarterly report on Form 10-Q for the quarter ended June 30, 2014 ("Form 10-Q"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: July 22, 2014

By:           /s/          Kenneth D. Najour            
Kenneth D. Najour  
Chief Financial Officer