PENNYMAC FINANCIAL SERVICES, INC.
Form 10-Q
November 06, 2015
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2015

Or

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

For the transition period from to

Commission file number: 001-35916

PennyMac Financial Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware	80-0882793
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

6101 Condor Drive, Moorpark, California	93021
(Address of principal executive offices)	(Zip Code)

(818) 224-7442

(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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company

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

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date.

Class	Outstanding at November 4, 2015
Class A Common Stock, $0.0001 par value	21,886,868
Class B Common Stock, $0.0001 par value	51

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

FORM 10-Q

September 30, 2015

TABLE OF CONTENTS

Table of Contents

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q ("Report") contains certain forward looking statements that are subject to various risks and uncertainties. Forward looking statements are generally identifiable by use of forward looking terminology such as "may," "will," "should," "potential," "intend," "expect," "seek," "anticipate," "estimate," "approximately," "believe," " "predict," "continue," "plan" or other similar words or expressions.

Forward looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, contain financial and operating projections or state other forward looking information. Examples of forward looking statements include the following:

- projections of our revenues, income, earnings per share, capital structure or other financial items;
- descriptions of our plans or objectives for future operations, products or services;
- forecasts of our future economic performance, interest rates, profit margins and our share of future markets; and
- descriptions of assumptions underlying or relating to any of the foregoing expectations regarding the timing of generating any revenues.

Our ability to predict results or the actual effect of future events, actions, plans or strategies is inherently uncertain. Although we believe that the expectations reflected in such forward looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in the forward looking statements. There are a number of factors, many of which are beyond our control that could cause actual results to differ significantly from management's expectations. Some of these factors are discussed below.

You should not place undue reliance on any forward looking statement and should consider the following uncertainties and risks, as well as the risks and uncertainties discussed elsewhere in this Report and the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 13, 2015 and our Quarterly Reports on Form 10-Q filed thereafter.

Factors that could cause actual results to differ materially from historical results or those anticipated include, but are not limited to:

- the continually changing federal, state and local laws and regulations applicable to the highly regulated industry in which we operate;
- lawsuits or governmental actions if we do not comply with the laws and regulations applicable to our businesses;
- the mortgage lending and servicing-related regulations promulgated by the Consumer Financial Protection Bureau ("CFPB") and its enforcement of these regulations;
- our dependence on U.S. government sponsored entities and changes in their current roles or their guarantees or guidelines;

- changes to government mortgage modification programs;
- the licensing and operational requirements of states and other jurisdictions applicable to our businesses, to which our bank competitors are not subject;
- foreclosure delays and changes in foreclosure practices;
- certain banking regulations that may limit our business activities;
- our dependence on the multi-family and commercial real estate sectors for future originations and investments in commercial mortgage loans and other commercial real estate related loans;
- changes in macroeconomic and U.S. real estate market conditions;
- difficulties inherent in growing loan production volume;
- difficulties inherent in adjusting the size of our operations to reflect changes in business levels;
- purchase opportunities for mortgage servicing rights (“MSRs”) and our success in winning bids;

Table of Contents

- changes in prevailing interest rates;
- increases in loan delinquencies and defaults;
- our reliance on PennyMac Mortgage Investment Trust ("PMT") as a significant source of financing for, and revenue related to, our mortgage banking business;
- any required additional capital and liquidity to support business growth that may not be available on acceptable terms, if at all;
- our obligation to indemnify third party purchasers or repurchase loans if loans that we originate, acquire, service or assist in the fulfillment of, fail to meet certain criteria or characteristics or under other circumstances;
- our obligation to indemnify PMT and certain investment funds if our services fail to meet certain criteria or characteristics or under other circumstances;
- decreases in the historical returns on the assets that we select and manage for our clients, and our resulting management and incentive fees;
- the extensive amount of regulation applicable to our investment management segment;
- conflicts of interest in allocating our services and investment opportunities among ourselves and certain advised entities;
- the effect of public opinion on our reputation;
- our recent growth;
- our ability to effectively identify, manage, monitor and mitigate financial risks;
- our initiation of new business activities or expansion of existing business activities;
- our ability to detect misconduct and fraud; and
- our ability to mitigate cybersecurity risks and cyber incidents.

Other factors that could also cause results to differ from our expectations may not be described in this Report or any other document. Each of these factors could by itself, or together with one or more other factors, adversely affect our business, results of operations and/or financial condition.

Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made.

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PENNYMAC FINANCIAL SERVICES, INC.

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	September 30, 2015	December 31, 2014
	(in thousands, except share data)	
ASSETS		
Cash	$ 47,415	$ 76,256
Short-term investments at fair value	24,766	21,687
Mortgage loans held for sale at fair value (includes $1,420,782 and $976,772 pledged to secure mortgage loans sold under agreements to repurchase; and $255,134 and $148,133 pledged to secure mortgage loan participation and sale agreement)	1,696,980	1,147,884
Derivative assets	53,569	38,457
Servicing advances, net (includes $26,503 and $18,686 valuation allowance)	252,172	228,630
Carried Interest due from Investment Funds	70,196	67,298
Investment in PennyMac Mortgage Investment Trust at fair value	1,160	1,582
Mortgage servicing rights (includes $669,667 and $325,383 at fair value; $619,840 and $392,254 pledged to secure note payable; and $418,573 and $191,166 subject to excess servicing spread financing)	1,307,392	730,828
Furniture, fixtures, equipment and building improvements, net	14,107	11,339
Capitalized software, net	2,035	567
Note receivable from PennyMac Mortgage Investment Trust—secured	150,000	—
Receivable from PennyMac Mortgage Investment Trust	17,220	23,871
Receivable from Investment Funds	1,542	2,291
Deferred tax asset	25,878	46,038
Loans eligible for repurchase	97,455	72,539
Other	53,435	37,419
Total assets	$ 3,815,322	$ 2,506,686
LIABILITIES		
Mortgage loans sold under agreements to repurchase	$ 1,286,411	$ 822,252
Mortgage loan participation and sale agreement	247,410	143,568
Note payable	406,990	146,855
Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust	418,573	191,166
Derivative liabilities	4,632	6,513
Accounts payable and accrued expenses	85,530	62,715
Mortgage servicing liabilities at fair value	10,724	6,306
Payable to Investment Funds	30,211	35,908

Payable to PennyMac Mortgage Investment Trust	147,326	123,315
Payable to exchanged Private National Mortgage Acceptance Company, LLC unitholders under tax receivable agreement	72,275	75,024
Liability for loans eligible for repurchase	97,455	72,539
Liability for losses under representations and warranties	18,478	13,259
Total liabilities	2,826,015	1,699,420
Commitments and contingencies		
STOCKHOLDERS' EQUITY		
Class A common stock—authorized 200,000,000 shares of $0.0001 par value; issued and outstanding, 21,842,868 and 21,577,686 shares, respectively	2	2
Class B common stock—authorized 1,000 shares of $0.0001 par value; issued and outstanding, 51 and 54 shares, respectively	—	—
Additional paid-in capital	169,297	162,720
Retained earnings	85,699	51,242
Total stockholders' equity attributable to PennyMac Financial Services, Inc. common stockholders	254,998	213,964
Noncontrolling interest in Private National Mortgage Acceptance Company, LLC	734,309	593,302
Total stockholders' equity	989,307	807,266
Total liabilities and stockholders' equity	$ 3,815,322	$ 2,506,686

The accompanying notes are an integral part of these financial statements.

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands, except earnings per share)			
Revenues				
Net gains on mortgage loans held for sale at fair value:				
From non-affiliates	$ 85,744	$ 50,276	$ 247,822	$ 128,942
Recapture payable to PennyMac Mortgage Investment Trust	(3,098)	(2,143)	(5,843)	(6,567)
	82,646	48,133	241,979	122,375
Loan origination fees	29,448	11,823	70,551	29,048
Fulfillment fees from PennyMac Mortgage Investment Trust	17,553	15,497	45,752	36,832
Net loan servicing fees:				
Loan servicing fees				
From non-affiliates	83,424	44,647	200,392	124,061
From PennyMac Mortgage Investment Trust	11,736	12,325	34,542	41,096
From Investment Funds	796	1,116	1,917	6,754
Ancillary and other fees	10,096	6,620	33,131	16,609
	106,052	64,708	269,982	188,520
Amortization, impairment and change in fair value of mortgage servicing rights	(59,065)	(20,339)	(128,073)	(58,271)
Change in fair value of excess servicing spread payable to PennyMac Mortgage Investment Trust	10,271	9,539	10,674	24,392
	(48,794)	(10,800)	(117,399)	(33,879)
Net loan servicing fees	57,258	53,908	152,583	154,641
Management fees:				
From PennyMac Mortgage Investment Trust	5,742	9,623	18,524	26,609
From Investment Funds	714	1,756	3,384	5,877
	6,456	11,379	21,908	32,486
Carried Interest from Investment Funds	1,483	1,902	2,898	5,893
Net interest expense:				
Interest income:				
From non-affiliates	13,764	8,975	35,348	19,337
From PennyMac Mortgage Investment Trust	1,289	—	1,822	—
	15,053	8,975	37,170	19,337
Interest expense:				
To non-affiliates	12,918	8,136	31,526	17,253
To PennyMac Mortgage Investment Trust	8,026	3,577	17,596	9,578
	20,944	11,713	49,122	26,831
Net interest expense	(5,891)	(2,738)	(11,952)	(7,494)
	(158)	8	(295)	20

Change in fair value of investment in and dividends received from PennyMac Mortgage Investment Trust				
Other	410	713	2,446	2,751
Total net revenue	189,205	140,625	525,870	376,552
Expenses				
Compensation	74,129	48,375	202,695	138,232
Servicing	16,770	13,914	55,108	28,698
Technology	6,676	4,350	18,104	10,914
Loan origination	4,314	2,537	12,813	5,952
Professional services	3,803	3,290	10,710	8,150
Other	9,590	5,467	24,480	14,806
Total expenses	115,282	77,933	323,910	206,752
Income before provision for income taxes	73,923	62,692	201,960	169,800
Provision for income taxes	8,575	7,232	23,308	19,385
Net income	65,348	55,460	178,652	150,415
Less: Net income attributable to noncontrolling interest	52,668	44,971	144,195	122,336
Net income attributable to PennyMac Financial Services, Inc. common stockholders	$ 12,680	$ 10,489	$ 34,457	$ 28,079
Earnings per share				
Basic	$ 0.58	$ 0.49	$ 1.59	$ 1.33
Diluted	$ 0.58	$ 0.49	$ 1.58	$ 1.32
Weighted average common shares outstanding				
Basic	21,810	21,432	21,702	21,149
Diluted	76,138	75,949	76,098	75,918

The accompanying notes are an integral part of these financial statements.

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

	PennyMac Financial Services, Inc. Stockholders						
	Number of shares Class A (in thousands)	Class B	Common stock Class A	Class B	Additional paid-in capital	Retained earnings	N i N A C
013	20,813	—	$ 2	$ —	$ 153,000	$ 14,400	$
	—	—	—	—	—	28,079	
	32	—	—	—	2,086	—	
	—	—	—	—	—	—	
in . of	9	—	—	—	147	—	
C to ces, Class	672	—	—	—	6,572	—	
ac	—	—	—	—	(496)	—	
014	21,526	—	$ 2	$ —	$ 161,309	$ 42,479	$
014	21,578	—	$ 2	$ —	$ 162,720	$ 51,242	$
	—	—	—	—	—	34,457	
	75	—	—	—	3,746	—	
	—	—	—	—	—	—	
in . of	13	—	—	—	223	—	
C to ces,	177	—	—	—	2,919	—	
Class	—	—	—	—	(311)	—	

ıc								
.015	21,843	—	$ 2	$ —	$ 169,297	$ 85,699	$

The accompanying notes are an integral part of these financial statements.

7

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine months ended September 30,	
	2015	2014
	(in thousands)	
Cash flow from operating activities		
Net income	$ 178,652	$ 150,415
Adjustments to reconcile net income to net cash used in operating activities:		
Net gains on mortgage loans held for sale at fair value	(241,979)	(122,375)
Accrual of servicing rebate to Investment Funds	1,193	681
Amortization, impairment and change in fair value of mortgage servicing rights and excess servicing spread	117,399	33,879
Carried Interest from Investment Funds	(2,898)	(5,893)
Accrual of interest on excess servicing spread financing	17,596	9,578
Amortization of debt issuance costs and commitment fees relating to financing facilities	5,688	4,217
Change in fair value of investment in common shares of PennyMac Mortgage Investment Trust	422	115
Stock and unit-based compensation expense	13,104	7,479
Provision for servicing advance losses	23,538	8,519
Depreciation and amortization	1,585	972
Purchase of mortgage loans held for sale from PennyMac Mortgage Investment Trust	(24,877,077)	(11,947,251)
Originations of mortgage loans held for sale	(3,106,147)	(1,261,747)
Purchase of mortgage loans from Ginnie Mae securities for modification and subsequent sale	(989,009)	(897,381)
Capitalization of interest on mortgage loans held for sale at fair value	(11,703)	—
Sale and principal payments of mortgage loans held for sale	28,346,871	13,362,317
Sale of mortgage loans held for sale to PennyMac Mortgage Investment Trust	13,708	4,955
Repurchase of mortgage loans by PennyMac Mortgage Investment Trust	12,379	—
Repurchase of mortgage loans subject to representations and warranties	(17,112)	(1,757)
Increase in servicing advances	(47,080)	(54,850)
Increase in receivable from Investment Funds	(444)	(468)
Decrease (increase) in receivable from PennyMac Mortgage Investment Trust	8,889	(781)
Decrease in deferred tax asset	21,399	14,670
Decrease in payable to exchanged Private National Mortgage Acceptance Company, LLC unitholders under tax receivable agreement	(4,299)	—

Increase in other assets	(23,113)	(38,806)
Increase in accounts payable and accrued expenses	22,280	16,359
Decrease in payable to Investment Funds	(5,697)	(1,063)
Increase in payable to PennyMac Mortgage Investment Trust	22,698	23,136
Net cash used in operating activities	(519,157)	(695,080)
Cash flow from investing activities		
(Increase) decrease in short-term investments	(3,079)	106,247
Advance on note receivable from PennyMac Mortgage Investment Trust—secured	(168,546)	—
Repayment of note receivable from PennyMac Mortgage Investment Trust—secured	18,546	—
Purchase of mortgage servicing rights	(379,264)	(113,348)
Sale of mortgage servicing rights	—	10,916
Settlement of derivative financial instruments used for hedging	(3,678)	3,048
Purchase of furniture, fixtures, equipment and building improvements	(5,716)	(4,006)
Acquisition of capitalized software	(1,745)	(56)
Decrease (increase) in margin deposits and restricted cash	5,331	(1,620)
Net cash (used in) provided by investing activities	(538,151)	1,181
Cash flow from financing activities		
Sale of loans under agreements to repurchase	25,947,385	12,500,064
Repurchase of loans sold under agreements to repurchase	(25,482,890)	(12,041,909)
Issuance of mortgage loan participation certificates	13,265,896	180,062
Repayment of mortgage loan participation certificates	(13,162,123)	(37,679)
Borrowing on note payable	289,556	102,794
Repayment of note payable	(29,411)	—
Issuance of excess servicing spread financing	271,452	82,646
Repayment of excess servicing spread financing	(55,800)	(25,280)
Repayment of leases payable	(6)	—
Payment of debt issuance costs	(5,965)	—
Distribution to Private National Mortgage Acceptance Company, LLC partners	(9,627)	(20,187)
Net cash provided by financing activities	1,028,467	740,511
Net (decrease) increase in cash	(28,841)	46,612
Cash at beginning of period	76,256	30,639
Cash at end of period	$ 47,415	$ 77,251

The accompanying notes are an integral part of these financial statements.

Table of Contents

PENNYMAC FINANCIAL SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1—Organization and Basis of Presentation

PennyMac Financial Services, Inc. (“PFSI” or the “Company”) was formed as a Delaware corporation on December 31, 2012. Pursuant to a reorganization, the Company became a holding corporation and its primary asset is an equity interest in Private National Mortgage Acceptance Company, LLC (“PennyMac”). The Company is the managing member of PennyMac and operates and controls all of the businesses and affairs of PennyMac subject to the consent rights of other members under certain circumstances, and consolidates the financial results of PennyMac and its subsidiaries.

PennyMac is a Delaware limited liability company which, through its subsidiaries, engages in mortgage banking and investment management activities. PennyMac’s mortgage banking activities consist of residential mortgage loan production (including correspondent production and consumer direct lending) and mortgage loan servicing. PennyMac’s investment management activities and a portion of its loan servicing activities are conducted on behalf of investment vehicles that invest in residential mortgage loans and related assets. PennyMac’s primary wholly owned subsidiaries are:

· PNMAC Capital Management, LLC (“PCM”)—a Delaware limited liability company registered with the Securities and Exchange Commission (“SEC”) as an investment adviser under the Investment Advisers Act of 1940, as amended. PCM enters into investment management agreements with entities that invest in residential mortgage loans and related assets.

Presently, PCM has management agreements with PennyMac Mortgage Investment Trust (“PMT”), a publicly held real estate investment trust, PNMAC Mortgage Opportunity Fund, LLC and PNMAC Mortgage Opportunity Fund, L.P., both registered under the Investment Company Act of 1940, as amended, an affiliate of these funds, and PNMAC Mortgage Opportunity Fund Investors, LLC (collectively, “Investment Funds”). Together, the Investment Funds and PMT are referred to as the “Advised Entities.”

· PennyMac Loan Services, LLC (“PLS”)—a Delaware limited liability company that services portfolios of residential mortgage loans on behalf of non-affiliates or the Advised Entities, originates new prime credit quality residential mortgage loans, and engages in other mortgage banking activities for its own account and the account of PMT.

PLS is approved as a seller/servicer of mortgage loans by the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”) and as an issuer of securities guaranteed by the Government National Mortgage Association (“Ginnie Mae”). PLS is a licensed Federal Housing Administration Nonsupervised Title II Lender with the U.S. Department of Housing and Urban Development and a lender/servicer with the Veterans Administration and U.S. Department of Agriculture. We refer to each of Fannie Mae, Freddie Mac and Ginnie Mae as an “Agency” and collectively the “Agencies.”

· PNMAC Opportunity Fund Associates, LLC (“PMOFA”)—a Delaware limited liability company and the general partner of PNMAC Mortgage Opportunity Fund, L.P. PMOFA is entitled to incentive fees representing allocations of profits (“Carried Interest”) from PNMAC Mortgage Opportunity Fund, L.P..

The accompanying consolidated financial statements have been prepared in compliance with accounting principles generally accepted in the United States ("GAAP") as codified in the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification for interim financial information and with the SEC's instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, these financial statements and notes do not include all of the information required by GAAP for complete financial statements. The interim consolidated information should be read together with the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

The accompanying unaudited consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, income, and cash flows for the interim periods, but are not necessarily indicative of the results of operations to be anticipated for the full year ending December 31, 2015. Intercompany accounts and transactions have been eliminated.

Table of Contents

Preparation of financial statements in compliance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reporting period. Actual results will likely differ from those estimates.

Reclassification of previously presented balances

In April of 2015, the FASB issued Accounting Standards Update ("ASU") No. 2015-03, Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs ("ASU 2015-03"). The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability.

ASU 2015-03 specifies that its adoption be made on a retrospective basis. Accordingly, the Company has reclassified its debt issuance costs from Other assets as previously presented to Mortgage loans sold under agreements to repurchase and Mortgage loan participation and sale agreement to conform its December 31, 2014 balance sheet to the current presentation. The adoption of ASU 2015-03 did not result in changes to the Company's previously presented consolidated statements of income or consolidated statements of cash flows.

Following is a summary of the balance sheet reclassifications:

	December 31, 2014		
	As reported	As previously reported	Reclassification
	(in thousands)		
Assets:			
Other	$ 37,419	$ 37,858	$ (439)
Total assets	$ 2,506,686	$ 2,507,125	$ (439)
Liabilities:			
Mortgage loans sold under agreements to repurchase	$ 822,252	$ 822,621	$ (369)
Mortgage loan participation and sale agreement	$ 143,568	$ 143,638	$ (70)
Total liabilities	$ 1,699,420	$ 1,699,859	$ (439)
Total liabilities and stockholders' equity	$ 2,506,686	$ 2,507,125	$ (439)

Note 2—Concentration of Risk

A substantial portion of the Company's activities relate to the Advised Entities. Fees charged to these entities (generally comprised of fulfillment fees, loan servicing fees, management fees and Carried Interest) totaled 20% and 33% of total net revenue for the quarters ended September 30, 2015 and 2014, respectively, and 18% and 35% for the nine months ended September 30, 2015 and 2014, respectively.

Table of Contents

Note 3—Transactions with Affiliates

Transactions with PMT

Correspondent Production Activities

Following is a summary of mortgage lending and sourcing activity between the Company and PMT:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Fulfillment fee revenue	$ 17,553	$ 15,497	$ 45,752	$ 36,832
Unpaid principal balance of loans fulfilled for PennyMac Mortgage Investment Trust	$ 4,073,201	$ 3,677,613	$ 10,542,411	$ 8,588,955
Sourcing fees paid	$ 3,236	$ 1,384	$ 7,084	$ 3,401
Unpaid principal balance of loans purchased from PennyMac Mortgage Investment Trust	$ 10,783,882	$ 4,609,947	$ 23,602,020	$ 11,332,898
Proceeds from sale of mortgage loans held for sale to PennyMac Mortgage Investment Trust	$ 1,047	$ 2,970	$ 11,875	$ 4,955
Tax service fee receivable from PennyMac Mortgage Investment Trust	$ 1,291	$ 703	$ 3,293	$ 1,753
Mortgage servicing rights recapture recognized	$ 670	$ —	$ 670	$ 9

Mortgage Loan Servicing Activities

Following is a summary of mortgage loan servicing fees earned from PMT:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014

	(in thousands)			
Loan servicing fees relating to PennyMac Mortgage Investment Trust:				
Mortgage loans acquired for sale at fair value:				
Base and supplemental	$ 130	$ 28	$ 198	$ 74
Activity-based	153	35	243	112
	283	63	441	186
Mortgage loans at fair value:				
Base and supplemental	3,896	4,662	12,053	14,549
Activity-based	2,961	4,076	8,948	16,208
	6,857	8,738	21,001	30,757
Mortgage loans held in a variable interest entity by PennyMac Mortgage Investment Trust:				
Base and supplemental	34	17	92	71
Activity-based	—	—	—	—
	34	17	92	71
Mortgage servicing rights:				
Base and supplemental	4,473	3,459	12,783	9,930
Activity-based	89	48	225	152
	4,562	3,507	13,008	10,082
	$ 11,736	$ 12,325	$ 34,542	$ 41,096

Table of Contents

Management Activities

Following is a summary of the management fees earned from PMT:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Management fees:				
Base	$ 5,742	$ 6,033	$ 17,181	$ 17,392
Performance incentive	—	3,590	1,343	9,217
	$ 5,742	$ 9,623	$ 18,524	$ 26,609

Investing and Financing Activities

Following is a summary of investing and financing activity between the Company and PMT:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Financing activities:				
Excess servicing spread financing:				
Issuance	$ 84,165	$ 9,253	$ 271,452	$ 82,646
Repayment	$ 24,717	$ 8,786	$ 55,800	$ 25,280
Change in fair value (gain) loss	$ 10,271	$ 9,539	$ 10,674	$ 24,392
Interest expense	$ 8,026	$ 3,577	$ 17,596	$ 9,578
Recapture recognized	$ 2,428	$ 2,143	$ 5,173	$ 6,558
Investing activities:				
Note receivable from PennyMac Mortgage Investment Trust—secured:				
Advances	$ 97,474	$ —	$ 168,546	$ —
Repayment	$ —	$ —	$ 18,546	$ —
Interest income	$ 1,289	$ —	$ 1,822	$ —

The Company is a party to a Third Amended and Restated Loan and Security Agreement, dated as of March 27, 2015, pursuant to which it finances certain of its mortgage servicing rights ("MSRs") and servicing advance receivables with Credit Suisse First Boston Mortgage Capital LLC ("CSFB") (the "Loan and Security Agreement"). On April 30, 2015, the Company amended and restated the Loan and Security Agreement to increase the maximum loan amount thereunder to $407 million, a $150 million increase for the purpose of facilitating the financing of the related excess servicing spread ("ESS") by PMT.

In connection with the Loan and Security Agreement, the Company and PMT entered into an underlying loan and security agreement, dated as of April 30, 2015, pursuant to which PMT may borrow up to $150 million from the Company for the purpose of financing ESS. The principal amount of the borrowings under the Loan and Security Agreement is based upon a percentage of the fair value of the ESS pledged by PMT, subject to the $150 million sublimit described above. Pursuant to the underlying loan and security agreement, PMT granted to the Company a security interest in all of its right, title and interest in, to and under the ESS pledged to secure loans. The portion of the loan amount outstanding under the Loan and Security Agreement and relating to advances outstanding with PMT under the underlying loan and security agreement is guaranteed in full by PMT.

The Company and PMT have agreed that PMT is required to repay the Company the principal amount of such borrowings plus accrued interest to the date of such repayment, and the Company is required to repay CSFB the corresponding amount under the Loan and Security Agreement. Interest accrues under the underlying loan and security agreement at a rate based on CSFB's cost of funds. PMT was also required to pay the Company a fee for the structuring of the Loan and Security Agreement in an amount equal to the portion of the corresponding fee paid by the Company to CSFB under the Loan and Security Agreement and allocable to the $150.0 million relating to the ESS financing.

As of September 30, 2015, $150.0 million of principal was outstanding and included in Note receivable from PennyMac Mortgage Investment Trust secured on the accompanying consolidated balance sheets.

Table of Contents

Other Transactions

In connection with PMT's initial public offering of common shares on August 4, 2009 ("IPO"), PMT conditionally agreed to reimburse the Company up to $2.9 million for underwriting fees paid to the IPO underwriters by the Company on PMT's behalf. The Company received reimbursement payments from PMT totaling $7,000 and $237,000 for the quarter and nine months ended September 30, 2015, respectively, and $256,000 and $292,000 during the quarter and nine months ended September 30, 2014, respectively.

PMT reimburses the Company for other expenses, including common overhead expenses incurred on its behalf by the Company, in accordance with the terms of its management agreement. Such amounts are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Reimbursement of:				
Common overhead incurred by the Company (1)	$ 2,694	$ 2,912	$ 8,125	$ 8,181
Expenses incurred on PMT's behalf	(85)	122	377	671
	$ 2,609	$ 3,034	$ 8,502	$ 8,852
Payments and settlements during the period (2)	$ 17,709	$ 31,621	$ 64,575	$ 72,975

(1) During the quarter and nine month periods ended September 30, 2015, in accordance with the terms of its management agreement with PMT, the Company provided PMT with discretionary waivers of $900,000 and $1.6 million, respectively, of overhead expenses otherwise allocable to PMT.

(2) Payments and settlements include payments for correspondent production activities, loan servicing activities, management activities, investment activities and financing activities itemized in the preceding tables and netting settlements made pursuant to master netting agreements between the Company and PMT.

Amounts due from PMT are summarized below:

	September 30, 2015	December 31, 2014
	(in thousands)	
Management fees	$ 5,742	$ 8,426
Allocated expenses	5,237	6,581
Fulfillment fees	3,031	506

Servicing fees	2,310	3,385
Conditional Reimbursement	900	1,137
Unsettled excess servicing spread issuance	—	3,836
	$ 17,220	$ 23,871

The Company holds an investment in PMT in the form of 75,000 common shares of beneficial interest as of September 30, 2015 and December 31, 2014. The common shares of beneficial interest had fair values of $1.2 million and $1.6 million as of September 30, 2015 and December 31, 2014, respectively.

Of the $147.3 million payable to PMT as of September 30, 2015, $138.3 million represents deposits made by PMT to fund servicing advances made by the Company, $8.2 million represents other expenses and unsettled ESS financing activity, and $800,000 represents MSR recapture payable to PMT.

Of the $123.3 million payable to PMT as of December 31, 2014, $116.7 million represents deposits made by PMT to fund servicing advances made by the Company, $6.2 million represents other expenses and unsettled ESS financing activity, and $460,000 represents MSR recapture payable to PMT.

Table of Contents

Transactions with Investment Funds

Amounts due from the Investment Funds are summarized below:

	September 30, 2015	December 31, 2014
	(in thousands)	
Carried Interest due from Investment Funds:		
PNMAC Mortgage Opportunity Fund, LLC	$ 42,283	$ 40,771
PNMAC Mortgage Opportunity Fund Investors, LLC	27,913	26,527
	$ 70,196	$ 67,298
Receivable from Investment Funds:		
Management fees	$ 722	$ 1,596
Loan servicing fees	315	476
Expense reimbursements	284	30
Loan servicing rebate	221	189
	$ 1,542	$ 2,291

Amounts due to the Investment Funds totaling $30.2 million and $35.9 million represent amounts advanced by the Investment Funds to fund servicing advances made by the Company as of September 30, 2015 and December 31, 2014, respectively.

Exchanged Private National Mortgage Acceptance Company, LLC Unitholders

The Company entered into a tax receivable agreement with PennyMac's existing unitholders on the date of the IPO that will provide for the payment by PFSI to PennyMac's exchanged unitholders an amount equal to 85% of the amount of the benefits, if any, that PFSI is deemed to realize as a result of (i) increases in tax basis of PennyMac's assets resulting from such unitholders' exchanges and (ii) certain other tax benefits related to entering into the tax receivable agreement, including tax benefits attributable to payments under the tax receivable agreement. Based on the PennyMac unitholder exchanges to date, the Company has recorded a $72.3 million Payable to exchanged Private National Mortgage Acceptance Company, LLC unitholders under tax receivable agreement as of September 30, 2015. The Company made payments under the tax receivable agreement totaling $0 and $4.3 million during the quarter and nine months ended September 30, 2015.

Note 4—Earnings Per Share of Common Stock

Basic earnings per share of common stock is determined using net income attributable to the Company's common stockholders divided by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share of common stock is determined by dividing diluted net income attributable to the Company's common stockholders by the weighted average number of shares of common stock outstanding, assuming all potentially dilutive shares of common stock were issued.

The Company applies the treasury stock method to determine the dilutive weighted average shares of common stock represented by the non-vested unit-based and stock-based compensation awards. The diluted earnings per share calculation assumes the exchange of these PennyMac Class A units for shares of common stock. Accordingly, earnings attributable to the Company's common stockholders is also adjusted to include the earnings allocated to the PennyMac Class A units after taking into account the income taxes applicable to the shares of common stock assumed to be exchanged.

Table of Contents

The following table summarizes the basic and diluted earnings per share calculations:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands, except per share data)			
Basic earnings per share of common stock:				
Net income attributable to PennyMac Financial Services, Inc. common stockholders	$ 12,680	$ 10,489	$ 34,457	$ 28,079
Weighted average shares of common stock outstanding	21,810	21,432	21,702	21,149
Basic earnings per share of common stock	$ 0.58	$ 0.49	$ 1.59	$ 1.33
Diluted earnings per share of common stock:				
Net income	$ 12,680	$ 10,489	$ 34,457	$ 28,079
Effect of net income attributable to noncontrolling interest, net of income taxes	31,418	26,620	86,012	72,374
Diluted net income attributable to common stockholders	$ 44,098	$ 37,109	$ 120,469	$ 100,453
Weighted average shares of common stock outstanding	21,810	21,432	21,702	21,149
Dilutive shares:				
PennyMac Class A units exchangeable to common stock	54,042	53,492	53,744	53,569
Non-vested PennyMac Class A units issuable under unit-based stock compensation plan and exchangeable to common stock	163	975	528	1,155
Shares issuable under stock-based compensation plans	123	50	124	45
Diluted weighted average shares of common stock outstanding	76,138	75,949	76,098	75,918
Diluted earnings per share of common stock	$ 0.58	$ 0.49	$ 1.58	$ 1.32

Note 5—Loan Sales and Servicing Activities

The Company originates or purchases and sells mortgage loans in the secondary mortgage market without recourse for credit losses. However, the Company maintains continuing involvement with the mortgage loans in the form of servicing arrangements and the liability under representations and warranties it makes to purchasers and insurers of the mortgage loans.

The following table summarizes cash flows between the Company and transferees as a result of the sale of mortgage loans in transactions where the Company maintains continuing involvement with the mortgage loans in the form of loan servicing arrangements and a liability for representations and warranties it makes to purchasers and insurers of the mortgage loans, as well as unpaid principal balance information at period end.

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Cash flows:				
Sales proceeds	$ 12,738,035	$ 5,345,227	$ 28,357,226	$ 13,367,272
Servicing fees received (1)	$ 33,745	$ 30,609	$ 103,057	$ 78,075
Net servicing advances (recoveries)	$ (9,778)	$ 6,520	$ (18,733)	$ 2,182
Period end information:				
Unpaid principal balance of mortgage loans outstanding at end of period	$ 55,216,410	$ 33,297,161		
Delinquencies:				
30-89 days	$ 1,303,412	$ 662,863		
90 days or more or in foreclosure or bankruptcy	$ 1,249,692	$ 168,503		

(1) Net of guarantee fees paid to the Agencies.

Table of Contents

The unpaid principal balance ("UPB") of the Company's mortgage servicing portfolio is summarized as follows:

	September 30, 2015		
	Servicing rights owned	Contract servicing and subservicing	Total loans serviced
	(in thousands)		
Investor:			
Non-affiliated entities	$ 107,933,619	$ —	$ 107,933,619
Affiliated entities	—	45,294,101	45,294,101
Mortgage loans held for sale	1,602,692	—	1,602,692
	$ 109,536,311	$ 45,294,101	$ 154,830,412
Amount subserviced for the Company (1)	$ 1,798	$ —	$ 1,798
Delinquent mortgage loans:			
30 days	$ 2,558,944	$ 340,589	$ 2,899,533
60 days	800,846	137,172	938,018
90 days or more			
Not in foreclosure	1,124,614	872,914	1,997,528
In foreclosure	508,771	1,291,618	1,800,389
Foreclosed	19,755	577,581	597,336
	$ 5,012,930	$ 3,219,874	$ 8,232,804
Custodial funds managed by the Company (2)	$ 2,895,891	$ 556,565	$ 3,452,456

(1) Certain of the mortgage loans serviced by the Company are subserviced on the Company's behalf by other mortgage loan servicers. Mortgage loans are subserviced for the Company on a transitional basis for loans where the Company has obtained the rights to service the loans but servicing of the loans has not yet been transferred to the Company's servicing system.

(2) Borrower and investor custodial cash accounts relate to mortgage loans serviced under the servicing agreements and are not recorded on the Company's consolidated balance sheets. The Company earns interest on custodial funds it manages on behalf of the mortgage loans' investors, which is recorded as part of the interest income in the Company's consolidated statements of income.

	December 31, 2014		
	Servicing rights owned	Contract servicing and subservicing	Total loans serviced
	(in thousands)		
Investor:			
Non-affiliated entities	$ 65,169,194	$ —	$ 65,169,194
Affiliated entities	—	39,709,945	39,709,945
Mortgage loans held for sale	1,100,910	—	1,100,910

	$ 66,270,104	$ 39,709,945	$ 105,980,049
Amount subserviced for the Company (1)	$ —	$ 330,768	$ 330,768
Delinquent mortgage loans:			
30 days	$ 1,372,915	$ 302,091	$ 1,675,006
60 days	434,428	135,777	570,205
90 days or more			
Not in foreclosure	779,129	1,057,973	1,837,102
In foreclosure	422,330	1,544,762	1,967,092
Foreclosed	32,444	533,067	565,511
	$ 3,041,246	3,573,670	$ 6,614,916
Custodial funds managed by the Company (2)	$ 1,522,295	$ 388,498	$ 1,910,793

(1) Certain of the mortgage loans serviced by the Company are subserviced on the Company's behalf by other mortgage loan servicers. Mortgage loans are subserviced for the Company on a transitional basis for loans where the Company has obtained the rights to service the loans but servicing of the loans has not yet been transferred to the Company's servicing system.

Table of Contents

(2) Borrower and investor custodial cash accounts relate to mortgage loans serviced under the servicing agreements and are not recorded on the Company's consolidated balance sheets. The Company earns interest on custodial funds it manages on behalf of the mortgage loans' investors, which is recorded as part of the interest income in the Company's consolidated statements of income.

Following is a summary of the geographical distribution of mortgage loans included in the Company's servicing portfolio for the top five and all other states as measured by UPB:

State	September 30, 2015	December 31, 2014
	(in thousands)	
California	$ 38,425,517	$ 33,751,630
Texas	11,542,716	6,954,778
Virginia	9,209,929	6,360,171
Florida	9,154,980	5,573,215
Maryland	5,784,906	*
Washington	*	3,830,587
All other states	80,712,364	49,509,668
	$ 154,830,412	$ 105,980,049

* State did not represent a top five state as of the respective date.

Note 6—Netting of Financial Instruments

The Company uses derivative financial instruments to manage exposure to interest rate risk for the interest rate lock commitments ("IRLCs") it makes to purchase or originate mortgage loans at specified interest rates, its inventory of mortgage loans held for sale and MSRs. The Company has elected to present net derivative asset and liability positions, and cash collateral obtained from (or posted to) its counterparties when subject to a master netting arrangement that is legally enforceable on all counterparties in the event of default. The derivatives that are not subject to a master netting arrangement are IRLCs.

Following are summaries of derivative assets and related netting amounts.

Offsetting of Derivative Assets

	September 30, 2015			December 31, 2014		
	Gross amount of recognized assets	Gross amount offset in the consolidated balance sheet	Net amount of assets in the consolidated balance sheet	Gross amount of recognized assets	Gross amount offset in the consolidated balance sheet	Net amount of assets in the consolidated balance sheet
	(in thousands)					
Derivatives subject to master netting arrangements:						
Forward purchase contracts	$ 37,265	$ —	$ 37,265	$ 9,060	$ —	$ 9,060
Forward sale contracts	862	—	862	320	—	320
MBS put options	604	—	604	476	—	476
Put options on interest rate futures purchase contracts	1,301	—	1,301	862	—	862
Call options on interest rate futures purchase contracts	4,539	—	4,539	2,193	—	2,193
Netting	—	(35,465)	(35,465)	—	(7,807)	(7,807)
	44,571	(35,465)	9,106	12,911	(7,807)	5,104
Derivatives not subject to master netting arrangements - IRLCs	44,463	—	44,463	33,353	—	33,353
	$ 89,034	$ (35,465)	$ 53,569	$ 46,264	$ (7,807)	$ 38,457

Table of Contents

Derivative Assets, Financial Assets, and Collateral Held by Counterparty

The following table summarizes by significant counterparty the amount of derivative asset positions after considering master netting arrangements and financial instruments or cash pledged that do not meet the accounting guidance qualifying for netting.

	September 30, 2015				December 31, 2014			
		Gross amount not offset in the consolidated balance sheet				Gross amount not offset in the consolidated balance sheet		
	Net amount of assets in the consolidated balance sheet	Financial instruments	Cash collateral received	Net amount	Net amount of assets in the consolidated balance sheet	Financial instruments	Cash collateral received	Net amount
	(in thousands)							
Interest rate lock commitments	$ 44,463	$ —	$ —	$ 44,463	$ 33,353	$ —	$ —	$ 33,353
RJ O'Brien	4,637	—	—	4,637	2,005	—	—	2,005
Jefferies & Co.	1,544	—	—	1,544	764	—	—	764
Bank of America, N.A.	1,057	—	—	1,057	—	—	—	—
Nomura	606	—	—	606	322	—	—	322
Wells Fargo Bank, N.A.	356	—	—	356	379	—	—	379
Goldman Sachs	—	—	—	—	600	—	—	600
JP Morgan	—	—	—	—	526	—	—	526
Others	906	—	—	906	508	—	—	508
	$ 53,569	$ —	$ —	$ 53,569	$ 38,457	$ —	$ —	$ 38,457

Offsetting of Derivative Liabilities and Financial Liabilities

Following is a summary of net derivative liabilities and assets sold under agreements to repurchase and related netting amounts. As discussed above, all derivatives with the exception of IRLCs are subject to master netting arrangements. The mortgage loans sold under agreements to repurchase do not qualify for netting.

	September 30, 2015		December 31, 2014	
		Net		Net

	Gross amount of recognized liabilities (in thousands)	Gross amount offset in the consolidated balance sheet	amount of liabilities in the consolidated balance sheet	Gross amount of recognized liabilities	Gross amount offset in the consolidated balance sheet	amount of liabilities in the consolidated balance sheet
Derivatives subject to a master netting arrangement:						
Forward purchase contracts	$ 113	$ —	$ 113	$ 141	$ —	$ 141
Forward sale contracts	36,619	—	36,619	16,110	—	16,110
Put options on interest rate futures sale contracts	—	—	—	8	—	8
Netting	—	(33,025)	(33,025)	—	(10,698)	(10,698)
	36,732	(33,025)	3,707	16,259	(10,698)	5,561
Derivatives not subject to a master netting arrangement - IRLCs	925	—	925	952	—	952
Total derivatives	37,657	(33,025)	4,632	17,211	(10,698)	6,513
Mortgage loans sold under agreements to repurchase:						
Amount outstanding	1,287,116	—	1,287,116	822,621	—	822,621
Unamortized debt issuance costs	(705)	—	(705)	(369)	—	(369)
	1,286,411	—	1,286,411	822,252	—	822,252
	$ 1,324,068	$ (33,025)	$ 1,291,043	$ 839,463	$ (10,698)	$ 828,765

Table of Contents

Derivative Liabilities, Financial Liabilities, and Collateral Held by Counterparty

The following table summarizes by significant counterparty the amount of derivative liabilities and mortgage loans sold under agreements to repurchase after considering master netting arrangements and financial instruments or cash pledged that do not qualify under the accounting guidance for netting. All assets sold under agreements to repurchase are secured by sufficient collateral or have fair value that exceeds the liability amount recorded on the consolidated balance sheets.

	September 30, 2015				December 31, 2014			
		Gross amount not offset in the consolidated balance sheet				Gross amount not offset in the consolidated balance sheet		
	Net amount of liabilities in the consolidated balance sheet	Financial instruments	Cash collateral pledged	Net amount of liabilities in the consolidated balance sheet	Net amount of liabilities in the consolidated balance sheet	Financial instruments	Cash collateral pledged	Net amount of liabilities in the consolidated balance sheet
	(in thousands)							
Interest rate lock commitments	$ 925	$ —	$ —	$ 925	$ 952	$ —	$ —	$ 952
Credit Suisse First Boston Mortgage Capital LLC	496,904	(496,855)	—	49	464,737	(463,541)	—	1,196
Bank of America, N.A.	494,691	(494,691)	—	—	236,909	(236,771)	—	138
Morgan Stanley Bank, N.A.	198,790	(198,687)	—	103	122,148	(122,031)	—	117
Citibank, N.A.	97,190	(96,883)	—	307	699	(278)	—	421
Bank of Oklahoma	978	—	—	978	486	—	—	486
Multi-Bank	401	—	—	401	—	—	—	—
JP Morgan	352	—	—	352	—	—	—	—
Bank of New York Mellon	—	—	—	—	1,552	—	—	1,552
Others	1,517	—	—	1,517	1,651	—	—	1,651
	$ 1,291,748	$ (1,287,116)	$ —	$ 4,632	$ 829,134	$ (822,621)	$ —	$ 6,513

Note 7—Fair Value

The Company’s consolidated financial statements include assets and liabilities that are measured based on their fair values. The application of fair value may be on a recurring or nonrecurring basis depending on the accounting principles applicable to the specific asset or liability and whether management has elected to carry the item at its fair value as discussed in the following paragraphs.

Fair Value Accounting Elections

Management identified all of its non-cash financial assets, its originated MSRs relating to loans with initial interest rates of more than 4.5% and purchased MSRs subject to ESS financing to be accounted for at fair value so changes in fair value will be reflected in income as they occur and more timely reflect the results of the Company’s performance. Management has also elected to account for its ESS financing at fair value as a means of hedging the related MSRs’ fair value risk.

The Company’s subsequent accounting for MSRs is based on the class of MSRs. Originated MSRs relating to mortgage loans with initial interest rates of less than or equal to 4.5% are accounted for using the amortization method. Originated MSRs relating to mortgage loans with initial interest rates of more than 4.5% and purchased MSRs subject to ESS financing are accounted for at fair value with changes in fair value recorded in current period income.

Table of Contents

Financial Statement Items Measured at Fair Value on a Recurring Basis

Following is a summary of financial statement items that are measured at fair value on a recurring basis:

	September 30, 2015			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets:				
Short-term investments	$ 24,766	$ —	$ —	$ 24,766
Mortgage loans held for sale at fair value	—	1,633,358	63,622	1,696,980
Derivative assets:				
Interest rate lock commitments	—	—	44,463	44,463
Forward purchase contracts	—	37,265	—	37,265
Forward sales contracts	—	862	—	862
MBS put options	—	604	—	604
Put options on interest rate futures purchase contracts	1,301	—	—	1,301
Call options on interest rate futures purchase contracts	4,539	—	—	4,539
Total derivative assets before netting	5,840	38,731	44,463	89,034
Netting (1)	—	—	—	(35,465)
Total derivative assets	5,840	38,731	44,463	53,569
Investment in PennyMac Mortgage Investment Trust	1,160	—	—	1,160
Mortgage servicing rights at fair value	—	—	669,667	669,667
	$ 31,766	$ 1,672,089	$ 777,752	$ 2,446,142
Liabilities:				
Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust	$ —	$ —	$ 418,573	$ 418,573
Derivative liabilities:				
Interest rate lock commitments	—	—	925	925
Forward purchase contracts	—	113	—	113
Forward sales contracts	—	36,619	—	36,619
Total derivative liabilities before netting	—	36,732	925	37,657
Netting (1)	—	—	—	(33,025)
Total derivative liabilities	—	36,732	925	4,632
Mortgage servicing liabilities	—	—	10,724	10,724
	$ —	$ 36,732	$ 430,222	$ 433,929

(1) Derivatives are reported net of cash collateral received and paid and, to the extent that the criteria of the accounting guidance covering the offsetting of amounts related to certain contracts are met, positions with the same counterparty are netted as part of a legally enforceable master netting agreement.

Table of Contents

	December 31, 2014 Level 1	Level 2	Total	Total
	(in thousands)			
Assets:				
Short-term investments	$ 21,687	$ —	$ —	$ 21,687
Mortgage loans held for sale at fair value	—	937,976	209,908	1,147,884
Derivative assets:				
Interest rate lock commitments	—	—	33,353	33,353
Forward purchase contracts	—	9,060	—	9,060
Forward sales contracts	—	320	—	320
MBS put options	—	476	—	476
Put options on interest rate futures purchase contracts	862	—	—	862
Call options on interest rate futures purchase contracts	2,193	—	—	2,193
Total derivative assets before netting	3,055	9,856	33,353	46,264
Netting (1)	—	—	—	(7,807)
Total derivative assets	3,055	9,856	33,353	38,457
Investment in PennyMac Mortgage Investment Trust	1,582	—	—	1,582
Mortgage servicing rights at fair value	—	—	325,383	325,383
	$ 26,324	$ 947,832	$ 568,644	$ 1,534,993
Liabilities:				
Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust	$ —	$ —	$ 191,166	$ 191,166
Derivative liabilities:				
Interest rate lock commitments	—	—	952	952
Forward purchase contracts	—	141	—	141
Forward sales contracts	—	16,110	—	16,110
Put options on interest rate futures sale contracts	8	—	—	8
Total derivative liabilities before netting	8	16,251	952	17,211
Netting (1)	—	—	—	(10,698)
Total derivative liabilities	8	16,251	952	6,513
Mortgage servicing liabilities	—	—	6,306	6,306
	$ 8	$ 16,251	$ 198,424	$ 203,985

(1) Derivatives are reported net of cash collateral received and paid and, to the extent that the criteria of the accounting guidance covering the offsetting of amounts related to certain contracts are met, positions with the same counterparty are netted as part of a legally enforceable master netting agreement.

Table of Contents

As shown above, all or a portion of the Company's mortgage loans held for sale, IRLCs, MSRs at fair value, mortgage servicing liabilities and ESS financing are measured using Level 3 inputs. Following are roll forwards of these items for the quarters and nine months ended September 30, 2015 and 2014:

	Quarter ended September 30, 2015			
	Mortgage loans held for sale	Net interest rate lock commitments (1)	Mortgage servicing rights	Total
	(in thousands)			
Assets:				
Balance, June 30, 2015	$ 34,085	$ 27,737	$ 581,269	$ 643,091
Purchases	391,578	—	109,131	500,709
Sales	(286,481)	—	—	(286,481)
Repayments	(14,465)	—	—	(14,465)
Interest rate lock commitments issued, net	—	73,133	—	73,133
Mortgage servicing rights resulting from mortgage loan sales	—	—	6,989	6,989
Changes in fair value included in income arising from:				
Changes in instrument-specific credit risk	—	—	—	—
Other factors	826	58,659	(27,722)	31,763
	826	58,659	(27,722)	31,763
Transfers of mortgage loans held for sale from Level 3 to Level 2 (2)	(61,921)	—	—	(61,921)
Transfers of interest rate lock commitments to mortgage loans held for sale	—	(115,991)	—	(115,991)
Balance, September 30, 2015	$ 63,622	$ 43,538	$ 669,667	$ 776,827
Changes in fair value recognized during the period relating to assets still held at September 30, 2015	$ (614)	$ 43,538	$ (27,722)	$ 15,202

(1) For the purpose of this table, the IRLC asset and liability positions are shown net.
(2) Mortgage loans held for sale are transferred from Level 3 to Level 2 as a result of the mortgage loan becoming saleable into active mortgage markets pursuant to a loan modification, borrower reperformance or resolution of deficiencies.

	Quarter ended September 30, 2015		
	Excess servicing spread financing	Mortgage servicing liabilities	Total
	(in thousands)		
Liabilities:			
Balance, June 30, 2015	$ 359,102	$ 11,791	$ 370,893

Issuance of excess servicing spread financing	84,165	—	84,165
Excess servicing spread financing issued pursuant to a recapture agreement with PennyMac Mortgage Investment Trust	2,268	—	2,268
Accrual of interest on excess servicing spread	8,026	—	8,026
Repayments	(24,717)	—	(24,717)
Mortgage servicing liabilities resulting from mortgage loan sales	—	8,358	8,358
Changes in fair value included in income	(10,271)	(9,425)	(19,696)
Balance, September 30, 2015	$ 418,573	$ 10,724	$ 429,297
Changes in fair value recognized during the period relating to liabilities still held at September 30, 2015	$ (10,271)	$ (9,425)	$ (19,696)

Table of Contents

	Quarter ended September 30, 2014			
	Mortgage loans held for sale	Net interest rate lock commitments (1)	Mortgage servicing rights	Total
	(in thousands)			
Assets:				
Balance, June 30, 2014	$ 254,656	$ 29,750	$ 308,599	$ 593,005
Purchases	217,498	—	15,704	233,202
Repayments	(10,659)	—	—	(10,659)
Interest rate lock commitments issued, net	—	30,727	—	30,727
Mortgage servicing rights resulting from mortgage loan sales	—	—	6,381	6,381
Sales	(74,817)	—	—	(74,817)
Changes in fair value included in income arising from:				
Changes in instrument-specific credit risk	—	—	—	—
Other factors	1,797	2,289	(11,535)	(7,449)
	1,797	2,289	(11,535)	(7,449)
Transfers of mortgage loans held for sale from Level 3 to Level 2 (2)	(102,419)	—	—	(102,419)
Transfers of interest rate lock commitments to mortgage loans held for sale	—	(40,130)	—	(40,130)
Balance, September 30, 2014	$ 286,056	$ 22,636	$ 319,149	$ 627,841
Changes in fair value recognized during the period relating to assets still held at September 30, 2014	$ 1,797	$ 22,636	$ (11,535)	$ 12,898

(1) For the purpose of this table, the interest rate lock asset and liability positions are shown net.

(2) Mortgage loans held for sale are transferred from Level 3 to Level 2 as a result of the mortgage loan becoming saleable into active mortgage markets pursuant to a loan modification, borrower reperformance or resolution of deficiencies.

	Quarter ended September 30, 2014		
	Excess servicing spread financing	Mortgage servicing liabilities	Total
	(in thousands)		
Liabilities:			
Balance, June 30, 2014	$ 190,244	$ 5,821	$ 196,065
Issuance of excess servicing spread financing	9,253	—	9,253
Excess servicing spread financing issued pursuant to a recapture agreement with PennyMac Mortgage Investment	2,619	—	2,619
Accrual of interest on excess servicing spread	3,577	—	3,577

Repayments	(8,786)	—	(8,786)
Changes in fair value included in income	(9,539)	(1,730)	(11,269)
Balance, September 30, 2014	$ 187,368	$ 4,091	$ 191,459
Changes in fair value recognized during the period relating to liabilities still held at September 30, 2014	$ (9,539)	$ (1,730)	$ (11,269)

Table of Contents

	Nine months ended September 30, 2015			
	Mortgage loans held for sale	Net interest rate lock commitments (1)	Mortgage servicing rights	Total
	(in thousands)			
Assets:				
Balance, December 31, 2014	$ 209,908	$ 32,401	$ 325,383	$ 567,692
Purchases	857,863	—	379,264	1,237,127
Sales	(798,335)	—	—	(798,335)
Repayments	(34,467)	—	—	(34,467)
Interest rate lock commitments issued, net	—	217,278	—	217,278
Mortgage servicing rights resulting from mortgage loan sales	—	—	13,107	13,107
Changes in fair value included in income arising from:				
Changes in instrument-specific credit risk	4,054	—	—	4,054
Other factors	35	48,367	(48,087)	315
	4,089	48,367	(48,087)	4,369
Transfers of mortgage loans held for sale from Level 3 to Level 2 (2)	(175,436)	—	—	(175,436)
Transfers of interest rate lock commitments to mortgage loans held for sale	—	(254,508)	—	(254,508)
Balance, September 30, 2015	$ 63,622	$ 43,538	$ 669,667	$ 776,827
Changes in fair value recognized during the period relating to assets still held at September 30, 2015	$ (1,145)	$ 43,538	$ (48,087)	$ (5,694)

(1) For the purpose of this table, the interest rate lock asset and liability positions are shown net.

(2) Mortgage loans held for sale are transferred from Level 3 to Level 2 as a result of the mortgage loan becoming saleable into active mortgage markets pursuant to a loan modification, borrower reperformance or resolution of deficiencies.

	Nine months ended September 30, 2015		
	Excess servicing spread financing	Mortgage servicing liabilities	Total
	(in thousands)		
Liabilities:			
Balance, December 31, 2014	$ 191,166	$ 6,306	$ 197,472
Issuance of excess servicing spread financing	271,452	—	271,452
Excess servicing spread financing issued pursuant to a recapture agreement with PennyMac Mortgage Investment Trust	4,833	—	4,833
Accrual of interest on excess servicing spread	17,596	—	17,596
Repayments	(55,800)	—	(55,800)
Mortgage servicing liabilities resulting from mortgage loan sales	—	20,442	20,442

Changes in fair value included in income	(10,674)	(16,024)	(26,698)
Balance, September 30, 2015	$ 418,573	$ 10,724	$ 429,297
Changes in fair value recognized during the year relating to liabilities still held at September 30, 2015	$ (10,674)	$ (16,024)	$ (26,698)

Table of Contents

	Nine months ended September 30, 2014			
	Mortgage loans held for sale	Net interest rate lock commitments (1)	Mortgage servicing rights	Total
	(in thousands)			
Assets:				
Balance December 31, 2013	$ 3,933	$ 6,761	$ 224,913	$ 235,607
Purchases	897,381	—	113,348	1,010,729
Repayments	(16,778)	—	—	(16,778)
Interest rate lock commitments issued, net	—	113,559	—	113,559
Mortgage servicing rights resulting from mortgage loan sales	—	—	20,647	20,647
Sales	(435,437)	—	(10,916)	(446,353)
Changes in fair value included in income arising from:				
Changes in instrument-specific credit risk	—	—	—	—
Other factors	(84)	21,768	(28,843)	(7,159)
	(84)	21,768	(28,843)	(7,159)
Transfers of mortgage loans held for sale from Level 3 to Level 2 (2)	(162,959)	—	—	(162,959)
Transfers of interest rate lock commitments to mortgage loans held for sale	—	(119,452)	—	(119,452)
Balance, September 30, 2014	$ 286,056	$ 22,636	$ 319,149	$ 627,841
Changes in fair value recognized during the period relating to assets still held at September 30, 2014	$ (84)	$ 22,636	$ (28,878)	$ (6,326)

(1) For the purpose of this table, the interest rate lock asset and liability positions are shown net.

(2) Mortgage loans held for sale are transferred from Level 3 to Level 2 as a result of the mortgage loan becoming saleable into active mortgage markets pursuant to a loan modification, borrower reperformance or resolution of deficiencies.

	Nine months ended September 30, 2014		
	Excess servicing spread financing	Mortgage servicing liabilities	Total
	(in thousands)		
Liabilities:			
Balance December 31, 2013	$ 138,723	$ —	$ 138,723
Issuance of excess servicing spread financing	82,646	—	82,646
Excess servicing spread financing issued pursuant to a recapture agreement with PennyMac Mortgage Investment Trust	6,093	—	6,093
Accrual of interest on excess servicing spread financing	9,578	—	9,578
Repayments	(25,280)	—	(25,280)

Changes in fair value included in income	(24,392)	4,091	(20,301)
Balance, September 30, 2014	$ 187,368	$ 4,091	$ 191,459
Changes in fair value recognized during the period relating to liabilities still held at September 30, 2014	$ (24,393)	$ 4,091	$ (20,302)

The information used in the preceding roll forwards represents activity for any financial statement items identified as using Level 3 significant inputs at either the beginning or the end of the periods presented. The Company had transfers among the levels arising from transfers of IRLCs to mortgage loans held for sale at fair value upon purchase or funding of the respective mortgage loans and from the return to salability in the active secondary market of certain mortgage loans held for sale. Such loans became saleable into the active secondary market due to curing of the loans' defects through borrower reperformance, modification of the loan or resolution of deficiencies contained in the borrowers' credit file.

Table of Contents

Net changes in fair values included in income for financial statement items carried at fair value as a result of management's election of the fair value option by income statement line item are summarized below:

	Quarter ended September 30,					
	2015			2014		
	Net gains on mortgage loans held for sale at fair value	Net loan servicing fees	Total	Net gains on mortgage loans held for sale at fair value	Net loan servicing fees	Total
	(in thousands)					
Assets:						
Mortgage loans held for sale at fair value	$ 136,119	$ —	$ 136,119	$ 63,076	$ —	$ 63,076
Mortgage servicing rights at fair value	—	(27,722)	(27,722)	—	(11,535)	(11,535)
	$ 136,119	$ (27,722)	$ 108,397	$ 63,076	$ (11,535)	$ 51,541
Liabilities:						
Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust	$ —	$ 10,271	$ 10,271	$ —	$ 9,539	$ 9,539
Mortgage servicing liabilities at fair value	—	9,425	9,425	—	1,730	1,730
	$ —	$ 19,696	$ 19,696	$ —	$ 11,269	$ 11,269

	Nine months ended September 30,					
	2015			2014		
	Net gains on mortgage loans held for sale at fair value	Net servicing fees	Total	Net gains on mortgage loans held for sale at fair value	Net servicing fees	Total
	(in thousands)					
Assets:						
Mortgage loans held for sale at fair value	$ 285,936	$ —	$ 285,936	$ 180,971	$ —	$ 180,971
Mortgage servicing rights at fair value	—	(48,087)	(48,087)	—	(34,255)	(34,255)
	$ 285,936	$ (48,087)	$ 237,849	$ 180,971	$ (34,255)	$ 146,716
Liabilities:						
	$ —	$ 10,674	$ 10,674	$ —	$ 24,392	$ 24,392

Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust						
Mortgage servicing liabilities at fair value	—	16,024	16,024	—	(4,091)	(4,091)
	$ —	$ 26,698	$ 26,698	$ —	$ 20,301	$ 20,301

Following are the fair value and related principal amounts due upon maturity of loans, long-term receivables and long-term debt instruments with contractual principal amounts accounted for under the fair value option:

	September 30, 2015		
	Fair value	Principal amount due upon maturity	Difference
	(in thousands)		
Mortgage loans held for sale:			
Current through 89 days delinquent	$ 1,653,875	$ 1,555,975	$ 97,900
90 days or more delinquent:			
Not in foreclosure	39,834	40,882	(1,048)
In foreclosure	3,271	3,517	(246)
	$ 1,696,980	$ 1,600,374	$ 96,606

26

Table of Contents

	December 31, 2014		
	Fair value	Principal amount due upon maturity	Difference
	(in thousands)		
Mortgage loans held for sale:			
Current through 89 days delinquent	$ 950,697	$ 894,924	$ 55,773
90 days or more delinquent:			
Not in foreclosure	126,171	128,533	(2,362)
In foreclosure	71,016	72,039	(1,023)
	$ 1,147,884	$ 1,095,496	$ 52,388

Financial Statement Items Measured at Fair Value on a Nonrecurring Basis

Following is a summary of financial statement items that were remeasured at fair value on a nonrecurring basis during the periods presented:

	September 30, 2015			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Mortgage servicing rights at lower of amortized cost or fair value	$ —	$ —	$ 482,565	$ 482,565
	$ —	$ —	$ 482,565	$ 482,565

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Mortgage servicing rights at lower of amortized cost or fair value	$ —	$ —	$ 139,505	$ 139,505
	$ —	$ —	$ 139,505	$ 139,505

The following table summarizes the total gains (losses) on assets measured at fair value on a nonrecurring basis:

	Quarter ended September 30,	Nine months ended September 30,

	2015	2014	2015	2014
	(in thousands)			
Mortgage servicing rights at lower of amortized cost or fair value	$ (33,301)	$ (925)	$ (51,427)	$ (5,132)
	$ (33,301)	$ (925)	$ (51,427)	$ (5,132)

Fair Value of Financial Instruments Carried at Amortized Cost

The Company's Cash as well as its Carried Interest due from Investment Funds, Note receivable from PennyMac Mortgage Investment Trust secured, Mortgage loans sold under agreements to repurchase, Mortgage loan participation and sale agreement, Note payable, and amounts receivable from and payable to the Advised Entities are carried at amortized cost.

Cash is measured using a "Level 1" input.

Management has concluded that the carrying value of the Carried Interest due from Investment Funds approximates its fair value as the balance represents the amount distributable to the Company at the balance sheet date assuming liquidation of the Investment Funds.

The Company's Note receivable from PennyMac Mortgage Investment Trust secured, Mortgage loans sold under agreements to repurchase, Mortgage loan participation and sale agreement and Note payable are carried at amortized cost. These financial instruments do not have observable inputs and fair value is measured using management's estimate of fair value, where the inputs into the determination of fair value require significant judgment or estimation. The Company has classified these financial instruments as "Level 3" financial statement items as of September 30, 2015 and December 31, 2014 due to the lack of observable inputs to estimate the fair value. Management has concluded that the fair value of these financial statement items approximates their carrying values due to their short terms and variable interest rates.

Table of Contents

The Company also carries the receivables from and payables to the Advised Entities at cost. Management has concluded that the fair value of such balances approximates their carrying values due to the short terms of such balances.

Valuation Techniques and Assumptions

Most of the Company's financial assets, a portion of its MSRs and its ESS liability are carried at fair value with changes in fair value recognized in current period income. Certain of the Company's financial assets and all of its MSRs and ESS are "Level 3" financial statement items which require the use of unobservable inputs that are significant to the estimation of the items' fair values. Unobservable inputs reflect the Company's own assumptions about the factors that market participants use in pricing an asset or liability, and are based on the best information available under the circumstances.

Due to the difficulty in estimating the fair values of "Level 3" financial statement items, management has assigned the responsibility for estimating the fair value of these items to specialized staff and subjects the valuation process to significant executive management oversight. The Company's Financial Analysis and Valuation group (the "FAV group") is responsible for estimating the fair values of "Level 3" financial statement items other than IRLCs and maintaining its valuation policies and procedures.

With respect to the Level 3 valuations, the FAV group reports to the Company's senior management valuation committee, which oversees and approves the valuations. The FAV group monitors the models used for valuation of the Company's "Level 3" financial statement items, including the models' performance versus actual results, and reports those results to the Company's senior management valuation committee. The Company's senior management valuation committee includes PFSI's chief executive, financial, operating, credit and asset/liability management officers.

The FAV group is responsible for reporting to the Company's senior management valuation committee on a monthly basis on the changes in the valuation of the portfolio, including major factors affecting the valuation and any changes in model methods and inputs. To assess the reasonableness of its valuations, the FAV group presents an analysis of the effect on the valuation of changes to the significant inputs to the models.

With respect to IRLCs, the Company has assigned responsibility for developing fair values to its Capital Markets Risk Management staff. The fair values developed by the Capital Markets Risk Management staff are submitted to the Company's senior management Secondary Marketing Working Group. The Company's Secondary Marketing Working Group includes PFSI's chief executive, operating, institutional mortgage banking, capital markets, asset/liability management, portfolio risk and capital markets operations officers.

Following is a description of the techniques and inputs used in estimating the fair values of “Level 2” and “Level 3” fair value financial statement items:

Mortgage Loans Held for Sale

A substantial portion of the Company’s mortgage loans held for sale at fair value are saleable into active markets and are therefore categorized as “Level 2” fair value financial statement items and their fair values are determined using their quoted market or contracted price or market price equivalent.

Certain of the Company’s mortgage loans may become non-saleable into active markets due to identification of a defect by the Company or to the repurchase of mortgage loans with identified defects. The Company may also purchase certain delinquent government guaranteed or insured mortgage loans from Ginnie Mae guaranteed pools in its servicing portfolio. The Company’s right to purchase such mortgage loans arises as the result of the borrower’s failure to make payments for at least three consecutive months preceding the month of repurchase by the Company and provides an alternative to the Company’s obligation to continue advancing principal and interest at the coupon rate of the related Ginnie Mae security. To the extent such mortgage loans (“early buyout loans”) have not become saleable into another Ginnie Mae guaranteed security by becoming current either through the borrower’s reperformance or through completion of a modification of the mortgage loan’s terms, the Company measures such mortgage loans along with other mortgage loans with identified defects using “Level 3” inputs.

Table of Contents

The significant unobservable inputs used in the fair value measurement of the Company's "Level 3" mortgage loans held for sale at fair value are discount rates, home price projections, voluntary prepayment speeds and total prepayment/resale speeds. Significant changes in any of those inputs in isolation could result in a significant change to the mortgage loans' fair value measurement. Increases in home price projections are generally accompanied by an increase in voluntary prepayment speeds.

Following is a quantitative summary of key "Level 3" inputs used in the valuation of mortgage loans held for sale at fair value:

Key inputs	September 30, 2015	December 31, 2014
Discount rate		
Range	2.5% – 8.8%	2.3% – 9.6%
Weighted average	2.8%	2.4%
Twelve-month projected housing price index change		
Range	2.8% – 6.0%	4.2% – 5.4%
Weighted average	4.3%	4.5%
Prepayment/resale speed (1)		
Range	0.6% – 18.5%	1.3% – 15.5%
Weighted average	17.2%	15.1%
Total prepayment speed (2)		
Range	1.0% – 35.1%	2.1% – 38.1%
Weighted average	32.1%	35.7%

(1)Voluntary prepayment/resale speed is measured using Life Voluntary Conditional Prepayment Rate ("CPR").

(2)Total prepayment speed is measured using Life Total CPR.

Changes in fair value attributable to changes in instrument specific credit risk are measured by reference to the change in the respective loan's delinquency status at period end from the later of the beginning of the period or acquisition date. Changes in fair value of mortgage loans held for sale are included in Net gains on mortgage loans held for sale at fair value in the Company's consolidated statements of income.

Derivative Financial Instruments

Interest Rate Lock Commitments

The Company categorizes IRLCs as a "Level 3" financial statement item. The Company estimates the fair value of an IRLC based on quoted Agency mortgage-backed securities ("MBS") prices, its estimate of the fair value of the MSRs it expects to receive in the sale of the mortgage loans and the probability that the mortgage loan will fund or be purchased (the “pull-through rate”).

The significant unobservable inputs used in the fair value measurement of the Company’s IRLCs are the pull-through rate and the MSR component of the Company’s estimate of the fair value of the mortgage loans it has committed to purchase. Significant changes in the pull-through rate or the MSR component of the IRLCs, in isolation, could result in significant changes in fair value measurement. The financial effects of changes in these inputs are generally inversely correlated as increasing interest rates have a positive effect on the fair value of the MSR component of IRLC fair value, but increase the pull-through rate for IRLCs that have decreased in fair value as a whole. Changes in fair value of IRLCs are included in Net gains on mortgage loans held for sale in the Company’s consolidated statements of income.

Table of Contents

Following is a quantitative summary of key unobservable inputs used in the valuation of IRLCs:

Key inputs	September 30, 2015	December 31, 2014
Pull-through rate		
Range	50.3% – 100.0%	55.4% – 99.9%
Weighted average	85.5%	85.5%
Mortgage servicing rights value expressed as:		
Servicing fee multiple		
Range	0.8 – 5.8	2.0 – 5.0
Weighted average	3.9	3.7
Percentage of unpaid principal balance		
Range	0.2% – 3.7%	0.4% – 3.1%
Weighted average	1.3%	1.2%

Hedging Derivatives

The remaining derivative financial instruments held or issued by the Company are categorized as “Level 1” or “Level 2” financial statement items. For “Level 1” fair value derivative financial instruments, the Company determines fair value with reference to the respective derivatives’ quoted prices. For “Level 2” fair value derivative financial instruments, the Company estimates the fair value of commitments to sell or purchase loans based on observable MBS prices. The Company estimates the fair value of MBS options based on observed interest rate volatilities in the MBS market. Changes in fair value of hedging derivatives are included in Net gains on mortgage loans held for sale at fair value in the Company’s consolidated statements of income.

Mortgage Servicing Rights

MSRs are categorized as “Level 3” fair value financial statement items. The Company uses a discounted cash flow approach to estimate the fair value of MSRs. This approach consists of projecting net servicing cash flows discounted at a rate that management believes market participants would use in their determinations of fair value. The key inputs used in the estimation of the fair value of MSRs include prepayment rates of the underlying loans, the applicable discount rate or pricing spread, and the per-loan annual cost to service the respective mortgage loans. Changes in the fair value of MSRs are included in Net servicing fees—Amortization, impairment and change in fair value of mortgage servicing rights in the Company’s consolidated statements of income.

Table of Contents

Following are the key inputs used in determining the fair value of MSRs at the time of initial recognition, excluding MSR purchases:

	Quarter ended September 30,			
	2015		2014	
	Fair value	Amortized cost	Fair value	Amortized cost
	(Amount recognized and unpaid principal balance of underlying mortgage loans in thousa			
MSR and pool characteristics:				
Amount recognized	$6,989	$154,707	$6,381	$54,819
Unpaid principal balance of underlying mortgage loans	$550,073	$11,369,493	$515,866	$4,498,619
Weighted average servicing fee rate (in basis points)	32	34	34	31
Key inputs:				
Pricing spread (1)				
Range	7.0% – 14.4%	6.8% – 16.2%	8.0% – 15.4%	7.5% – 15.2%
Weighted average	8.9%	9.1%	11.6%	10.9%
Annual total prepayment speed (2)				
Range	7.7% – 52.3%	7.5% – 35.0%	7.6% – 42.3%	7.6% – 47.8%
Weighted average	11.9%	9.2%	9.7%	8.3%
Life (in years)				
Range	1.4 – 7.5	1.9 – 9.1	1.6 – 7.3	1.4 – 7.3
Weighted average	6.5	7.0	6.7	7.1
Per-loan annual cost of servicing				
Range	$59 – $101	$59 – $95	$54 – $93	$54 – $93
Weighted average	$75	$78	$83	$85

(1) Pricing spread represents a margin that is applied to a reference interest rate’s forward rate curve to develop periodic discount rates. The Company applies a pricing spread to the United States Dollar London Interbank Offered Rate (“LIBOR”) curve for purposes of discounting cash flows relating to MSRs acquired as proceeds from the sale of mortgage loans.

(2) Prepayment speed is measured using Life Total CPR.

Table of Contents

	Nine months ended September 30,			
	2015		2014	
	Fair value	Amortized cost	Fair value	Amortized cost
	(Amount recognized and unpaid principal balance of underlying mortgage loans in thousar			
MSR and pool characteristics:				
Amount recognized	$13,107	$347,549	$20,647	$127,727
Unpaid principal balance of underlying mortgage loans	$1,072,203	$25,268,602	$1,627,529	$10,672,629
Weighted average servicing fee rate (in basis points)	32	35	33	31
Key inputs:				
Pricing spread (1)				
Range	7.0% – 14.4%	6.8% – 16.2%	8.0% – 16.2%	6.8% – 15.2%
Weighted average	9.4%	9.2%	11.4%	10.8%
Annual total prepayment speed (2)				
Range	7.7% – 62.4%	7.5% – 39.4%	7.6% – 42.3%	7.6% – 47.8%
Weighted average	11.6%	8.8%	9.0%	8.2%
Life (in years)				
Range	1.1 – 7.5	1.8 – 9.1	1.6 – 7.5	1.4 – 7.5
Weighted average	6.5	7.0	7.0	7.1
Per-loan annual cost of servicing				
Range	$59 – $101	$59 – $95	$53 – $100	$53 – $100
Weighted average	$75	$76	$89	$90

(1) Pricing spread represents a margin that is applied to a reference interest rate's forward rate curve to develop periodic discount rates. The Company applies a pricing spread to the United States Dollar LIBOR curve for purposes of discounting cash flows relating to MSRs acquired as proceeds from the sale of mortgage loans.

(2) Prepayment speed is measured using Life Total CPR.

Table of Contents

Following is a quantitative summary of key inputs used in the valuation and assessment for impairment of the Company's MSRs at period end and the effect on fair value from adverse changes in those inputs (weighted averages are based upon UPB):

	September 30, 2015		December 31, 2014	
	Fair value	Amortized cost	Fair value	Amortized cost
	(Carrying value, unpaid principal balance of underlying mortgage loans and effect on fair value amounts in thousands)			
MSR and pool characteristics:				
Carrying value	$669,667	$637,725	$325,383	$405,445
Unpaid principal balance of underlying mortgage loans	$55,911,946	$51,064,561	$30,945,000	$33,745,613
Weighted average note interest rate	4.14%	3.83%	4.24%	3.82%
Weighted average servicing fee rate (in basis points)	32	32	31	30
Key inputs:				
Pricing spread (1) (2)				
Range	7.2% – 12.8%	7.2% – 12.8%	2.9% – 21.3%	6.3% – 15.3%
Weighted average	8.6%	8.9%	9.2%	9.7%
Effect on fair value of:				
5% adverse change	($11,102)	($11,337)	($5,550)	($8,710)
10% adverse change	($21,839)	($22,287)	($10,908)	($17,083)
20% adverse change	($42,283)	($43,099)	($21,084)	($32,890)
Average life (in years)				
Range	0.1 – 8.8	1.9 – 8.9	0.4 – 8.2	1.6 – 7.3
Weighted average	6.6	6.9	5.8	6.8
Prepayment speed (1) (3)				
Range	5.6% – 44.5%	6.0% – 43.3%	7.6% – 60.5%	7.6% – 42.8%
Weighted average	10.5%	10.7%	11.2%	8.5%
Effect on fair value of:				
5% adverse change	($14,081)	($13,780)	($7,052)	($7,359)
10% adverse change	($27,622)	($27,024)	($13,835)	($14,494)
20% adverse change	($53,202)	($52,016)	($26,654)	($28,132)
Annual per-loan cost of servicing (1)				
Range	$68 – $98	$68 – $95	$59 – $109	$59 – $81
Weighted average	$86	$84	$76	$75
Effect on fair value of:				
5% adverse change	($6,897)	($4,948)	($2,910)	($2,992)
10% adverse change	($13,794)	($9,896)	($5,819)	($5,983)
20% adverse change	($27,588)	($19,791)	($11,638)	($11,967)

(1) The effect on value of an adverse change in one of the above-mentioned key inputs will result in recognized change in fair value for MSRs carried at fair value and may result in recognition of MSR impairment for MSRs carried at the lower of amortized cost or fair value. The extent of the recognized MSR impairment will depend on the relationship of fair value to the carrying value of such MSRs.

(2) Pricing spread represents a margin that is applied to a reference interest rate’s forward curve to develop periodic discount rates. The Company applies a pricing spread to the United States Dollar LIBOR curve for purposes of discounting cash flows relating to MSRs acquired as proceeds from the sale of mortgage loans and purchased MSRs not backed by pools of distressed mortgage loans.

(3) Prepayment speed is measured using Life Total CPR.

The preceding sensitivity analyses are limited in that they were performed at a particular point in time; only contemplate the movements in the indicated inputs; do not incorporate changes to other inputs; are subject to the accuracy of various models and inputs used; and do not incorporate other factors that would affect the Company’s overall financial performance in such scenarios, including operational adjustments made by management to account for changing circumstances. For these reasons, the preceding estimates should not be viewed as earnings forecasts.

Table of Contents

Excess Servicing Spread Financing at Fair Value

The Company categorizes ESS financing as a "Level 3" financial statement item. The Company uses a discounted cash flow approach to estimate the fair value of ESS financing. The key inputs used in the estimation of ESS fair value include pricing spread and prepayment speed. Significant changes to either of those inputs in isolation could result in a significant change in the ESS fair value. Changes in these key inputs are not necessarily directly related.

ESS financing is generally subject to fair value increases when mortgage interest rates increase. Increasing mortgage interest rates normally slow mortgage refinancing activity. Decreased refinancing activity increases the life of the loans underlying the ESS, thereby increasing ESS' fair value, which is the liability owed to PMT. Increases in the fair value of ESS decrease income and are included in Amortization, impairment and change in fair value of mortgage servicing rights.

Interest expense for ESS is accrued using the interest method based upon the expected cash flows from the ESS through the expected life of the underlying mortgage loans. Changes in fair value of ESS attributable to changes in estimated future cash flows are included in Interest expense. Other changes in fair value are recorded in Change in fair value of excess servicing spread payable to PennyMac Mortgage Investment Trust.

Following are the key inputs used in estimating the fair value of ESS:

	September 30, 2015	December 31, 2014
ESS and pool characteristics:		
Unpaid principal balance of underlying loans (in thousands)	$54,189,421	$28,227,340
Average servicing fee rate (in basis points)	32	31
Average excess servicing spread (in basis points)	17	16
Key inputs:		
Pricing spread (1)		
Range	4.8% – 6.5%	1.7% – 12.0%
Weighted average	5.7%	5.3%
Average life (in years)		
Range	1.5 – 8.9	0.4 – 7.3
Weighted average	6.7	5.8
Annualized prepayment speed (2)		
Range	5.5% – 50.3%	7.6% – 74.6%
Weighted average	10.4%	11.2%

(1)Pricing spread represents a margin that is applied to a reference interest rate’s forward rate curve to develop periodic discount rates. The Company applies a pricing spread to the United States Dollar LIBOR curve for purposes of discounting cash flows relating to ESS.

(2)Prepayment speed is measured using Life Total CPR.

Table of Contents

Note 8—Mortgage Loans Held for Sale at Fair Value

Mortgage loans held for sale at fair value include the following:

	September 30, 2015	December 31, 2014
	(in thousands)	
Government-insured or guaranteed	$ 1,575,536	$ 866,148
Conventional conforming	57,385	66,229
Jumbo	437	5,599
Delinquent mortgage loans purchased from Ginnie Mae pools serviced by the Company	57,678	206,331
Mortgage loans repurchased pursuant to representations and warranties	5,944	3,577
	$ 1,696,980	$ 1,147,884
Fair value of mortgage loans pledged to secure:		
Mortgage loans sold under agreements to repurchase	$ 1,420,782	$ 976,772
Mortgage loans pledged to secure mortgage loan participation and sale agreement	$ 255,134	$ 148,133

Note 9—Derivative Financial Instruments

The Company is exposed to fair value risk relative to its mortgage loans held for sale as well as to its IRLCs and MSRs. The Company bears fair value risk from the time an IRLC is made to PMT or a loan applicant to the time the mortgage loan is sold. The Company is exposed to loss in fair value of its IRLCs and mortgage loans held for sale when market mortgage interest rates increase. The Company is exposed to loss in fair value of its MSRs when market mortgage interest rates decrease.

The Company engages in interest rate risk management activities in an effort to reduce the variability of earnings caused by changes in market interest rates. To manage this fair value risk resulting from interest rate risk, the Company uses derivative financial instruments acquired with the intention of reducing the risk that changes in market interest rates will result in unfavorable changes in the fair value of the Company's IRLCs, inventory of mortgage loans held for sale and MSRs.

The Company does not use derivative financial instruments for purposes other than in support of its risk management activities other than IRLCs, which are generated in the process of purchasing or originating mortgage loans held for sale. The Company records all derivative financial instruments at fair value and records changes in fair value in current period income.

Table of Contents

The Company had the following derivative financial instruments recorded on its consolidated balance sheets:

Instrument	September 30, 2015 Notional amount	Fair value Derivative assets	Derivative liabilities	December 31, 2014 Notional amount	Fair value Derivative assets	Derivative liabilities
	(in thousands)					
Derivatives not designated as hedging instruments						
Free-standing derivatives:						
Interest rate lock commitments	2,781,551	$ 44,463	$ 925	1,765,597	$ 33,353	$ 952
Forward purchase contracts	6,063,741	37,265	113	2,634,218	9,060	141
Forward sales contracts	7,116,246	862	36,619	3,901,851	320	16,110
MBS put options	910,000	604	—	340,000	476	—
Put options on interest rate futures purchase contracts	3,375,000	1,301	—	755,000	862	—
Call options on interest rate futures purchase contracts	1,175,000	4,539	—	630,000	2,193	—
Put options on interest rate futures sale contracts	—	—	—	50,000	—	8
Total derivatives before netting		89,034	37,657		46,264	17,211
Netting		(35,465)	(33,025)		(7,807)	(10,698)
		$ 53,569	$ 4,632		$ 38,457	$ 6,513
Margin deposits placed with (collateral received from) derivative counterparties, net		$ 2,440			$ (2,891)	

The following table summarizes the notional value activity for derivative contracts used in the Company's hedging activities:

Instrument	Quarter ended September 30, 2015 Balance beginning of period	Additions	Dispositions/ expirations	Balance end of period
	(in thousands)			
Forward purchase contracts	6,202,418	33,050,370	(33,189,047)	6,063,741
Forward sale contracts	9,789,564	42,709,764	(45,383,082)	7,116,246
MBS put options	327,500	1,260,000	(677,500)	910,000
MBS call options	160,000	—	(160,000)	—
Put options on interest rate futures purchase contracts	2,019,500	3,365,000	(2,009,500)	3,375,000

Call options on interest rate futures purchase contracts	1,025,000	2,140,000	(1,990,000)	1,175,000

	Quarter ended September 30, 2014			
Instrument	Balance beginning of period	Additions	Dispositions/ expirations	Balance end of period
	(in thousands)			
Forward purchase contracts	2,789,277	12,668,171	(12,652,851)	2,804,597
Forward sale contracts	4,617,100	17,409,056	(17,726,827)	4,299,329
MBS put options	225,000	505,000	(300,000)	430,000
MBS call options	95,000	50,000	(95,000)	50,000
Put options on interest rate futures purchase contracts	377,500	1,320,000	(902,500)	795,000
Call options on interest rate futures purchase contracts	170,000	675,000	(395,000)	450,000
Treasury futures purchase contracts	—	65,600	(65,600)	—
Treasury futures sale contracts	—	78,200	(78,200)	—
Call options on interest rate futures sales contracts	—	35,000	(35,000)	—

Table of Contents

Instrument	Nine months ended September 30, 2015 Balance beginning of period	Additions	Dispositions/ expirations	Balance end of period
	(in thousands)			
Forward purchase contracts	2,634,218	78,426,073	(74,996,550)	6,063,741
Forward sale contracts	3,901,851	107,084,874	(103,870,479)	7,116,246
MBS put options	340,000	2,502,500	(1,932,500)	910,000
MBS call options	—	160,000	(160,000)	—
Put options on interest rate futures purchase contracts	755,000	7,190,000	(4,570,000)	3,375,000
Call options on interest rate futures purchase contracts	630,000	5,055,000	(4,510,000)	1,175,000
Put options on interest rate futures sale contracts	50,000	50,000	(100,000)	—
Call options on interest rate futures sale contracts	—	35,100	(35,100)	—

Instrument	Nine months ended September 30, 2014 Balance beginning of period	Additions	Dispositions/ expirations	Balance end of period
	(in thousands)			
Forward purchase contracts	1,418,527	30,178,842	(28,792,772)	2,804,597
Forward sale contracts	2,659,000	43,791,245	(42,150,916)	4,299,329
MBS put options	185,000	1,145,000	(900,000)	430,000
MBS call options	105,000	590,000	(645,000)	50,000
Put options on interest rate futures purchase contracts	—	2,022,500	(1,227,500)	795,000
Call options on interest rate futures purchase contracts	—	1,055,000	(605,000)	450,000
Treasury futures purchase contracts	—	143,900	(143,900)	—
Treasury futures sale contracts	—	165,600	(165,600)	—
Call options on interest rate futures sales contracts	—	35,000	(35,000)	—

Following are the gains (losses) recognized by the Company on derivative financial instruments and the income statement line items where such gains and losses are included:

Hedged item	Income statement line	Quarter ended September 30, 2015	Quarter ended September 30, 2014	Nine months ended September 30, 2015	Nine months ended September 30, 2014
		(in thousands)			
Interest rate lock commitments and mortgage loans held for sale	Net gain on mortgage loans held for sale	$ (63,954)	$ (5,215)	$ (44,713)	$ (64,037)
Mortgage servicing rights	Net loan servicing fees	$ 30,455	$ (897)	$ 19,259	$ 8,289

Table of Contents

Note 10—Mortgage Servicing Rights and Mortgage Servicing Liabilities

Carried at Fair Value:

The activity in MSRs carried at fair value is as follows:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Balance at beginning of period	$ 581,269	$ 308,599	$ 325,383	$ 224,913
Additions:				
Purchases	109,131	15,704	379,264	113,348
Mortgage servicing rights resulting from mortgage loan sales	6,989	6,381	13,107	20,647
	116,120	22,085	392,371	133,995
Sales	—	—	—	(10,916)
Change in fair value due to:				
Changes in valuation inputs or assumptions used in valuation model (1)	(5,651)	(544)	2,942	(989)
Other changes in fair value (2)	(22,071)	(10,991)	(51,029)	(27,854)
Total change in fair value	(27,722)	(11,535)	(48,087)	(28,843)
Balance at end of period	$ 669,667	$ 319,149	$ 669,667	$ 319,149

(1) Principally reflects changes in discount rates and prepayment speed inputs, primarily due to changes in market mortgage interest rates.
(2) Represents changes due to realization of cash flows.

Carried at Lower of Amortized Cost or Fair Value:

The activity in MSRs carried at the lower of amortized cost or fair value is summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			

Amortized cost:				
Balance at beginning of period	$ 581,558	$ 321,911	$ 415,245	$ 263,373
Mortgage servicing rights resulting from mortgage loan sales	154,707	54,819	347,549	127,727
Amortization	(19,522)	(8,712)	(46,051)	(23,082)
Application of valuation allowance to write down mortgage servicing rights with other-than-temporary impairment	—	—	—	—
Balance at end of period	716,743	368,018	716,743	368,018
Valuation allowance:				
Balance at beginning of period	(27,317)	(8,829)	(9,800)	(4,622)
Additions	(51,701)	(925)	(69,218)	(5,132)
Application of valuation allowance to write down mortgage servicing rights with other-than-temporary impairment	—	—	—	—
Balance at end of period	(79,018)	(9,754)	(79,018)	(9,754)
Mortgage servicing rights, net	$ 637,725	$ 358,264	$ 637,725	$ 358,264
Fair value of mortgage servicing rights at end of period	$ 647,942	$ 368,270	$ 647,942	$ 368,270
Fair value of mortgage servicing rights at beginning of period	$ 569,969	$ 321,383	$ 416,802	$ 269,422

Table of Contents

The fair value of mortgage servicing rights pledged to secure the note payable totaled $619.8 million and $392.3 million as of September 30, 2015 and December 31, 2014, respectively.

The following table summarizes the Company's estimate of future amortization of its existing MSRs. This estimate was developed with the inputs used in the September 30, 2015 valuation of MSRs. The inputs underlying the following estimate will change as market conditions and portfolio composition and behavior change, causing both actual and projected amortization levels to change over time.

Twelve month period ending September 30,	Estimated MSR amortization
	(in thousands)
2016	$ 91,913
2017	78,700
2018	68,601
2019	60,997
2020	54,429
Thereafter	362,103
	$ 716,743

Servicing fees relating to MSRs are recorded in Net servicing fees—Loan servicing fees—From non-affiliates on the consolidated statements of income; late charges and other ancillary fees relating to MSRs are recorded in Net servicing fees—Loan servicing fees—Ancillary and other fees on the Company's consolidated statements of income. The fees are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Contractual servicing fees	$ 83,424	$ 44,647	$ 200,392	$ 124,061
Ancillary and other fees:				
Late charges	1,420	1,171	4,538	3,021
Other	478	361	1,880	785
	$ 85,322	$ 46,179	$ 206,810	$ 127,867

Mortgage Servicing Liabilities Carried at Fair Value:

The activity in mortgage servicing liabilities carried at fair value is summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Balance at beginning of period	$ 11,791	$ 5,821	$ 6,306	$ —
Mortgage servicing liabilities resulting from mortgage loan sales	8,358	—	20,442	—
Change in fair value	(9,425)	(1,730)	(16,024)	4,091
Balance at end of period	$ 10,724	$ 4,091	$ 10,724	$ 4,091

Table of Contents

Note 11—Carried Interest Due from Investment Funds

The activity in the Company's Carried Interest due from Investment Funds is summarized as follows:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Balance at beginning of period	$ 68,713	$ 65,133	$ 67,298	$ 61,142
Carried Interest recognized during the period	1,483	1,902	2,898	5,893
Proceeds received during the period	—	—	—	—
Balance at end of period	$ 70,196	$ 67,035	$ 70,196	$ 67,035

The amount of the Carried Interest that will be received by the Company depends on the Investment Funds' future performance. As a result, the amount of Carried Interest recorded by the Company is based on the cash flows that would be produced assuming termination of the Investment Funds at period end and may be reduced in future periods based on the performance of the Investment Funds in those periods. However, the Company is not required to pay guaranteed returns to the Investment Funds and the amount of any reduction to Carried Interest will be limited to the amounts previously recognized.

Management expects the Carried Interest to be collected by the Company when the Investment Funds liquidate. The commitment period for the Investment Funds ended on December 31, 2011. The Investment Fund limited liability company and limited partnership agreements specify that the funds will continue in existence through December 31, 2016, subject to three one-year extensions by PCM at its discretion.

Note 12—Investment in PennyMac Mortgage Investment Trust at Fair Value

Following is a summary of Change in fair value of investment in and dividends received from PennyMac Mortgage Investment Trust:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			

Dividends received from PennyMac Mortgage Investment Trust	$ (11)	$ 46	$ 127	$ 135
Change in fair value of investment in PennyMac Mortgage Investment Trust	(147)	(38)	(422)	(115)
	$ (158)	$ 8	$ (295)	$ 20
Fair value of PennyMac Mortgage Investment Trust shares at period end	$ 1,160	$ 1,607		

Note 13—Borrowings

As of September 30, 2015, the Company maintained six borrowing facilities: four repurchase facilities that provide funding for mortgage loans held for sale; one mortgage loan participation and sale agreement; and one note payable secured by MSRs and servicing advances made relating to certain loans in the Company's mortgage loan servicing portfolio.

The borrowing facilities contain various covenants, including financial covenants governing PLS's net worth, debt to equity ratio, profitability and liquidity. Management believes that PLS was in compliance with these requirements as of September 30, 2015.

Mortgage Loans Sold Under Agreement to Repurchase

The borrowing facilities secured by mortgage loans held for sale are in the form of mortgage loan sale and repurchase agreements. Eligible mortgage loans are sold at advance rates based on the loan type. Interest is charged at a rate based on the buyer's overnight cost of funds rate for one agreement and on LIBOR for the other three agreements. Mortgage loans financed under these agreements may be re-pledged by the lenders. One facility also provides financing

Table of Contents

for government-insured loans purchased out of Ginnie Mae securities to effect either a loan modification or default resolution.

Financial data pertaining to mortgage loans sold under agreements to repurchase are as follows:

	Quarter ended September 30, 2015	2014	Nine months ended September 30, 2015	2014
	(in thousands)			
Period end:				
Unpaid principal balance	$ 1,287,116	$ 929,747		
Unamortized issuance costs	(705)	(287)		
	$ 1,286,411	$ 929,460		
Unused amount (1)	$ 112,884	$ 570,253		
Weighted average interest rate	1.84 %	1.73 %		
Fair value of mortgage loans securing agreements to repurchase	$ 1,420,782	$ 1,087,425		
Margin deposits placed with counterparties (2)	$ 3,000	$ 1,500		
During the period:				
Average balance of mortgage loans sold under agreements to repurchase	$ 975,724	$ 691,730	$ 805,517	$ 505,072
Weighted average interest rate (3)	1.84 %	1.83 %	1.82 %	1.82 %
Total interest expense	$ 5,661	$ 4,495	$ 14,159	$ 10,506
Maximum daily amount outstanding	$ 1,496,306	$ 1,010,146	$ 1,496,306	$ 1,010,146

(1) The amount the Company is able to borrow under mortgage loan repurchase agreements is tied to the fair value of unencumbered mortgage loans eligible to secure those agreements and the Company's ability to fund the agreements' margin requirements relating to the mortgage loans sold.
(2) Margin deposits are included in Other assets on the consolidated balance sheet.
(3) Excludes the effect of amortization of commitment fees totaling $1.1 million and $3.1 million for the quarter and nine months ended September 30, 2015, respectively, and $1.3 million and $3.5 million for the quarter and nine months ended September 30, 2014, respectively.

Following is a summary of maturities of outstanding advances under repurchase agreements by maturity date:

Remaining maturity at September 30, 2015	Balance
	(in thousands)
Within 30 days	$ 19,689
Over 30 to 90 days	1,267,038
Over 90 days	389

		1,287,116
Debt issuance costs		(705)
Total loans sold under agreements to repurchase	$	1,286,411
Weighted average maturity (in months)		1.9

41

Table of Contents

The amount at risk (the fair value of the assets pledged plus the related margin deposit, less the amount advanced by the counterparty and accrued interest) relating to the Company's mortgage loans held for sale sold under agreements to repurchase is summarized by counterparty below as of September 30, 2015:

Counterparty	Amount at risk (in thousands)		Weighted average maturity of advances under repurchase agreement	Facility maturity
Credit Suisse First Boston Mortgage Capital LLC	$	54,117	December 10, 2015	October 30, 2015
Bank of America, N.A.	$	52,803	December 20, 2015	January 29, 2016
Morgan Stanley Bank, N.A.	$	16,755	November 19, 2015	July 26, 2016
Citibank, N.A.	$	10,504	November 6, 2015	October 22, 2015

The Company is subject to margin calls during the period the agreements are outstanding and therefore may be required to repay a portion of the borrowings before the respective agreements mature if the fair value (as determined by the applicable lender) of the mortgage loans securing those agreements decreases.

Mortgage Loan Participation and Sale Agreement

Under the mortgage loan participation and sale agreement, participation certificates, each of which represents an undivided beneficial ownership interest in mortgage loans that have been pooled with Fannie Mae, Freddie Mac or Ginnie Mae, are sold to the lender pending the securitization of the mortgage loans and sale of the resulting securities. A commitment to sell the securities resulting from the pending securitization between the Company and a non-affiliate is also assigned to the lender as part of the sale of the participation certificate.

The purchase price paid by the lender for each participation certificate is based on the trade price of the security, plus an amount of interest expected to accrue on the security to its anticipated delivery date, minus a present value adjustment, any related hedging costs and a holdback amount that is based on a percentage of the purchase price and is not required to be paid to the Company until the settlement of the security and its delivery to the lender.

The mortgage loan participation and sale agreement is summarized below:

	Quarter ended September 30, 2015	2014	Nine months ended September 30, 2015	2014
	(in thousands)			
Period end:				
Unpaid principal balance	$ 247,411	$ 142,383		
Unamortized issuance costs	(1)	—		
	$ 247,410	$ 142,383		
Mortgage loans pledged to secure mortgage loan participation and sale agreement	$ 255,134	$ 146,798		
During the period:				
Average balance	$ 200,510	$ 4,149	$ 163,365	$ 1,398
Weighted average interest rate (1)	1.44 %	1.40 %	1.43 %	1.40 %
Total interest expense	$ 814	$ 39	$ 2,053	$ 39

(1) Excludes the effect of amortization of commitment fees totaling $74,000 and $276,000 for the quarter and nine months ended September 30, 2015, respectively, and $24,000 for the quarter and nine months ended September 30, 2014.

Table of Contents

Note Payable

The note payable is summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Period end:				
Note payable secured by:				
Mortgage servicing rights	$ 407,000	$ 154,948		
Servicing advances	—	—		
Unamortized issuance costs	(10)	—		
	$ 406,990	$ 154,948		
Assets pledged to secure note payable:				
Mortgage servicing rights	$ 619,840	$ 350,758		
Servicing advances	$ —	$ —		
During the period:				
Average balance	$ 361,488	$ 127,361	$ 239,935	$ 86,239
Weighted average interest rate	3.07 %	2.92 %	3.03 %	2.93 %
Total interest expense	$ 3,760	$ 1,239	$ 7,858	$ 2,759

The note payable was secured by servicing advances and MSRs relating to certain mortgage loans in the Company's mortgage loan servicing portfolio, providing for advance rates of 50% of the carrying value of MSRs pledged and 85% of the amount of the servicing advances pledged. Interest was charged at a rate based on the lender's overnight cost of funds.

In connection with the note payable, the Company entered into an agreement with PMT pursuant to which PMT may borrow up to $150 million from the Company for the purpose of financing ESS. The Company then re-pledges the ESS to secure the note payable. At September 30, 2015, PMT had advances payable to the Company totaling $150.0 million under this arrangement.

Excess Servicing Spread Financing

In conjunction with the Company's purchase from non-affiliates of certain MSRs relating to pools of Agency-backed residential mortgage loans, the Company has entered into sale and assignment agreements with PMT which are treated as financings and are carried at fair value with changes in fair value recognized in current period income. Under these agreements, the Company sold to PMT the right to receive ESS cash flows relating to certain MSRs. The Company retained a fixed base servicing fee and all ancillary income associated with servicing the mortgage loans. The Company continues to be the servicer of the mortgage loans and provides all servicing functions, including responsibility to make servicing advances.

Following is a summary of ESS:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Balance at beginning of period	$ 359,102	$ 190,244	$ 191,166	$ 138,723
Issuances of excess servicing spread to PennyMac Mortgage Investment Trust:				
For cash	84,165	9,253	271,452	82,646
Pursuant to a recapture agreement with PennyMac Mortgage Investment Trust	2,268	2,619	4,833	6,093
Accrual of interest	8,026	3,577	17,596	9,578
Repayments	(24,717)	(8,786)	(55,800)	(25,280)
Change in fair value	(10,271)	(9,539)	(10,674)	(24,392)
Balance at end of period	$ 418,573	$ 187,368	$ 418,573	$ 187,368

Table of Contents

Note 14—Liability for Losses Under Representations and Warranties

Following is a summary of activity in the Company's liability for representations and warranties:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Balance at beginning of period	$ 16,257	$ 10,178	$ 13,259	$ 8,123
Provision for losses on loans sold	2,292	1,584	5,535	3,639
Incurred losses	(71)	—	(316)	—
Balance at end of period	$ 18,478	$ 11,762	$ 18,478	$ 11,762
Unpaid principal balance of mortgage loans subject to representations and warranties at period end	$ 54,259,297	$ 33,660,189		

Note 15—Income Taxes

The Company's effective tax rates for the quarter and nine months ended September 30, 2015 were 11.6% and 11.5%, respectively. The Company's effective tax rates for the quarter and nine months ended September 30, 2014 were 11.5% and 11.4%, respectively. The difference between the Company's effective tax rate and the statutory rate is primarily due to the allocation of earnings to the noncontrolling interest unitholders. As the noncontrolling interest unitholders convert their ownership units into the Company's shares, the portion of the Company's income that will be subject to corporate federal and state statutory tax rates will increase, which will in turn increase the Company's effective income tax rate.

Note 16—Noncontrolling Interest

During the quarter and nine months ended September 30, 2015, PennyMac unitholders exchanged 43,830 and 177,218 Class A units for the Company's Class A common stock. The effect of the exchanges reduced the percentage of the Noncontrolling interest in Private National Mortgage Acceptance Company, LLC from 71.6% at December 31, 2014 to 71.3% at September 30, 2015.

During the quarter and nine months ended September 30, 2014, PennyMac unitholders exchanged 192,527 and 671,736 Class A units for the Company's Class A common stock. The effect of the exchanges reduced the percentage of the Noncontrolling interest in Private National Mortgage Acceptance Company, LLC from 72.6% at December 31, 2013 to 71.7% at September 30, 2014.

Net income attributable to the Company's common stockholders and the effects of changes in noncontrolling ownership interest in PennyMac is summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands, except share amounts)			
Net income attributable to PennyMac Financial Services, Inc. common stockholders	$ 12,680	$ 10,489	$ 34,457	$ 28,079
Increase in the Company's additional paid-in capital for exchanges of Class A units of Private National Mortgage Acceptance Company, LLC to Class A stock of PennyMac Financial Services, Inc. (Class A shares issued, 43,830 and 177,218 during the quarter and nine months ended September 30, 2015, respectively, and 192,527 and 671,736 during the quarter and nine months ended September 30, 2014, respectively)	$ 487	$ 1,974	$ 2,919	$ 6,572

Table of Contents

Note 17—Net Gains on Mortgage Loans Held for Sale

Net gains on mortgage loans held for sale at fair value is summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Cash (loss) gain:				
Mortgage loans	$ (33,957)	$ 3,965	$ (70,171)	$ 21,499
Hedging activities	(51,469)	(12,437)	(51,803)	(48,242)
	(85,426)	(8,472)	(121,974)	(26,743)
Non-cash gain:				
Mortgage servicing rights resulting from mortgage loan sales	161,696	61,200	360,656	148,374
Mortgage servicing liabilities resulting from mortgage loan sales	(8,358)	—	(20,442)	—
MSR and ESS recapture payable to PennyMac Mortgage Investment Trust	(3,098)	(2,143)	(5,843)	(6,567)
Provision for losses relating to representations and warranties on loans sold	(2,292)	(1,584)	(5,535)	(3,639)
Change in fair value relating to loans and hedging derivatives held at period end:				
Interest rate lock commitments	15,800	(7,114)	11,137	15,875
Mortgage loans	16,809	(976)	16,890	10,870
Hedging derivatives	(12,485)	7,222	7,090	(15,795)
	$ 82,646	$ 48,133	$ 241,979	$ 122,375

Note 18—Net Interest Expense

Net interest expense is summarized below:

	Quarter ended September 30,	Nine months ended September 30,

	2015	2014	2015	2014
	(in thousands)			
Interest income:				
From non-affiliates:				
Short-term investments	$ 1,246	$ 511	$ 2,691	$ 1,037
Mortgage loans held for sale at fair value	12,518	8,464	32,657	18,300
	13,764	8,975	35,348	19,337
From PennyMac Mortgage Investment Trust—Note receivable	1,289	—	1,822	—
	15,053	8,975	37,170	19,337
Interest expense:				
To non-affiliates:				
Mortgage loans sold under agreements to repurchase	5,661	4,495	14,159	10,506
Mortgage loan participation and sale agreement	814	39	2,053	39
Note payable	3,760	1,239	7,858	2,759
Interest shortfall on repayments of mortgage loans serviced for Agency securitizations	1,803	747	5,003	1,340
Interest on mortgage loan impound deposits	880	1,616	2,453	2,609
	12,918	8,136	31,526	17,253
To PennyMac Mortgage Investment Trust—Excess servicing spread financing at fair value	8,026	3,577	17,596	9,578
	20,944	11,713	49,122	26,831
	$ (5,891)	$ (2,738)	$ (11,952)	$ (7,494)

Table of Contents

Note 19—Stock-based Compensation

The Company's 2013 Equity Incentive Plan provides for grants of stock options, time-based and performance-based restricted stock units ("RSUs"), stock appreciation rights, performance units and stock grants. As of September 30, 2015, the Company has 2.0 million units available for future awards. The Company estimates the cost of the stock options, time-based RSUs and performance-based RSUs awarded with reference to the fair value of the Company's Class A common stock on the date of the grants. Compensation costs are fixed, except for the performance-based RSUs, at the grant's estimated fair value on the grant date as all grantees are employees of PennyMac or directors of the Company. Expense relating to grants is included in Compensation in the Company's consolidated statements of income.

Following is a summary of the stock-based compensation expense by instrument awarded:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Performance-based RSUs	$ 2,474	$ 61	$ 6,819	$ 1,935
Stock options	1,396	1,353	4,392	3,915
Time-based RSUs	581	499	1,718	1,372
	$ 4,451	$ 1,913	$ 12,929	$ 7,222

Following is a summary of equity awards:

	Quarter ended September 30, 2015		
	Stock options	Performance-based RSUs	Time-based RSUs
	(in thousands)		
June 30, 2015	1,869	2,381	276
Granted	—	—	—
Vested (1)		—	—
Exercised	—	—	(4)
Forfeited or canceled	(11)	(19)	(4)
September 30, 2015	1,858	2,362	268

	Quarter ended September 30, 2014		
	Stock options	Performance-based RSUs	Time-based RSUs
	(in thousands)		
June 30, 2014	1,162	1,100	202
Granted	16	180	6
Vested (1)		—	—
Exercised	—	—	—
Forfeited or canceled	(6)	(9)	(3)
September 30, 2014	1,172	1,271	205

	Nine months ended September 30, 2015		
	Stock options	Performance-based RSUs	Time-based RSUs
	(in thousands)		
December 31, 2014	1,167	1,257	202
Granted	715	1,143	150
Vested (1)		—	(75)
Forfeited or canceled	(24)	(38)	(9)
September 30, 2015	1,858	2,362	268

(1) Not applicable to a rollforward of stock options outstanding.

Table of Contents

	Nine months ended September 30, 2014		
	Stock options	Performance-based RSUs	Time-based RSUs
	(in thousands)		
December 31, 2013	422	496	100
Granted	769	794	144
Vested (1)		—	(31)
Forfeited or canceled	(19)	(19)	(8)
September 30, 2014	1,172	1,271	205

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(1) Not applicable to a rollforward of stock options outstanding.

Note 20—Supplemental Cash Flow Information

	Nine months ended September 30,	
	2015	2014
	(in thousands)	
Cash paid for interest	$ 47,867	$ 25,724
Cash paid for income taxes	$ 1,909	$ 4,715
Non-cash investing activity:		
Mortgage servicing rights resulting from mortgage loan sales	$ 360,656	$ 148,374
Mortgage servicing liabilities resulting from mortgage loan sales	$ 20,442	$ —
Mortgage servicing rights recapture recognized	$ 670	$ —
Non-cash financing activity:		
Transfer of excess servicing spread pursuant to recapture agreement with PennyMac Mortgage Investment Trust	$ 4,833	$ 6,093
Issuance of common stock in settlement of director fees	$ 223	$ 147

Note 21—Regulatory Net Worth and Agency Capital Requirements

The Company, through PLS and PennyMac, is required to maintain specified levels of equity to remain a seller/servicer in good standing with the Agencies. Such equity requirements generally are tied to the size of the Company's loan servicing portfolio or loan origination volume.

The Agencies' capital requirements, the calculations of which are specified by each Agency, are summarized below:

	Agency capital			
	September 30, 2015		December 31, 2014	
Agency–company subject to requirement	Balance (1)	Requirement	Balance (1)	Requirement
	(in thousands)			
Fannie Mae–PLS	$ 763,080	$ 389,576	$ 583,686	$ 35,507
Freddie Mac–PLS	$ 761,516	$ 4,615	$ 583,819	$ 3,721
Ginnie Mae–PLS	$ 555,380	$ 207,974	$ 536,009	$ 111,457
Ginnie Mae–PennyMac	$ 806,039	$ 249,569	$ 763,907	$ 133,748
HUD–PLS	$ 555,380	$ 2,500	$ 539,844	$ 2,500

(1) Calculated in compliance with the respective Agency's requirements.

Noncompliance with the respective Agencies' capital requirements can result in the respective Agency taking various remedial actions up to and including removing PennyMac's ability to sell loans to and service loans on behalf of the respective Agency. PennyMac and PLS had Agency capital in excess of the respective Agencies' requirements at September 30, 2015.

Table of Contents

Note 22—Commitments and Contingencies

Litigation

The business of the Company involves the collection of numerous accounts, as well as the validation of liens and compliance with various state and federal lending and servicing laws. Accordingly, the Company may be involved in proceedings, claims, and legal actions arising in the ordinary course of business. As of September 30, 2015, the Company was not involved in any legal proceedings, claims, or actions that in management's view would be reasonably likely to have a material adverse effect on the Company.

Commitments to Fund and Sell Mortgage Loans

	September 30, 2015
	(in thousands)
Commitments to purchase mortgage loans from PennyMac Mortgage Investment Trust	$ 1,563,782
Commitments to fund mortgage loans	1,217,769
	$ 2,781,551
Commitments to sell mortgage loans	$ 7,116,246

Note 23—Segments and Related Information

The Company operates in three segments: loan production, loan servicing and investment management.

Two of the segments are in the mortgage banking business: loan production and loan servicing. The loan production segment performs origination, acquisition and sale activities. The loan servicing segment performs servicing of newly originated mortgage loans, execution and management of early buyout loans and servicing of mortgage loans sourced and managed by the investment management segment, including executing the loan resolution strategy identified by the investment management segment relating to distressed mortgage loans.

The investment management segment represents the activities of the Company's investment manager, which include sourcing, performing diligence, bidding and closing investment asset acquisitions, managing correspondent lending activities for PMT and managing the acquired assets for the Advised Entities.

During the quarter ended June 30, 2015, the Company updated its method for allocating incentive compensation for executive management and shared services to each segment. Incentive compensation for executive management and shared services is now allocated to each segment based on its contribution to earnings rather than on usage of such executive management and shared services. The financial highlights below reflect the change in expense allocation method for the periods ended September 30, 2015. The financial highlights for the periods ended September 30, 2014 have not been restated. Following is a summary of the effect of the change in allocation on the segments' expenses for the periods ended September 30, 2014:

	Quarter ended	Nine months ended
	September 30, 2014	
	(in thousands)	
Increase (decrease) in segment expenses:		
Mortgage banking		
Production	$ 1,103	$ 1,616
Servicing	616	3,839
	1,719	5,455
Investment management	(1,719)	(5,455)
	$ —	$ —

Table of Contents

Financial highlights by segment are as follows:

	Quarter ended September 30, 2015				
	Mortgage Banking			Investment	
	Production	Servicing	Total	Management	Total
	(in thousands)				
Revenues: (1)					
Net gains on mortgage loans held for sale at fair value	$ 81,005	$ 1,641	$ 82,646	$ —	$ 82,646
Loan origination fees	29,448	—	29,448	—	29,448
Fulfillment fees from PennyMac Mortgage Investment Trust	17,553	—	17,553	—	17,553
Net servicing fees	—	57,258	57,258	—	57,258
Management fees	—	—	—	6,456	6,456
Carried Interest from Investment Funds	—	—	—	1,483	1,483
Net interest income (expense):					
Interest income	13,228	1,825	15,053	—	15,053
Interest expense	6,290	14,714	21,004	—	21,004
	6,938	(12,889)	(5,951)	—	(5,951)
Other	272	121	393	(141)	252
Total net revenue	135,216	46,131	181,347	7,798	189,145
Expenses	57,477	52,187	109,664	5,618	115,282
Income (loss) before provision for income taxes and non-segment activities	77,739	(6,056)	71,683	2,180	73,863
Non-segment activities					60
Income (loss) before provision for income taxes	$ 77,739	$ (6,056)	$ 71,683	$ 2,180	$ 73,923
Segment assets at period end (2)	$ 1,723,137	$ 1,979,252	$ 3,702,389	$ 87,365	$ 3,789,754

(1) All revenues are from external customers.
(2) Excludes parent Company assets, which consist primarily of deferred tax asset of $25.9 million.

	Quarter ended September 30, 2014				
	Mortgage Banking			Investment	
	Production	Servicing	Total	Management	Total
	(in thousands)				
Revenues: (1)					
Net gains on mortgage loans held for sale at fair value	$ 41,308	$ 6,825	$ 48,133	$ —	$ 48,133
Loan origination fees	11,823	—	11,823	—	11,823
Fulfillment fees from PennyMac Mortgage Investment Trust	15,497	—	15,497	—	15,497

Net servicing fees	—	53,908	53,908	—	53,908
Management fees	—	—	—	11,379	11,379
Carried Interest from Investment Funds	—	—	—	1,902	1,902
Net interest income (expense):					
Interest income	5,759	3,216	8,975	—	8,975
Interest expense	3,251	8,462	11,713	—	11,713
	2,508	(5,246)	(2,738)	—	(2,738)
Other	478	230	708	13	721
Total net revenue	71,614	55,717	127,331	13,294	140,625
Expenses	32,535	38,286	70,821	7,112	77,933
Income before provision for income taxes	$ 39,079	$ 17,431	$ 56,510	$ 6,182	$ 62,692
Segment assets at period end (2)	$ 1,366,644	$ 1,003,742	$ 2,370,386	$ 110,791	$ 2,481,177

(1) All revenues are from external customers.
(2) Excludes parent Company assets, which consist primarily of deferred tax assets of $52.8 million.

49

Table of Contents

	Nine months ended September 30, 2015				
	Mortgage Banking			Investment	
	Production	Servicing	Total	Management	Total
	(in thousands)				
Revenues: (1)					
Net gains (losses) on mortgage loans held for sale at fair value	$ 244,361	$ (2,382)	$ 241,979	$ —	$ 241,979
Loan origination fees	70,551	—	70,551	—	70,551
Fulfillment fees from PennyMac Mortgage Investment Trust	45,752	—	45,752	—	45,752
Net servicing fees	—	152,583	152,583	—	152,583
Management fees	—	—	—	21,908	21,908
Carried Interest from Investment Funds	—	—	—	2,898	2,898
Net interest income (expense):					
Interest income	30,041	7,129	37,170	—	37,170
Interest expense	15,131	34,051	49,182	—	49,182
	14,910	(26,922)	(12,012)	—	(12,012)
Other	1,420	840	2,260	(109)	2,151
Total net revenue	376,994	124,119	501,113	24,697	525,810
Expenses	155,542	150,737	306,279	17,631	323,910
Income (loss) before provision for income taxes and non-segment activities	221,452	(26,618)	194,834	7,066	201,900
Non-segment activities					60
Income (loss) before provision for income taxes	$ 221,452	$ (26,618)	$ 194,834	$ 7,066	$ 201,960
Segment assets at period end (2)	$ 1,723,137	$ 1,979,252	$ 3,702,389	$ 87,365	$ 3,789,754

(1) All revenues are from external customers.
(2) Excludes parent Company assets, which consist primarily of deferred tax assets of $25.9 million.

	Nine months ended September 30, 2014				
	Mortgage Banking			Investment	
	Production	Servicing	Total	Management	Total
	(in thousands)				
Revenues: (1)					
Net gains on mortgage loans held for sale at fair value	$ 113,947	$ 8,428	$ 122,375	$ —	$ 122,375
Loan origination fees	29,048	—	29,048	—	29,048
Fulfillment fees from PennyMac Mortgage Investment Trust	36,832	—	36,832	—	36,832
Net servicing fees	—	154,641	154,641	—	154,641
Management fees	—	—	—	32,486	32,486

Carried Interest from Investment Funds	—	—	—	5,893	5,893
Net interest income (expense):					
Interest income	15,562	3,770	19,332	5	19,337
Interest expense	8,652	18,179	26,831	—	26,831
	6,910	(14,409)	(7,499)	5	(7,494)
Other	1,504	1,014	2,518	253	2,771
Total net revenue	188,241	149,674	337,915	38,637	376,552
Expenses	90,447	95,171	185,618	21,134	206,752
Income before provision for income taxes	$ 97,794	$ 54,503	$ 152,297	$ 17,503	$ 169,800
Segment assets at period end (2)	$ 1,366,644	$ 1,003,742	$ 2,370,386	$ 110,791	$ 2,481,177

(1)All revenues are from external customers.

(2)Excludes parent Company assets, which consist primarily of deferred tax assets of $52.8 million.

Table of Contents

Note 24—Recently Issued Accounting Pronouncements

In February 2015, the FASB issued ASU 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis" ("ASU 2015-02"). ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis of reporting entities that are involved with variable interest entities ("VIEs"), particularly those that have fee arrangements and related party relationships. ASU 2015-02 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. A reporting entity may apply the amendments in ASU 2015-02 using: (a) a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption; or (b) by applying the amendments retrospectively. The Company is currently assessing the potential effect that the adoption of ASU 2015-02 will have on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. ASU 2015-03 should be applied on a retrospective basis and is effective for the Company for financial statements issued for fiscal years and interim periods within those fiscal years beginning after December 15, 2015.

The Company adopted ASU 2015-03 during the quarter ended June 30, 2015. As a result of the adoption of ASU 2015-03, the Company, on its September 30, 2015 consolidated balance sheet, reclassified $716,000 in debt issuance costs from Other assets and allocated such costs in the amount of $705,000 to Mortgage loans sold under agreements to repurchase; $1,000 to Mortgage loan participation and sale agreement; and $10,000 to Note payable. There were no changes to the Company's consolidated statements of income or consolidated statements of cash flows as a result of the Company's adoption of ASU 2015-03.

Note 25—Subsequent Events

Management has evaluated all events and transactions through the date the Company issued these consolidated financial statements. During this period:

- On October 22, 2015, the Company, through PLS, entered into an amendment to its master repurchase agreement with Citibank, N.A. The primary purpose of the amendment was to increase the maximum aggregate purchase price to $200 million, $150 million of which is committed. The termination date was extended to October 20, 2016. PLS also agreed to maintain various financial and other covenants, which include maintaining (i) a minimum adjusted tangible net worth at all times greater than or equal to $170 million; (ii) a minimum in unrestricted cash and cash equivalents at all times greater than or equal to $20 million; (iii) a ratio of total liabilities to adjusted tangible net worth at all times less than 10:1; and (iv) profitability of at least $1.00 for each fiscal quarter. All other terms and conditions of the master repurchase agreement remain the same in all material aspects.

- All agreements to repurchase assets that matured between September 30, 2015 and the date of this Report were extended or renewed.

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

Cautionary Statement Regarding Forward-Looking Statements

The following discussion and analysis of financial condition and results of operations should be read with the consolidated financial statements and the related notes of PennyMac Financial Services, Inc. ("PFSI") included within this Quarterly Report on Form 10-Q.

Statements contained in this Quarterly Report on Form 10-Q may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to be materially different from those expressed or implied in such statements. You can identify these forward-looking statements by words such as "may," "will,"

Table of Contents

"should," "expect," "anticipate," "believe," "estimate," "intend," "plan" and other similar expressions. You should consider ou forward-looking statements in light of the risks discussed under the heading "Risk Factors," as well as our consolidated financial statements, related notes, and the other financial information appearing elsewhere in this Quarterly Report on Form 10-Q and our other filings with the United States Securities and Exchange Commission ("SEC"). The forward-looking statements contained in this Quarterly Report on Form 10-Q are made as of the date hereof and we assume no obligation to update or supplement any forward-looking statements.

Overview

The following discussion and analysis provides information that we believe is relevant to an assessment and understanding of our consolidated results of operations and financial condition. Unless the context indicates otherwise, references in this Quarterly Report on Form 10-Q to the words "we," "us," "our" and the "Company" refer to PFSI.

Our Company

We are a specialty financial services firm with a comprehensive mortgage platform and integrated business primarily focused on the production and servicing of U.S. residential mortgage loans (activities which we refer to as mortgage banking) and the management of investments related to the U.S. mortgage market. We believe that our operating capabilities, specialized expertise, access to long-term investment capital, and our management's experience across all aspects of the mortgage business will allow us to profitably grow these activities and capitalize on other related opportunities as they arise in the future.

We operate and control all of the business and affairs of Private National Mortgage Acceptance Company, LLC ("PennyMac") and are its sole managing member. PennyMac was founded in 2008 by members of our executive leadership team and two strategic partners, BlackRock Mortgage Ventures, LLC and HC Partners, LLC, formerly known as Highfields Capital Investments, LLC, together with its affiliates.

We conduct our business in three segments: loan production, loan servicing (together, these two activities comprise our mortgage banking activities) and investment management. Our principal mortgage banking subsidiary, PennyMac Loan Services, LLC ("PLS"), is a non-bank producer and servicer of mortgage loans in the United States. Our investment management subsidiary, PNMAC Capital Management, LLC ("PCM"), is an SEC registered investment adviser. PCM manages PennyMac Mortgage Investment Trust ("PMT"), a mortgage real estate investment trust, listed on the New York Stock Exchange under the ticker symbol PMT. PCM also manages PNMAC Mortgage Opportunity Fund, LLC and PNMAC Mortgage Opportunity Fund, L.P., both registered under the Investment Company Act of 1940, as amended, an affiliate of these funds and PNMAC Mortgage Opportunity Fund Investors, LLC. We refer to these funds collectively as our "Investment Funds" and, together with PMT, as our "Advised Entities."

Mortgage Banking

Loan Production

Mortgage loans produced through our loan production segment are sourced through two channels: correspondent production and consumer direct lending.

In our correspondent production channel, we manage, on behalf of PMT and for our own account, the acquisition of newly originated, prime credit quality, first-lien residential mortgage loans that have been underwritten to investor guidelines. PMT acquires, from approved correspondent sellers, newly originated loans, including both conventional and government-insured or guaranteed residential mortgage loans that qualify for inclusion in securitizations that are guaranteed by the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Government National Mortgage Association ("Ginnie Mae"). We refer to each of Fannie Mae, Freddie Mac and Ginnie Mae as an "Agency" and collectively as the "Agencies". For conventional mortgage loans, we perform fulfillment activities for PMT and earn a fulfillment fee for each mortgage loan purchased by PMT. In the case of government-insured or guaranteed mortgage loans, we purchase them from PMT at PMT's cost plus a sourcing fee and fulfill them for our own account.

Through our consumer direct lending channel, we originate new prime credit quality, first-lien residential conventional and government-insured or guaranteed mortgage loans on a national basis to allow customers to purchase

Table of Contents

or refinance their homes. Our consumer direct model relies on the Internet and call center-based staff to acquire and interact with customers across the country. We do not have a “brick and mortar” branch network and have been developing our consumer direct operations with call centers strategically positioned across the United States.

For mortgage loans originated through our consumer direct lending channel, we conduct our own fulfillment, earn interest income and gains or losses during the holding period and upon the sale or securitization of these mortgage loans, and retain the associated mortgage servicing rights (“MSRs”) (subject to sharing with PMT a portion of such MSRs or cash with respect to certain consumer direct originated mortgage loans that refinance mortgage loans for which the related MSRs or excess servicing spread (“ESS”) was held by PMT).

Our loan production activity is summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Unpaid principal balance of mortgage loans purchased and originated for sale:				
Government-insured or guaranteed mortgage loans acquired from PennyMac Mortgage Investment Trust	$ 10,783,882	$ 4,609,947	$ 23,602,020	$ 11,332,898
Mortgage loans sourced through our consumer direct channel	1,042,302	526,838	3,077,569	1,244,117
	$ 11,826,184	$ 5,136,785	$ 26,679,589	$ 12,577,015
Unpaid principal balance of mortgage loans fulfilled for PennyMac Mortgage Investment Trust	$ 4,073,201	$ 3,677,613	$ 10,542,411	$ 8,588,955

Loan Servicing

Our loan servicing segment performs mortgage loan administration, collection, and default management activities, including the collection and remittance of mortgage loan payments; response to customer inquiries; accounting for principal and interest; holding custodial (impounded) funds for the payment of property taxes and insurance premiums; counseling delinquent mortgagors; and supervising foreclosures and property dispositions. We service a diverse portfolio of mortgage loans both as the owner of MSRs and on behalf of other MSR or mortgage owners. We provide servicing for conventional and government-insured or guaranteed mortgage loans (“prime servicing”), as well as servicing for distressed mortgage loans that have been acquired as investments by our Advised Entities (“special servicing”). As of September 30, 2015, the portfolio of mortgage loans that we serviced or subserviced totaled approximately $154.8 billion in unpaid principal balance (“UPB”).

Investment Management

We are an investment manager through our subsidiary, PCM. PCM currently manages the Advised Entities. The Advised Entities had combined net assets of approximately $1.8 billion as of September 30, 2015. For these activities, we earn management fees as a percentage of net assets and incentive compensation based on the entities’ performance.

Observations on Current Market Conditions

Our business is affected by macroeconomic conditions in the United States, including economic growth, unemployment rates, the residential housing market and interest rate levels and expectations. The U.S. economy continues to grow as reflected in recent economic data. During the third quarter of 2015, real U.S. gross domestic product expanded at an annual rate of 1.5% compared to a 4.3% increase for the third quarter of 2014 and a revised 3.9% increase for the second quarter of 2015. The national unemployment rate was 5.1% at September 30, 2015 compared to 5.3% at June 30, 2015 and 5.9% at September 30, 2014. Delinquency rates on residential real estate loans remain elevated compared to historical rates, but have been steadily declining. As reported by the Federal Reserve Bank, during the second quarter of 2015, the delinquency rate on residential real estate loans held by commercial banks was 5.77%, a reduction from 7.40% during the second quarter of 2014.

Table of Contents

Residential real estate activity appears to be stable. The seasonally adjusted annual rate of existing home sales for September 2015 was 8.8% higher than for September 2014, and the national median existing home price for all housing types was $221,900, a 6.1% increase from September 2014. On a national level, foreclosure filings during September 2015 increased by 3.1% as compared to September 2014. Foreclosure activity is expected to remain above historical average levels through 2015 and beyond.

Changes in fixed-rate residential mortgage loan interest rates generally follow changes in long-term U.S. Treasury yields. Thirty-year fixed mortgage interest rates ranged from a low of 3.84% to a high of 4.09% during the third quarter of 2015 while during the third quarter of 2014, thirty-year fixed mortgage interest rates ranged from a low of 4.10% to a high of 4.23% (Source: the Federal Home Loan Mortgage Corporation's Weekly Primary Mortgage Market Survey).

Mortgage lenders originated an estimated $455 billion of home loans during the third quarter of 2015, up 26% from the third quarter of 2014. Although the low interest rate environment has led to an increase in the volume of borrowers seeking to refinance, we expect purchase-money loans to constitute a greater proportion of mortgage originations in the future. Mortgage originations are forecast to remain relatively flat, with current industry estimates for 2015 totaling $1.6 trillion (Source: average of Fannie Mae, Freddie Mac and Mortgage Bankers Association forecasts). We expect efforts to expand GSE product offerings (including 97% loan-to-value loans) and a recent reduction in FHA mortgage insurance premiums to make mortgage credit more affordable. In our correspondent production business, we continue to see increased competition from new and existing market participants.

In our capacity as an investment manager, we continue to see a robust market for distressed residential mortgage loans (sales of loan pools that consist of either non-performing loans, troubled but performing loans or a combination thereof) offered for sale. During 2015, the pool of sellers expanded to include Fannie Mae as a new programmatic seller, together with existing sellers including HUD, Freddie Mac and Money-center Banks. During the third quarter of 2015, we reviewed 32 mortgage loan pools totaling approximately $8.2 billion in UPB. This compares to our review of 36 mortgage loan pools totaling approximately $9.7 billion in UPB during the third quarter of 2014. During the nine months ended September 30, 2015, we acquired for PMT distressed loans with fair values totaling $242 million and $287.5 million during the same period in 2014. While we expect to see a continued supply of distressed whole loans, we believe the pricing for recent transactions has been less attractive for buyers. We remain patient and selective for PMT in making new investments in distressed whole loans and we continue to monitor the market to assess best execution opportunities for distressed portfolio investments held by the Advised Entities.

Table of Contents

Results of Operations

Our results of operations are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Revenues:				
Net gains on mortgage loans held for sale at fair value	$ 82,646	$ 48,133	$ 241,979	$ 122,375
Loan origination fees	29,448	11,823	70,551	29,048
Fulfillment fees from PennyMac Mortgage Investment Trust	17,553	15,497	45,752	36,832
Net loan servicing fees	57,258	53,908	152,583	154,641
Management fees	6,456	11,379	21,908	32,486
Carried Interest from Investment Funds	1,483	1,902	2,898	5,893
Net interest expense	(5,891)	(2,738)	(11,952)	(7,494)
Other	252	721	2,151	2,771
Total net revenue	189,205	140,625	525,870	376,552
Expenses	115,282	77,933	323,910	206,752
Provision for income taxes	8,575	7,232	23,308	19,385
Net income	$ 65,348	$ 55,460	$ 178,652	$ 150,415
Income before provision for income taxes by segment:				
Mortgage banking:				
Production	$ 77,739	$ 39,079	$ 221,452	$ 97,794
Servicing	(6,056)	17,431	(26,618)	54,503
Total mortgage banking	71,683	56,510	194,834	152,297
Investment management	2,180	6,182	7,066	17,503
	$ 73,863	$ 62,692	$ 201,900	$ 169,800
During the period:				
Interest rate lock commitments issued	$ 11,237,991	$ 5,645,430	$ 30,619,804	$ 14,726,767
Fair value of mortgage loans purchased and originated for sale:				
Government-insured or guaranteed loans acquired from PennyMac Mortgage Investment Trust	$ 11,350,129	$ 4,861,392	$ 24,864,697	$ 11,947,251
Mortgage loans originated through consumer direct channel	1,053,500	534,013	3,106,148	1,262,443
	$ 12,403,629	$ 5,395,405	$ 27,970,845	$ 13,209,694
Unpaid principal balance of mortgage loans fulfilled for PennyMac Mortgage Investment	$ 4,073,201	$ 3,677,613	$ 10,542,411	$ 8,588,955

Trust		
At period end:		
Unpaid principal balance of mortgage loan servicing portfolio:		
Owned:		
Mortgage servicing rights	$ 106,976,506	$ 60,865,411
Mortgage servicing liabilities	957,113	—
Mortgage loans held for sale	1,602,692	1,217,599
	109,536,311	62,083,010
Subserviced	45,294,101	38,000,767
	$ 154,830,412	$ 100,083,777
Net assets of Advised Entities:		
PennyMac Mortgage Investment Trust	$ 1,513,505	$ 1,588,041
Investment Funds	238,349	428,040
	$ 1,751,854	$ 2,016,081

Net income increased $9.9 million and $28.2 million during the quarter and nine months ended September 30, 2015, respectively, when compared to the same periods in 2014. The increase in net income during the quarter and nine months ended September 30, 2015 was primarily due to increased net gains on mortgage loans held for sale at fair value and loan origination fees, offset by increased expenses incurred to accommodate the growth of our mortgage banking segments.

Net Gains on Mortgage Loans Held for Sale at Fair Value

During the quarter and nine months ended September 30, 2015, we recognized net gains on mortgage loans held for sale at fair value totaling $82.6 million and $242.0 million, respectively, increases of $34.5 million and $119.6 million, respectively, from the same periods in 2014. The increase during these periods was due to growth in the volume of mortgage loans that we purchased and originated and subsequently sold partially offset by reduced production margins.

Table of Contents

Most of our mortgage loan production currently is centered in government-insured or guaranteed loans. Over recent periods, the margins on correspondent government-insured or guaranteed mortgage loans have tended to be higher than those on conventional correspondent production. Government-insured or guaranteed mortgage lending is not as competitive as conventional conforming mortgage lending due to the added complexity involved in the origination and servicing of government-insured or guaranteed mortgage loans. We source the majority of our government-insured or guaranteed mortgage loan production through PMT. PMT is not approved by Ginnie Mae as an issuer of Ginnie Mae-guaranteed securities which are backed by government-insured or guaranteed mortgage loans. We purchase the government-insured or guaranteed mortgage loans that PMT acquires through its correspondent lending activities and pay PMT a sourcing fee of three basis points on the UPB of such mortgage loans.

Our net gains on mortgage loans held for sale at fair value include both cash and non-cash elements. We receive proceeds on sale that include both cash and our estimate of the fair value of the MSRs. During the quarter and nine months ended September 30, 2015, the net gains on mortgage loans held for sale at fair value included $153.3 million and $340.2 million, respectively, in fair value of MSRs received as part of proceeds on sales, net of mortgage servicing liabilities incurred. We also recognize a liability for our estimate of the losses we expect to incur in the future as a result of claims made against us in connection with the representations and warranties that we made in the loan sales transactions. During the quarter and nine months ended September 30, 2015, we included provisions for losses relating to the representations and warranties we provided totaling $2.3 million and $5.5 million, respectively, in our Net gains on mortgage loans held for sale at fair value.

Table of Contents

Our net gains on mortgage loans held for sale are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Cash (loss) gain:				
Mortgage loans	$ (33,957)	$ 3,965	$ (70,171)	$ 21,499
Hedging activities	(51,469)	(12,437)	(51,803)	(48,242)
	(85,426)	(8,472)	(121,974)	(26,743)
Non-cash gain:				
Mortgage servicing rights resulting from mortgage loan sales	161,696	61,200	360,656	148,374
Mortgage servicing liabilities resulting from mortgage loan sales	(8,358)	—	(20,442)	—
MSR and ESS recapture payable to PennyMac Mortgage Investment Trust	(3,098)	(2,143)	(5,843)	(6,567)
Provision for losses relating to representations and warranties on mortgage loans sold	(2,292)	(1,584)	(5,535)	(3,639)
Change in fair value relating to mortgage loans and hedging derivatives held at period end:				
Interest rate lock commitments	15,800	(7,114)	11,137	15,875
Mortgage loans	16,809	(976)	16,890	10,870
Hedging derivatives	(12,485)	7,222	7,090	(15,795)
	$ 82,646	$ 48,133	$ 241,979	$ 122,375
During the period:				
Unpaid principal balance of mortgage loans sold	$ 12,197,731	$ 5,088,528	$ 28,379,856	$ 12,742,554
Interest rate lock commitments issued:				
Conventional mortgage loans	$ 1,754,847	$ 1,024,288	$ 5,190,855	$ 5,586,777
Government-insured or guaranteed mortgage loans	9,483,144	4,621,142	25,428,949	9,139,990
	$ 11,237,991	$ 5,645,430	$ 30,619,804	$ 14,726,767
Period end:				
Mortgage loans held for sale at fair value	$ 1,696,980	$ 1,259,991		
Commitments to fund and purchase mortgage loans	$ 2,781,551	$ 1,740,376		

Provision for Losses on Representations and Warranties

We record our estimate of the losses that we expect to incur in the future as a result of claims against us in connection with the representations and warranties provided to the purchasers of the loans we sold in our Net gains on sale of mortgage loans held for sale at fair value. Our agreements with the Agencies include representations and warranties related to the loans we sell to the Agencies. The representations and warranties require adherence to Agency origination and underwriting guidelines, including but not limited to the validity of the lien securing the loan, property eligibility, borrower credit, income and asset requirements, and compliance with applicable federal, state and local law.

In the event of a breach of our representations and warranties, we may be required to either repurchase the mortgage loans with the identified defects or indemnify the investor or insurer. In such cases, we bear any subsequent credit loss on the mortgage loans. Our credit loss may be reduced by any recourse we have to correspondent lenders that sold such mortgage loans and breached similar or other representations and warranties. In such event, we have the right to seek a recovery of related repurchase losses from that correspondent lender.

The method used to estimate our losses on representations and warranties is a function of our estimate of future defaults, mortgage loan repurchase rates, the severity of loss in the event of defaults and the probability of reimbursement by the correspondent loan seller. We establish a liability at the time loans are sold and review our liability estimate on a periodic basis.

Table of Contents

We recorded provisions for losses under representations and warranties as a component of Net gains on mortgage loans held for sale at fair value totaling $2.3 million and $5.5 million during the quarter and nine months ended September 30, 2015, respectively, compared to $1.6 million and $3.6 million during the quarter and nine months ended September 30, 2014, respectively. The increase in provisions for losses under representations and warranties during the quarter and nine months ended September 30, 2015 compared to the same periods in 2014 was primarily due to an increase in the volume of loan sales activity.

Following is a summary of mortgage loan repurchase and loss activity and the UPB of mortgage loans subject to representations and warranties:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
During the period:				
Indemnification activity				
Mortgage loans indemnified by PFSI at beginning of period	$ 3,070	$ 564	$ 1,521	$ 80
New indemnifications	214	724	1,763	1,441
Indemnified mortgage loans repurchased	—	—	—	—
Less: Indemnified mortgage loans repaid or refinanced	—	—	—	—
Mortgage loans indemnified by PFSI at end of period	$ 3,284	$ 1,288	$ 3,284	$ 1,521
Repurchase activity				
Total mortgage loans repurchased by PFSI	$ 5,301	$ 1,003	$ 17,082	$ 2,715
Less: Mortgage loans repurchased by correspondent lenders	4,768	447	13,044	1,673
Less: Mortgage loans repaid by borrowers or resold with defects resolved	2,726	—	4,684	—
Net mortgage loans repurchased by PFSI with losses chargeable to liability for representations and warranties	$ (2,193)	$ 556	$ (646)	$ 1,042
Losses charged to liability for representations and warranties	$ 71	$ —	$ 316	$ —
Period end:				
	$ —	$ —		

Unpaid principal balance of repurchased mortgage loans held		
Unpaid principal balance of mortgage loans subject to representations and warranties	$ 54,259,297	$ 33,660,189
Liability for representations and warranties	$ 18,478	$ 11,762

During the quarter and nine months ended September 30, 2015, we repurchased mortgage loans totaling $5.3 million and $17.1 million in UPB, respectively. After recovery of repurchase losses from the selling correspondent lenders, we recorded losses of $71,000 and $316,000, respectively, as a result of these repurchases. As the outstanding balance of mortgage loans we purchase and sell subject to representations and warranties increases and the loans sold continue to season, we expect the level of repurchase activity to increase.

The level of the liability for losses under representations and warranties is difficult to estimate and requires considerable management judgment. The level of mortgage loan repurchase losses is dependent on economic factors, investor loss mitigation strategies, and other external conditions that may change over the lives of the underlying mortgage loans. Our estimate of the liability for representations and warranties is prepared initially by our credit administration staff. The liability estimate is reviewed and approved by our senior management credit committee which includes PFSI’s chief executive, operating, credit and enterprise risk, mortgage fulfillment, institutional mortgage banking and shared services officers. We did not record any adjustments to previously recorded liabilities for representations and warranties during any of the periods presented.

Table of Contents

Our representations and warranties are generally not subject to stated limits of exposure. However, we believe that the current UPB of loans sold by us to date represents the maximum exposure to repurchases related to representations and warranties.

Other Loan Production-Related Revenues

Loan origination fees increased $17.6 million and $41.5 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 primarily due to growth in the volume of correspondent purchases in our loan production activities.

Fulfillment fees from PMT, which represent fees we collect for services we perform on behalf of PMT in connection with its acquisition, packaging and sale of mortgage loans, are calculated as a percentage of the UPB of the mortgage loans we fulfill for PMT. Fulfillment fees increased $2.1 million and $8.9 million, respectively, during the quarter and nine months ended September 30, 2015 compared to the same periods in 2014 primarily due to an increase in the volume of mortgage loan fulfillment. Summarized below are our fulfillment fees:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Fulfillment fee revenue	$ 17,553	$ 15,497	$ 45,752	$ 36,832
Unpaid principal balance of loans fulfilled	$ 4,073,201	$ 3,677,613	$ 10,542,411	$ 8,588,955
Average fulfillment fee rate (in basis points)	43	42	43	43

Net loan servicing fees

Our net loan servicing fees are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Net loan servicing fees:				
Loan servicing fees:				

From non-affiliates	$ 83,424	$ 44,647	$ 200,392	$ 124,061
From PennyMac Mortgage Investment Trust	11,736	12,325	34,542	41,096
From Investment Funds	796	1,116	1,917	6,754
Ancillary and other fees	10,096	6,620	33,131	16,609
	106,052	64,708	269,982	188,520
Amortization, impairment and change in fair value of mortgage servicing rights	(48,794)	(10,800)	(117,399)	(33,879)
Net loan servicing fees	$ 57,258	$ 53,908	$ 152,583	$ 154,641
Average servicing portfolio	$ 147,877,985	$ 96,798,406	$ 128,119,464	$ 88,169,940

Table of Contents

Following is a summary of our mortgage loan servicing portfolio:

	September 30, 2015	December 31, 2014
	(in thousands)	
Mortgage loans serviced at period end:		
Prime servicing:		
Owned		
Mortgage servicing rights		
Originated	$ 54,259,297	$ 36,564,434
Acquired	52,717,209	28,126,179
	106,976,506	64,690,613
Mortgage servicing liabilities–Originated	957,113	478,581
Mortgage loans held for sale	1,602,692	1,100,910
	109,536,311	66,270,104
Subserviced for Advised Entities	41,303,357	35,416,466
Total prime servicing	150,839,668	101,686,570
Special servicing–Subserviced for Advised Entities	3,990,744	4,293,479
Total special servicing	3,990,744	4,293,479
Total mortgage loans serviced	$ 154,830,412	$ 105,980,049

Loan servicing fees increased $41.3 million and $81.5 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 primarily due to an increase in loan servicing fees from non-affiliates resulting from growth in our mortgage loan servicing portfolio due to our purchases of MSRs, supplemented with the ongoing sales of mortgage loans with servicing rights retained. The increase in loan servicing fees was partially offset by a decrease in loan servicing fees from our Advised Entities due to activity fees relating to sales of reperforming mortgage loans by the Advised Entities in 2014 that did not recur in 2015.

Amortization, impairment and change in fair value of mortgage servicing rights are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Amortization and realization of cash flows	$ (41,594)	$ (19,703)	$ (97,082)	$ (50,970)
Change in fair value of mortgage servicing rights and mortgage servicing liabilities carried at fair value and provision for impairment of mortgage servicing rights	(47,926)	261	(50,250)	(15,590)

carried at lower of amortized cost or fair value				
Change in fair value of excess servicing spread	10,271	9,539	10,674	24,392
Hedging gains (losses)	30,455	(897)	19,259	8,289
Total fair value adjustments, net of hedging results	(7,200)	8,903	(20,317)	17,091
Total amortization, impairment and change in fair value of mortgage servicing rights	$ (48,794)	$ (10,800)	$ (117,399)	$ (33,879)
Average mortgage servicing rights balances:				
At lower of amortized cost or fair value	$ 604,128	$ 335,828	$ 504,392	$ 301,992
At fair value	$ 649,608	$ 310,694	$ 484,153	$ 264,289
Mortgage servicing rights at period end:				
At lower of amortized cost or fair value	$ 669,667	$ 358,264		
At fair value	$ 637,725	319,149		
	$ 1,307,392	$ 677,413		

60

Table of Contents

Amortization, impairment and change in fair value of mortgage servicing rights increased $38.0 million and $83.5 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014. This increase was primarily due to increased amortization of a growing mortgage servicing asset and increased impairment of MSRs resulting from the effect on fair value of the decreasing interest rate environment that prevailed during much of 2015. The nine-month period ended September 30, 2015 was also negatively impacted by a reduction in the Federal Housing Administration's mortgage insurance premium.

Management fees and Carried Interest

Management fees and Carried Interest are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Management fees:				
PennyMac Mortgage Investment Trust:				
Base management fee	$ 5,742	$ 6,033	$ 17,181	$ 17,392
Performance incentive fee	—	3,590	1,343	9,217
	5,742	9,623	18,524	26,609
Investment Funds	714	1,756	3,384	5,877
Total management fees	6,456	11,379	21,908	32,486
Carried Interest	1,483	1,902	2,898	5,893
Total management fees and Carried Interest	$ 7,939	$ 13,281	$ 24,806	$ 38,379
Net assets of Advised Entities at period end:				
PennyMac Mortgage Investment Trust	$ 1,513,505	$ 1,588,041		
Investment Funds	238,349	428,040		
	$ 1,751,854	$ 2,016,081		

Management fees from PMT decreased $3.9 million and $8.1 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 primarily due to a decrease in performance incentive fees resulting from reductions in PMT's net income during the period over which incentive fees are calculated.

Our incentive fee is based on how much PMT's return on shareholders' equity over a rolling twelve-month period exceeds certain thresholds. Therefore, the decrease in profitability reduced PMT's return on equity and by extension the performance incentive fee we earned in 2015 as compared to 2014.

Management fees from the Investment Funds decreased $1.0 million and $2.5 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014. The decrease was due to a reduction in the Investment Funds' net asset values as a result of continued distributions to the Investment Funds' investors following the end of the Investment Funds' commitment periods on December 31, 2011, which reduces the investment base on which the management fees are computed.

Carried Interest from Investment Funds decreased $419,000 and $3.0 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 primarily due to decreases in the Investment Funds' returns in 2015 compared to 2014.

Table of Contents

Other revenues

The results of our holdings of common shares of PMT, which is included in Changes in fair value of investment in and dividends received from PMT are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Dividends received from PennyMac Mortgage Investment Trust	$ (11)	$ 46	$ 127	$ 135
Change in fair value of investment in PennyMac Mortgage Investment Trust	(147)	(38)	(422)	(115)
	$ (158)	$ 8	$ (295)	$ 20
Fair value of PennyMac Mortgage Investment Trust shares at period end	$ 1,160	$ 1,607		

Change in fair value of investment in and dividends received from PMT decreased $166,000 and $315,000 during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 primarily due to a decrease in the fair value of our investment in common shares of PMT. We held 75,000 common shares of PMT during each of the periods ended September 30, 2015 and 2014.

Expenses

Our compensation expense is summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Salaries and wages	$ 44,299	$ 30,572	$ 119,948	$ 85,133
Incentive compensation	17,484	10,062	45,968	28,356
Taxes and benefits	7,475	5,039	21,317	14,525
Stock and unit-based compensation	4,871	2,702	15,462	10,218
	$ 74,129	$ 48,375	$ 202,695	$ 138,232
Average headcount	2,416	1,641	2,164	1,521

Period end headcount	2,483	1,693

Compensation expense increased $25.8 million and $64.5 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 primarily due to growth in our workforce to support the growth of our mortgage banking operations.

Servicing expense increased $2.9 million and $26.4 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 primarily due to increased realized servicing advance losses and increased provisions for expected future servicing advance losses relating to delinquent government-insured or guaranteed mortgage loans that we service. Servicing expenses also increased due to continuing growth in our mortgage loan servicing portfolio.

Technology expense increased $2.3 million and $7.2 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 primarily due to increased software costs as part of our continued investment in loan production and servicing infrastructure.

Loan origination expense increased $1.8 million and $6.9 million during the quarter and nine months ended September 30, 2015, respectively, compared to the same periods in 2014 due to increased loan production in 2015 compared to 2014.

Table of Contents

Expenses Allocated to PMT

PMT reimburses us for other expenses, including common overhead expenses incurred on its behalf by us, in accordance with the terms of our management agreement with PMT. The expense amounts presented in our consolidated statements of income are net of these allocations. The amount of total expenses that we allocated to PMT during the quarter and nine months ended September 30, 2015 remained generally consistent compared to the same periods in 2014 and included discretionary waivers, in accordance with the terms of the management agreement, of $900,000 and $1.6 million for the quarter and nine months ended September 30, 2015, respectively, of overhead expenses otherwise allocable to PMT.

Expense amounts allocated to PMT during the period ended September 30, 2015 and 2014 are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Technology	$ 1,216	$ 1,232	$ 3,532	$ 3,289
Depreciation and amortization	531	547	1,640	1,537
Occupancy	497	569	1,463	1,627
Other	450	454	1,490	1,565
Total expenses	$ 2,694	$ 2,802	$ 8,125	$ 8,018

Provision for Income Taxes

Our effective tax rates were 11.6% and 11.5% during the quarter and nine months ended September 30, 2015, respectively, compared to 11.5% and 11.4% during the same periods in 2014, respectively. The difference between our effective tax rate and the statutory rate is primarily due to the allocation of earnings to the noncontrolling interest unitholders. As the noncontrolling interest unitholders convert their ownership units into our shares, we expect an increase in allocated earnings that will be subject to corporate federal and state statutory tax rates, which will in turn increase our effective income tax rate.

Balance Sheet Analysis

Following is a summary of key balance sheet items as of the dates presented:

	September 30, 2015	December 31, 2014
	(in thousands)	
ASSETS		
Cash and short-term investments	$ 72,181	$ 97,943
Mortgage loans held for sale at fair value	1,696,980	1,147,884
Servicing advances, net	252,172	228,630
Receivable from affiliates	168,762	26,162
Carried Interest due from Investment Funds	70,196	67,298
Mortgage servicing rights	1,307,392	730,828
Other assets	247,639	207,941
Total assets	$ 3,815,322	$ 2,506,686
LIABILITIES AND STOCKHOLDERS' EQUITY		
Borrowings	$ 1,940,811	$ 1,112,675
Payable to affiliates	596,110	350,389
Other liabilities	289,094	236,356
Total liabilities	2,826,015	1,699,420
Total stockholders' equity	989,307	807,266
Total liabilities and stockholders' equity	$ 3,815,322	$ 2,506,686

Table of Contents

Total assets increased $1.3 billion from $2.5 billion at December 31, 2014 to $3.8 billion at September 30, 2015. The increase was primarily due to an increase of $576.6 million in MSRs and an increase of $549.1 million in mortgage loans held for sale at fair value, resulting from purchases of MSRs and growth in our mortgage loan production.

Total liabilities increased by $1.1 billion from $1.7 billion as of December 31, 2014 to $2.8 billion as of September 30, 2015. The increase was primarily attributable to an increase of $464.2 million in mortgage loans sold under agreements to repurchase, an increase of $103.8 million in sales of mortgage loan participation certificates, and increase of $260.1 million in note payable all to fund growth in our inventory of mortgage loans held for sale at fair value and MSRs, and an increase of $227.4 million in liabilities relating to the sale of ESS to PMT.

Cash Flows

Our cash flows for the nine months ended September 30, 2015 and 2014 are summarized below:

	Nine months ended September 30,		
	2015	2014	Change
	(in thousands)		
Cash flow activities:			
Operating	$ (519,157)	$ (695,080)	$ 175,923
Investing	(538,151)	1,181	(539,332)
Financing	1,028,467	740,511	287,956
Net cash flows	$ (28,841)	$ 46,612	$ (75,453)

Our cash flows resulted in a net decrease in cash of $28.8 million during the nine months ended September 30, 2015. The decrease was due to cash used in our operating and investing activities exceeding cash provided by our financing activities.

Operating activities

Cash used in operating activities totaled $519.2 million and $695.1 million during the nine months ended September 30, 2015 and 2014, respectively, primarily due to the growth of our inventory of mortgage loans held for sale at fair value.

Investing activities

Net cash used in investing activities during the nine months ended September 30, 2015 totaled $538.2 million primarily due to our purchases of MSRs and advances on a note receivable from PMT that we made during the period. Net cash provided by investing activities during the nine months ended September 30, 2014 totaled $1.2 million primarily due to a decrease in short-term investments.

Financing activities

Net cash provided by financing activities totaled $1.0 billion and $740.5 million during the nine months ended September 30, 2015 and 2014, respectively, primarily due to increased sales of loans under agreements to repurchase and a mortgage loan participation agreement used to finance the growth in our inventory of mortgage loans held for sale. Cash provided by financing activities also reflects the proceeds received from issuance of ESS financing of $271.5 million and $82.6 million during the nine months ended September 30, 2015 and 2014, respectively, used to finance purchases of MSRs and $150.0 million of advances on a note receivable that were in turn advanced to PMT to finance its investment in ESS.

Liquidity and Capital Resources

Our liquidity reflects our ability to meet our current obligations (including our operating expenses and, when applicable, the retirement of, and margin calls relating to, our debt, and margin calls relating to hedges on our commitments to purchase or originate mortgage loans), fund new originations and purchases, and make investments as we identify them. We expect our primary sources of liquidity to be through cash flows from business activities, proceeds from borrowings, proceeds from and issuance of ESS and/or additional equity offerings. We believe that our liquidity is sufficient to meet our current liquidity needs.

Our current leverage strategy is to finance our assets where we believe such borrowing is prudent, appropriate and available. Our borrowing activities are in the form of sales of mortgage loans under agreements to repurchase, sales of mortgage loan participation certificates, a note payable secured by MSRs and ESS financing. All of our borrowings other than ESS have short-term maturities and provide for terms of approximately one year. We will continue to finance most of our assets on a short-term basis until long-term financing becomes more available. Because a significant portion of our current debt facilities consists of short-term borrowings, we expect to renew these facilities in advance of maturity in order to ensure our ongoing liquidity and access to capital or otherwise allow ourselves sufficient time to replace any necessary financing.

Our repurchase agreements represent the sales of mortgage loans together with agreements for us to buy back the respective assets at a later date. Our mortgage loan repurchase agreements are summarized below:

	Quarter ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
Repurchase agreements outstanding:				
Average balance	$ 975,724	$ 691,730	$ 805,517	$ 505,072
Maximum daily balance	$ 1,496,306	$ 1,010,146	$ 1,496,306	$ 1,010,146
Balance at period end	$ 1,286,411	$ 929,460		

The difference between the maximum and average daily amounts outstanding is due to the effect of variations in the timing and levels of production and sales on mortgage loan inventories during the period.

PLS's debt financing agreements require it to comply with various financial covenants. The most significant financial covenants currently include the following:

- positive net income during each calendar quarter;
- a minimum in unrestricted cash and cash equivalents of $20 million;
- a minimum tangible net worth of $200 million;
- a maximum ratio of total liabilities to tangible net worth of 10:1; and
- at least one other warehouse or repurchase facility that finances amounts and assets similar to those being financed under our existing debt financing agreements.

Although these financial covenants limit the amount of indebtedness that we may incur and affect our liquidity through minimum cash reserve requirements, we believe that these covenants currently provide us with sufficient flexibility to successfully operate our business and obtain the financing necessary to achieve that purpose.

With respect to servicing performed for PMT, PLS is also subject to certain covenants under its debt agreements. Covenants of PLS in PMT's debt agreements are equally or sometimes less restrictive than the covenants described above.

Our debt financing agreements also contain margin call provisions that, upon notice from the applicable lender at its option, require us to transfer cash or, in some instances, additional assets in an amount sufficient to eliminate any margin deficit. A margin deficit will generally result from any decline in the market value (as determined by the applicable lender) of the assets subject to the related financing agreement. Upon notice from the applicable lender, we will generally be required to satisfy the margin call on the day of such notice or within one business day thereafter, depending on the timing of the notice.

Table of Contents

PLS is also subject to liquidity and net worth requirements established by each of the Agencies. Effective

December 31, 2015, Fannie Mae and Freddie Mac have established new minimum liquidity requirements and revised their net worth requirements for their approved non-depository single-family seller/servicers and Ginnie Mae for its approved single-family issuers, as summarized below:

· Fannie Mae and Freddie Mac liquidity requirement is equal to 0.035% (3.5 basis points) of total Agency servicing UPB plus an incremental 200 basis points of total non-performing Agency servicing UPB in excess of 6% of total Agency servicing UPB; allowable assets to satisfy liquidity requirement include cash and cash equivalents (unrestricted), certain investment-grade securities that are available for sale or held for trading including Agency mortgage-backed securities, obligations of Fannie Mae or Freddie Mac, and U.S. Treasury obligations, and unused and available portions of committed servicing advance lines;
· Fannie Mae and Freddie Mac net worth requirement is a tangible net worth/total assets ratio greater than or equal to 6%;
· Ginnie Mae single-family issuer minimum liquidity requirement is equal to the greater of $1.0 million or 0.10% (10 basis points) of the issuer's outstanding Ginnie Mae single-family securities, which must be met with cash and cash equivalents; and
· Ginnie Mae net worth requirement is equal to $2.5 million plus 0.35% (35 basis points) of the issuer's outstanding Ginnie Mae single-family obligations.

We are continuing to evaluate the impact of these requirements on our future operations. Although there can be no assurance, we currently believe that we will be in compliance with or otherwise satisfy the applicable Agency requirements.

We have purchased portfolios of MSRs and have financed them in part through the sale to PMT of the right to receive ESS. The outstanding amount of the ESS financing is based on the current valuation of such ESS and amounts received on the underlying mortgage loans.

We continue to explore a variety of means of financing our continued growth, including debt financing through bank warehouse lines of credit, financing MSR purchases through bank lines of credit, additional repurchase agreements and corporate debt. However, there can be no assurance as to how much additional financing capacity such efforts will produce, what form the financing will take or whether such efforts will be successful.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

Off-Balance Sheet Arrangements and Guarantees

As of September 30, 2015, we have not entered into any off-balance sheet arrangements or guarantees.

Contractual Obligations

As of September 30, 2015, we had contractual obligations of $1.3 billion to finance assets under agreements to repurchase and $247.4 million to finance assets under our mortgage loan participation and sale agreement. We also had a contractual obligation of $407.0 million relating to a note payable secured by MSRs. We also lease our primary office facilities under an agreement that expires on February 28, 2017 and we license certain software to support our loan servicing operations.

Table of Contents

Payment obligations under these agreements are summarized below:

Contractual obligations	Payments due by period Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
	(in thousands)				
Mortgage loans sold under agreements to repurchase	$ 1,287,116	$ 1,287,116	$ —	$ —	$ —
Mortgage loan participation and sale agreement	247,411	247,411	—	—	—
Note payable	407,000	407,000	—	—	—
Excess servicing spread financing at fair value payable to PennyMac Mortgage Investment Trust (1)	418,573	—	—	—	418,573
Anticipated interest payments related to excess servicing spread financing at fair value	199,280	28,496	46,199	35,011	89,574
Software licenses (2)	21,916	10,958	10,958	—	—
Office leases	45,757	7,477	11,354	11,217	15,709
Total	$ 2,627,053	$ 1,988,458	$ 68,511	$ 46,228	$ 523,856

(1) The ESS payable to PMT does not have a stated contractual maturity. However, its cash flows are not expected to extend beyond the contractual maturities of the underlying mortgage loans. Such maturities extend beyond five years.

(2) Software licenses include both volume and activity based fees that are dependent on the number of loans serviced during each period and include a base fee of approximately $490,000 per year. Estimated payments for software licenses above are based on the number of loans currently serviced by us, which totaled approximately 803,000 at September 30, 2015. Future amounts due may significantly fluctuate based on changes in the number of loans serviced by us. For the nine months ended September 30, 2015, software license fees totaled $18.4 million. All figures contained in this footnote are in actual amounts and not in thousands (in contrast to the table above).

The amount at risk (the fair value of the assets pledged plus the related margin deposit, less the amount advanced by the counterparty and accrued interest) relating to our assets sold under agreements to repurchase is summarized by counterparty below:

Counterparty	Amount at risk	Weighted average maturity of advances under repurchase agreement	Facility Maturity
	(in thousands)		
Credit Suisse First Boston Mortgage Capital, LLC	$ 54,117	December 10, 2015	December 15, 2015

Bank of America, N.A.	$ 52,803	December 20, 2015	January 29, 2016
Morgan Stanley	$ 16,755	November 19, 2015	July 26, 2016
Citibank, N.A.	$ 10,504	November 6, 2015	October 20, 2016

Management Agreements

PMT Management Agreement

We externally manage and advise PMT pursuant to a management agreement. Our management agreement with PMT requires us to oversee PMT's business affairs in conformity with the investment policies that are approved and monitored by its board of trustees. We are responsible for PMT's day-to-day management and perform such services and activities related to PMT's assets and operations as may be appropriate. Pursuant to our management agreement, we collect a base management fee and may collect a performance incentive fee.

The management agreement provides that:

· The base management fee is calculated quarterly and is equal to the sum of (i) 1.5% per year of PMT's shareholders' equity up to $2 billion, (ii) 1.375% per year of shareholders' equity in excess of $2 billion and up to $5 billion, and (iii) 1.25% per year of PMT's shareholders' equity in excess of $5 billion.

Table of Contents

· The performance incentive fee is calculated at a defined annualized percentage of the amount by which PMT's "net income," on a rolling four quarter basis and before deducting the incentive fee, exceeds certain levels of return on "equity."

The performance incentive fee is calculated quarterly and is equal to the sum of: (a) 10% of the amount by which PMT's net income for the quarter exceeds (i) an 8% return on equity plus the "high watermark," up to (ii) a 12% return on PMT's equity; plus (b) 15% of the amount by which PMT's net income for the quarter exceeds (i) a 12% return on PMT's equity plus the "high watermark," up to (ii) a 16% return on PMT's equity; plus (c) 20% of the amount by which PMT's net income for the quarter exceeds a 16% return on equity plus the "high watermark."

For the purpose of determining the amount of the performance incentive fee:

"Net income" is defined as net income or loss computed in accordance with U.S. GAAP and certain other non cash charges determined after discussions between us and PMT's independent trustees and approval by a majority of PMT's independent trustees.

"Equity" is the weighted average of the issue price per common share of all of PMT's public offerings, multiplied by the weighted average number of common shares outstanding (including restricted share units) in the four quarter period.

The "high watermark" starts at zero and is adjusted quarterly. The quarterly adjustment reflects the amount by which the net income (stated as a percentage of return on equity) in that quarter exceeds or falls short of the lesser of 8% and the average Fannie Mae 30 year MBS yield (the "target yield") for the four quarters then ended. If the net income is lower than the target yield, the high watermark is increased by the difference. If the net income is higher than the target yield, the high watermark is reduced by the difference. Each time a performance incentive fee is earned, the high watermark returns to zero. As a result, the threshold amounts required for us to earn a performance incentive fee are adjusted cumulatively based on the performance of PMT's net income over (or under) the target yield, until the net income in excess of the target yield exceeds the then current cumulative high watermark amount, and a performance incentive fee is earned.

The base management fee and the performance incentive fee are both receivable quarterly in arrears. The performance incentive fee may be paid in cash or in PMT's common shares (subject to a limit of no more than 50% paid in common shares), at PMT's option.

The term of the management agreement, as amended, expires on February 1, 2017, subject to automatic renewal for additional 18 month periods, unless terminated earlier in accordance with the terms of the management agreement.

In the event of termination by PMT, we may be entitled to a termination fee in certain circumstances. The termination fee is equal to three times the sum of (a) the average annual base management fee, and (b) the average annual performance incentive fee earned by us, in each case during the 24-month period before termination.

Investment Funds Management Agreements

We have investment management agreements with the Investment Funds pursuant to which we receive management fees consisting of base management fees and carried interest. The Investment Funds will continue in existence through December 31, 2016, subject to three one-year extensions by PCM at its discretion, in accordance with the terms of the limited liability company and limited partnership agreements that govern the Investment Funds.

Loan Servicing Agreements

PMT Loan Servicing Agreement

We have a loan servicing agreement with PMT, pursuant to which we provide loan servicing for its portfolio of residential mortgage loans. The servicing agreement provides for servicing fees payable to us based on the delinquency, bankruptcy and/or foreclosure status of the serviced loan or whether the underlying mortgage property has become REO.

- The base servicing fee rates for distressed whole mortgage loans are charged based on a monthly per loan dollar amount, with the actual dollar amount for each loan based on the delinquency, bankruptcy and/or foreclosure status of such loan or whether the underlying mortgage property has become REO. Presently, the base servicing fee rates for distressed whole mortgage loans range from $30 per month for current loans up to $125 per month for mortgage loans that are in foreclosure. The base servicing fee rate for REO and REO rentals is $75 and $30 per month, respectively.

- The base servicing fee rates for non distressed mortgage loans subserviced by us on PMT's behalf are also calculated through a monthly per loan dollar amount, with the actual dollar amount for each mortgage loan based on whether the mortgage loan is a fixed rate or adjustable rate loan. The base servicing fee rates for mortgage loans subserviced on PMT's behalf are $7.50 per month for fixed rate mortgage loans and $8.50 per month for adjustable rate mortgage loans. To the extent that these mortgage loans become delinquent, we are entitled to an additional servicing fee per mortgage loan falling within a range of $10 to $55 per month based on the delinquency, bankruptcy and foreclosure status of the mortgage loan or $75 per month if the underlying mortgaged property becomes REO.
- We are required to provide a range of services and activities significantly greater in scope than the services provided in connection with a customary servicing arrangement because PMT does not have any employees or infrastructure. For these services, we receive a supplemental servicing fee of $25 per month for each distressed whole loan and, through August 31, 2015, received a supplemental servicing fee of $3.25 per month for each non distressed subserviced mortgage loan. With respect to non distressed subserviced mortgage loans, the supplemental servicing fee was subject to a cap of $700,000 per quarter. The supplemental servicing fee for non-distressed subserviced mortgage loans was eliminated, effective as of September 1, 2015. We are also entitled to reimbursement for all customary, good faith reasonable and necessary out of pocket expenses incurred in performance of our servicing obligations.
- We, on behalf of PMT, currently participate in the Home Affordable Modification Program ("HAMP") of the U.S. Department of the Treasury and U.S. Department of Housing and Urban Development ("HUD") (and other similar mortgage loan modification programs). HAMP establishes standard loan modification guidelines for "at risk" homeowners and provides incentive payments to certain participants, including mortgage loan servicers, for achieving modifications and successfully remaining in the program. The mortgage loan servicing agreement entitles us to retain any incentive payments made to us and to which we are entitled under HAMP; provided, however, that with respect to any such incentive payments paid to us under HAMP in connection with a mortgage loan modification for which PMT previously paid us a modification fee, we shall reimburse PMT an amount equal to the incentive payments.

We also remain entitled to market based fees and charges, including boarding and deboarding fees, liquidation and disposition fees, assumption, modification and origination fees and late charges relating to loans we service for PMT.

Investment Funds Loan Servicing Agreements

We have also entered into loan servicing agreements with the Investment Funds. Our servicing agreements with the Investment Funds generally provide for fee revenue, which varies depending on the type and quality of the loans being serviced. We are also entitled to certain customary market-based fees and charges. This arrangement was modified, effective January 1, 2012, with respect to one of the Investment Funds. At that time, we settled our accrued servicing fee rebate and amended our servicing agreement with such fund to charge scheduled servicing fees in place of the previous "at cost" servicing arrangement.

Mortgage Banking and Warehouse Services Agreement

We have also entered into a mortgage banking and warehouse services agreement (the “MBWS agreement”), pursuant to which we provide PMT with certain mortgage banking services, including fulfillment and disposition-related services, with respect to loans acquired by PMT from correspondent lenders, and certain warehouse lending services, including fulfillment and administrative services, with respect to loans financed by PMT for its warehouse lending clients.

The MBWS agreement provides for a fulfillment fee paid to us based on the type of mortgage loan that PMT acquires. The fulfillment fee is equal to a percentage of the UPB of mortgage loans purchased by PMT, with the addition of potential fee rate discounts applicable to PMT’s monthly purchase volume in excess of designated thresholds. We

Table of Contents

have also agreed to provide such services exclusively for PMT's benefit, and we and our affiliates are prohibited from providing such services for any other third party.

Presently, the applicable fulfillment fee percentages are (i) 0.50% for conventional mortgage loans, (ii) 0.88% for loans saleable in accordance with the Ginnie Mae Mortgage Backed Securities Guide, (iii) 0.80% for the U.S. Department of the Treasury and HUD's Home Affordable Refinance Program ("HARP") mortgage loans with a loan to value ratio of 105% or less, (iv) 1.20% for HARP mortgage loans with a loan to value ratio of more than 105%, and (v) 0.50% for all other mortgage loans not contemplated above; provided, however, that we may, in our sole discretion, reduce the amount of the applicable fulfillment fee and credit the amount of such reduction to the reimbursement otherwise due as described below. This reduction may only be credited to the reimbursement applicable to the month in which the related mortgage loan was funded.

In the event that PMT purchases mortgage loans with a total UPB in any month greater than $2.5 billion and less than $5 billion, we have agreed to discount the amount of such fulfillment fees by reimbursing PMT an amount equal to the product of (i) 0.025%, (ii) the amount of UPB in excess of $2.5 billion, and (iii) the percentage of the total UPB relating to mortgage loans for which we collected fulfillment fees in such month. In the event PMT purchases mortgage loans with a total UPB in any month greater than $5 billion, we have agreed to further discount the amount of fulfillment fees by reimbursing PMT an amount equal to the product of (i) 0.05%, (ii) the amount of UPB in excess of $5 billion, and (iii) the percentage of the total UPB relating to mortgage loans for which we collected fulfillment fees in such month.

PMT does not hold the Ginnie Mae approval required to issue Ginnie Mae MBS and act as a servicer. Accordingly, under the MBWS agreement, we currently purchase loans saleable in accordance with the Ginnie Mae Mortgage Backed Securities Guide "as is" and without recourse of any kind to PMT at its cost, plus accrued interest and a sourcing fee of three basis points, in each case on the UPB of the loan, less loan administrative fees collected by PMT from the seller.

In consideration for the mortgage banking services provided by us with respect to PMT's acquisition of mortgage loans under PLS's early purchase program, we are entitled to fees (i) accruing at a rate equal to $25,000 per year per early purchase facility administered by us, and (ii) in the amount of $50 for each mortgage loan PMT acquires. In consideration for the warehouse services provided by us with respect to mortgage loans that PMT finances for its warehouse lending clients, with respect to each facility, we are entitled to fees (i) accruing at a rate equal to $25,000 per year, and (ii) in the amount of $50 for each mortgage loan that PMT finances thereunder. Where PMT has entered into both an early purchase agreement and a warehouse lending agreement with the same client, we shall only be entitled to one $25,000 per year fee and, with respect to any mortgage loan that becomes subject to both such agreements, only one $50 per mortgage loan fee.

The term of the MBWS agreement expires on February 1, 2017, subject to automatic renewal for additional 18 month periods, unless terminated earlier in accordance with the terms of the agreement.

MSR Recapture Agreement

Pursuant to the terms of a MSR recapture agreement, as amended, if we refinance through our consumer direct lending business mortgage loans for which PMT previously held the MSRs, we are generally required to transfer and convey to one of PMT's wholly owned subsidiaries, without cost to PMT, the MSRs with respect to new mortgage loans originated in those refinancings (or, under certain circumstances, other mortgage loans) that have a total UPB that is not less than 30% of the total UPB of all such mortgage loans so originated.

Where the fair value of the aggregate MSRs to be transferred for the applicable month is less than $200,000, we may, at our option, pay cash to PMT in an amount equal to such fair market value instead of transferring such MSRs. The MSR recapture agreement expires, unless terminated earlier in accordance with the agreement, on February 1, 2017, subject to automatic renewal for additional 18 month periods.

Spread Acquisition and MSR Servicing Agreements

Effective February 1, 2013, we entered into a master spread acquisition and MSR servicing agreement (the "2/1/13 Spread Acquisition Agreement"), pursuant to which we may sell to PMT or one of its wholly owned subsidiaries the rights to receive certain ESS from MSRs acquired by us from banks and other third party financial institutions. We are generally required to service or subservice the related mortgage loans for the applicable agency or investor. The specific terms of each transaction under the 2/1/13 Spread Acquisition Agreement are subject to the terms thereof, as modified and supplemented by the terms of a confirmation executed in connection with such transaction.

To the extent we refinance any of the mortgage loans relating to the ESS sold to PMT, the 2/1/13 Spread Acquisition Agreement contains recapture provisions requiring that we transfer to PMT, at no cost, the ESS relating to a certain percentage of the UPB of the newly originated mortgage loans. To the extent the fair value of the aggregate ESS to be transferred for the applicable month is less than $200,000, we may, at our option, pay cash to PMT in an amount equal to such fair value instead of transferring such ESS.

On December 30, 2013, we entered into a second master spread acquisition and MSR servicing agreement with PMT (the "12/30/13 Spread Acquisition Agreement"). The terms of the 12/30/13 Spread Acquisition Agreement are substantially similar to the terms of the 2/1/13 Spread Acquisition Agreement, except that we only intend to sell ESS relating to Ginnie Mae MSRs under the 12/30/13 Spread Acquisition Agreement.

To the extent we refinance any of the mortgage loans relating to the ESS we sell to PMT, the 12/30/13 Spread Acquisition Agreement also contains recapture provisions requiring that we transfer to PMT, at no cost, the ESS relating to a certain percentage of the UPB of the newly originated mortgage loans. However, under the 12/30/13 Spread Acquisition Agreement, in any month where the transferred ESS relating to newly originated Ginnie Mae mortgage loans is not equivalent to at least 90% of the product of the excess servicing fee rate and the UPB of the refinanced mortgage loans, we are also required to transfer additional ESS or cash in the amount of such shortfall. Similarly, in any month where the transferred ESS relating to modified Ginnie Mae mortgage loans is not equivalent to at least 90% of the product of the excess servicing fee rate and the UPB of the modified mortgage loans, the 12/30/13 Spread Acquisition Agreement contains provisions that require us to transfer additional ESS or cash in the amount of such shortfall. To the extent the fair value of the aggregate ESS to be transferred for the applicable month is less than $200,000, we may, at our option, pay cash to PMT in an amount equal to such fair value instead of transferring such ESS.

In connection with our entry into the 12/30/13 Spread Acquisition Agreement, we were also required to (i) amend the terms of our loan and security agreement (the "LSA") with Credit Suisse First Boston Mortgage Capital LLC ("CSFB"), pursuant to which we pledged to CSFB all of our rights and interests in the Ginnie Mae MSRs we own or acquire, enabling us to finance certain of such MSRs and servicing advance receivables, and (ii) enter into a separate acknowledgement agreement with respect thereto, by and among Ginnie Mae, CSFB and us. Separately, as a condition to permitting us to transfer to PMT the ESS relating to a portion of our pledged Ginnie Mae MSRs, CSFB required PMT to enter into a Security and Subordination Agreement (the "Security Agreement"), pursuant to which PMT pledged to CSFB its rights under the 12/30/13 Spread Acquisition Agreement and its interest in any ESS purchased thereunder. CSFB's lien on the ESS remains subordinate to the rights and interests of Ginnie Mae pursuant to the provisions of the 12/30/13 Spread Acquisition Agreement and the terms of the acknowledgement agreement.

The Security Agreement permits CSFB to liquidate PMT's ESS along with the related MSRs to the extent there exists an event of default under the LSA, and it contains certain trigger events, including breaches of representations, warranties or covenants and defaults under other of PMT's credit facilities, that would require us to either (i) repay in full the outstanding loan amount under the LSA or (ii) repurchase the ESS from PMT at fair value. To the extent we are unable to repay the loan under the LSA or repurchase the ESS, an event of default would exist under the LSA, thereby entitling CSFB to liquidate the ESS and the related MSRs. In the event the ESS is liquidated as a result of certain actions or inactions by us, PMT generally would be entitled to seek indemnity from us under the 12/30/13 Spread Acquisition Agreement.

On December 19, 2014, we entered into a third master spread acquisition and MSR servicing agreement with PMT (the "12/19/14 Spread Acquisition Agre The terms of the 12/19/14 Spread Acquisition Agreement are substantially similar to the terms of the 2/1/13 Spread Acquisition Agreement, except that we only intend to sell ESS relating to Freddie Mac MSRs under the 12/19/14 Spread Acquisition Agreement.

To the extent we refinance any of the mortgage loans relating to the ESS we sell to PMT, the 12/19/14 Spread Acquisition Agreement also contains recapture provisions requiring that we transfer to PMT, at no cost, the ESS relating to a certain percentage of the UPB of the newly originated mortgage loans. To the extent the fair market value of the aggregate ESS to be transferred for the applicable month is less than $200,000, we may, at our option, pay cash to PMT in an amount equal to such fair market value in lieu of transferring such ESS.

On April 30, 2015, we amended and restated the 12/30/13 Spread Agreement and the LSA, and PMT amended and restated the Security Agreement. The primary purpose of the amendment and restatement to the 12/30/13 Spread Agreement was to evidence the ownership of the ESS under participation certificates and to otherwise incorporate the terms of previously executed amendments. Under the terms of the amendment and restatement to the LSA, the maximum loan amount was increased from $257 million to $407 million. The $150 million increase was implemented for the purpose of facilitating the financing of ESS by PMT. The aggregate loan amount outstanding under the amended and restated LSA and relating to advances outstanding with PMT is guaranteed in full by PMT. The primary purpose of PMT's amendment and restatement to the Security Agreement was to provide CSFB with remedies under the Security Agreement relating to such guaranty obligations by PMT.

Note Receivable from PMT

In connection with certain of the amendments and restatements described above, we entered into an underlying loan and security agreement with PMT, dated as of April 30, 2015, pursuant to which PMT may borrow up to $150 million from us for the purpose of financing ESS (the "Underlying LSA").

The principal amount of the borrowings under the Underlying LSA is based upon a percentage of the market value of the ESS pledged by PMT, subject to the $150 million sublimit described above. Pursuant to the Underlying LSA, PMT granted us a security interest in all of its right, title and interest in, to and under the ESS pledged to secure the borrowings.

We have agreed with PMT in connection with the Underlying LSA that PMT is required to repay us the principal amount of borrowings plus accrued interest to the date of such repayment, and we are required, in turn, to repay CSFB the corresponding amount under the MSR Repo. Interest accrues on the note receivable from PMT relating to the Underlying LSA at a rate based on CSFB's cost of funds under the MSR Repo. PMT was also required to pay us a fee for the structuring of the Underlying LSA in an amount equal to the portion of the corresponding fee paid by us to CSFB allocable to the increase in the maximum loan amount under the MSR Repo resulting from the ESS financing.

Reimbursement Agreement

In connection with the IPO of PMT's common shares on August 4, 2009, we entered into an agreement with PMT pursuant to which PMT agreed to reimburse us for the $2.9 million payment that it made to the underwriters in such offering (the "Conditional Reimbursement") if PMT satisfied certain performance measures over a specified period of time. Effective February 1, 2013, the parties amended the terms of the reimbursement agreement to provide for the reimbursement to us of the Conditional Reimbursement if PMT is required to pay us performance incentive fees under the management agreement at a rate of $10 in reimbursement for every $100 of performance incentive fees earned. The reimbursement of the Conditional Reimbursement is subject to a maximum reimbursement in any particular 12 month period of $1.0 million and the maximum amount that may be reimbursed under the agreement is $2.9 million.

In the event the termination fee is payable to us under the management agreement and we have not received the full amount of the reimbursements and payments under the reimbursement agreement, such amount will be paid in full. The term of the reimbursement agreement expires on February 1, 2019.

Debt Obligations

As described further above in “Liquidity and Capital Resources,” we currently finance certain of our assets through committed and uncommitted borrowings with major financial institution counterparties in the form of sales of mortgage loans and MSRs under agreements to repurchase, a mortgage loan participation and sale agreement, and ESS financing. The borrower under each of these facilities or arrangements is PLS, and all obligations thereunder are guaranteed by Private National Mortgage Acceptance Company, LLC.

Under the terms of these agreements, PLS is required to comply with certain financial covenants, as described further above in “Liquidity and Capital Resources,” and various non-financial covenants customary for transactions of this nature. As of September 30, 2015, we were in compliance in all material respects with these covenants.

Table of Contents

The agreements also contain margin call provisions that, upon notice from the applicable lender, require us to transfer cash or, in some instances, additional assets in an amount sufficient to eliminate any margin deficit. Upon notice from the applicable lender, we will generally be required to satisfy the margin call on the day of such notice or within one business day thereafter, depending on the timing of the notice.

In addition, the agreements contain events of default (subject to certain materiality thresholds and grace periods), including payment defaults, breaches of covenants and/or certain representations and warranties, cross-defaults, guarantor defaults, servicer termination events and defaults, material adverse changes, bankruptcy or insolvency proceedings and other events of default customary for these types of transactions. The remedies for such events of default are also customary for these types of transactions and include the acceleration of the principal amount outstanding under the agreements and the liquidation by our lenders of the mortgage loans or other collateral then subject to the agreements.

All of PLS's borrowings discussed above have short-term maturities that expire as follows:

Counterparty (1)	Outstanding indebtedness (2)	Total facility size	Committed facility	Maturity date
	(in thousands)			
Bank of America, N.A.	$ 494,691	$ 500,000	$ 225,000	January 29, 2016
Bank of America, N.A.	$ 247,411	$ 250,000	$ 250,000	January 29, 2016
Credit Suisse First Boston Mortgage Capital LLC	$ 496,855	$ 500,000	$ 500,000	December 15, 2015
Credit Suisse First Boston Mortgage Capital LLC	$ 407,000	$ 407,000	$ 407,000	November 13, 2015
Morgan Stanley Bank, N.A.	$ 198,687	$ 300,000	$ 125,000	July 26, 2016
Citibank, N.A.	$ 96,883	$ 100,000	$ 50,000	October 20, 2016

(1) The borrowings with Bank of America, N.A. (with a committed amount of $225 million), Citibank, N.A. and Credit Suisse First Boston Mortgage Capital LLC (with a committed amount of $500 million) are in the form of sales of mortgage loans under agreements to repurchase. The borrowing with Bank of America, N.A. (with a committed amount of $250 million) is in the form of a mortgage loan participation and sale agreement. At September 30, 2015, the borrowing with Credit Suisse First Boston Mortgage Capital LLC (with a committed amount of $407 million) was in the form of a note payable secured by certain MSRs and loan servicing advances. Such borrowing is currently in the form of sales of MSRs under an agreement to repurchase.

(2) Represents outstanding indebtedness reduced by cash collateral as of September 30, 2015.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the exposure to loss resulting from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices, real estate values and other market based risks. The primary market risks that we are exposed to are credit risk, interest rate risk, prepayment risk, inflation risk and market value risk.

The following sensitivity analyses are limited in that they were performed at a particular point in time; only contemplate the movements in the indicated variables; do not incorporate changes to other variables; are subject to the accuracy of various models and assumptions used; and do not incorporate other factors that would affect our overall financial performance in such scenarios, including operational adjustments made by management to account for changing circumstances. For these reasons, the following estimates should not be viewed as earnings forecasts.

Table of Contents

Mortgage Servicing Rights

The following tables summarize the estimated change in fair value of MSRs accounted for using the amortization method as of September 30, 2015, given several shifts in pricing spreads, prepayment speed and annual per-loan cost of servicing:

Pricing spread shift in %	-20%	-10%	-5%	+5%	+10%	+20%
	(dollar amounts in thousands)					
Fair value	$ 697,573	$ 671,857	$ 659,686	$ 636,605	$ 625,654	$ 604,843
Change in fair value:						
$	$ 49,632	$ 23,916	$ 11,744	$ (11,337)	$ (22,287)	$ (43,099)
%	7.66 %	3.69 %	1.81 %	(1.75) %	(3.44) %	(6.65) %

Prepayment speed shift in %	-20%	-10%	-5%	+5%	+10%	+20%
	(dollar amounts in thousands)					
Fair value	$ 709,151	$ 677,257	$ 662,296	$ 634,161	$ 620,918	$ 595,926
Change in fair value:						
$	$ 61,209	$ 29,315	$ 14,355	$ (13,780)	$ (27,024)	$ (52,016)
%	9.45 %	4.52 %	2.22 %	(2.13) %	(4.17) %	(8.03) %

Per-loan servicing cost shift in %	-20%	-10%	-5%	+5%	+10%	+20%
	(dollar amounts in thousands)					
Fair value	$ 667,733	$ 657,837	$ 652,890	$ 642,994	$ 638,046	$ 628,151
Change in fair value:						
$	$ 19,791	$ 9,896	$ 4,948	$ (4,948)	$ (9,896)	$ (19,791)
%	3.05 %	1.53 %	0.76 %	(0.76) %	(1.53) %	(3.05) %

The following tables summarize the estimated change in fair value of MSRs accounted for using the fair value method as of September 30, 2015, given several shifts in pricing spreads, prepayment speed and annual per loan cost of servicing:

Pricing spread shift in %	-20%	-10%	-5%	+5%	+10%	+20%

	(dollar amounts in thousands)					
Fair value	$ 718,101	$ 693,039	$ 681,152	$ 658,565	$ 647,828	$ 630,577
Change in fair value:						
$	$ 48,434	$ 23,372	$ 11,485	$ (11,102)	$ (21,839)	$ (42,283)
%	7.23 %	3.49 %	1.72 %	(1.66) %	(3.26) %	(5.84) %

Prepayment speed shift in %	-20%	-10%	-5%	+5%	+10%	+20%
	(dollar amounts in thousands)					
Fair value	$ 732,071	$ 699,583	$ 684,322	$ 655,586	$ 642,045	$ 619,658
Change in fair value:						
$	$ 62,403	$ 29,916	$ 14,655	$ (14,081)	$ (27,622)	$ (53,202)
%	9.32 %	4.47 %	2.19 %	(2.10) %	(4.12) %	(7.47) %

Per-loan servicing cost shift in %	-20%	-10%	-5%	+5%	+10%	+20%
	(dollar amounts in thousands)					
Fair value	$ 697,255	$ 683,461	$ 676,564	$ 662,770	$ 655,873	$ 642,080
Change in fair value:						
$	$ 27,588	$ 13,794	$ 6,897	$ (6,897)	$ (13,794)	$ (27,588)
%	4.12 %	2.06 %	1.03 %	(1.03) %	(2.06) %	(4.12) %

Excess Servicing Spread Financing

The following tables summarize the estimated change in fair value of our excess servicing spread financing accounted for using the fair value method as of September 30, 2015, given several shifts in pricing spreads and prepayment speed (decrease in the liabilities' values increases net income):

Table of Contents

Pricing spread shift in %	-20%	-10%	-5%	+5%	+10%	+20%
	(dollar amounts in thousands)					
Fair value	$ 440,060	$ 429,044	$ 423,743	$ 408,609	$ 413,530	$ 399,118
Change in fair value:						
$	$ 21,487	$ 10,471	$ 5,170	$ (9,964)	$ (5,043)	$ (19,455)
%	5.13 %	2.50 %	1.24 %	(2.38) %	(1.20) %	(4.65) %

Prepayment speed shift in %	-20%	-10%	-5%	+5%	+10%	+20%
	(dollar amounts in thousands)					
Fair value	$ 461,449	$ 439,062	$ 428,595	$ 408,971	$ 399,763	$ 382,441
Change in fair value:						
$	$ 42,875	$ 20,488	$ 10,022	$ (9,602)	$ (18,810)	$ (36,133)
%	10.24 %	4.89 %	2.39 %	(2.29) %	(4.49) %	(8.63) %

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In response to this Item 3, the information set forth on pages 74 to 75 of this Report is incorporated herein by reference.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. However, no matter how well a control system is designed and operated, it can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in our periodic reports.

Our management has conducted an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Report as required by paragraph (b) of Rule 13a-15 under the Exchange Act. Based on our evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective, as of the end of the period covered by this Report, to provide reasonable assurance 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 applicable rules and forms, and that it is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the nine months ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be involved in various legal proceedings, claims and actions arising in the ordinary course of business. As of September 30, 2015, we were not involved in any such legal proceedings, claims or actions that management believes would be reasonably likely to have a material adverse effect on us.

Item 1A. Risk Factors

There have been no material changes from the risk factors set forth under Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 13, 2015 and our Quarterly Reports on Form 10-Q filed thereafter.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Table of Contents

Item 6. Exhibits

Exhibit Number	Exhibit Description
3.1	Amended and Restated Certificate of Incorporation of PennyMac Financial Services, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 14, 2013).
3.2	Amended and Restated Bylaws of PennyMac Financial Services, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on August 19, 2013).
4.1	Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Amendment No. 4 to Form S-1 Registration Statement as filed with the SEC on April 29, 2013).
10.1	Fourth Amended and Restated Limited Liability Company Agreement of Private National Mortgage Acceptance Company, LLC, dated as of May 8, 2013 (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 14, 2013).
10.2	Exchange Agreement, dated as of May 8, 2013, between PennyMac Financial Services, Inc. and Private National Mortgage Acceptance Company, LLC and the Company Unitholders (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 14, 2013).
10.3	Tax Receivable Agreement, dated as of May 8, 2013, between PennyMac Financial Services, Inc. Private National Mortgage Acceptance Company, LLC and each of the Members (incorporated by reference to Exhibit 10.3 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 14, 2013).
10.4	Registration Rights Agreement, dated as of May 8, 2013, between PennyMac Financial Services, Inc. and the Holders (incorporated by reference to Exhibit 10.4 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 14, 2013).
10.5	Stockholder Agreement, dated as of May 8, 2013, between PennyMac Financial Services, Inc. and BlackRock Mortgage Ventures, LLC (incorporated by reference to Exhibit 10.5 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 14, 2013).
10.6	Stockholder Agreement, dated as of May 8, 2013, between PennyMac Financial Services, Inc. and HC Partners LLC (incorporated by reference to Exhibit 10.6 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 14, 2013).
10.7†	PennyMac Financial Services, Inc. 2013 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 14, 2013).
10.8†	PennyMac Financial Services, Inc. 2013 Equity Incentive Plan Form of Restricted Stock Unit Award Agreement for Non-Employee Directors (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 16, 2013).
10.9†	

PennyMac Financial Services, Inc. 2013 Equity Incentive Plan Form of Restricted Stock Unit Award Agreement for Executive Officers.

10.10† PennyMac Financial Services, Inc. 2013 Equity Incentive Plan Form of Restricted Stock Unit Award Agreement for Other Eligible Participants.

10.11† PennyMac Financial Services, Inc. 2013 Equity Incentive Plan Form of Stock Option Award Agreement (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on June 17, 2013).

10.12† Form of PennyMac Financial Services, Inc. Indemnification Agreement (incorporated by reference to Exhibit 10.8 of the Registrant's Amendment No. 2 to Form S-1 Registration Statement as filed with the SEC on April 5, 2013).

Table of Contents

Exhibit Number	Exhibit Description
10.13†	Employment Agreement, dated as of April 20, 2013, by and among Private National Mortgage Acceptance Company, LLC, PennyMac Financial Services, Inc. and Stanford L. Kurland (incorporated by reference to Exhibit 10.34 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.14†	Employment Agreement, dated as of April 20, 2013, by and among Private National Mortgage Acceptance Company, LLC, PennyMac Financial Services, Inc. and David A. Spector (incorporated by reference to Exhibit 10.35 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.15	Mortgage Banking and Warehouse Services Agreement, effective as of February 1, 2013, by and between PennyMac Loan Services, LLC and PennyMac Corp. (incorporated by reference to Exhibit 10.9 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.16	Amendment No. 1 to Mortgage Banking and Warehouse Services Agreement, dated as of March 1, 2013, by and between PennyMac Loan Services LLC and PennyMac Corp. (incorporated by reference to Exhibit 10.31 of the Registrant's Amendment No. 1 to Form S-1 Registration Statement as filed with the SEC on March 26, 2013).
10.17	Amendment No. 2 to Mortgage Banking and Warehouse Services Agreement, dated as of August 14, 2013, by and between PennyMac Loan Services, LLC and PennyMac Corp. (incorporated by reference to Exhibit 1.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on August 19, 2013).
10.18	Second Amended and Restated Flow Servicing Agreement, dated as of March 1, 2013, by and between PennyMac Operating Partnership, L.P. and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.30 of the Registrant's Amendment No. 1 to Form S-1 Registration Statement as filed with the SEC on March 26, 2013).
10.19	Amendment No. 1 to Second Amended and Restated Flow Servicing Agreement, dated as of November 14, 2013, by and between PennyMac Operating Partnership, L.P. and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on November 20, 2013).
10.20	Amendment No. 2 to Second Amended and Restated Flow Servicing Agreement, dated as of June 1, 2014, by and between PennyMac Operating Partnership, L.P. and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.21 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).
10.21	Amendment No. 3 to Second Amended and Restated Flow Servicing Agreement, dated as of December 11, 2014, by and between PennyMac Operating Partnership, L.P. and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.22 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.22	Amendment No. 4 to Second Amended and Restated Flow Servicing Agreement, dated as of March 31, 2015, by and between PennyMac Operating Partnership, L.P. and PennyMac Loan Services, LLC

(incorporated by reference to Exhibit 10.23 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015).

10.23	Amendment No. 5 to Second Amended and Restated Flow Servicing Agreement, dated as of September 1, 2015, between PennyMac Operating Partnership, L.P. and PennyMac Loan Services, LLC.
10.24	MSR Recapture Agreement, effective as of February 1, 2013, by and between PennyMac Loan Services, LLC and PennyMac Corp. (incorporated by reference to Exhibit 10.11 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).

Table of Contents

Exhibit Number	Exhibit Description
10.25	Amendment No. 1 to MSR Recapture Agreement, dated as of August 1, 2013, by and between PennyMac Loan Services, LLC and PennyMac Corp. (incorporated by reference to Exhibit 10.21 of the Registrant's Form S-1 Registration Statement as filed with the SEC on October 1, 2013).
10.26	Amended and Restated Management Agreement, dated as of February 1, 2013, by and among PennyMac Mortgage Investment Trust, PennyMac Operating Partnership, L.P. and PNMAC Capital Management, LLC (incorporated by reference to Exhibit 10.12 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.27	Amended and Restated Underwriting Fee Reimbursement Agreement, dated as of February 1, 2013, by and among PennyMac Mortgage Investment Trust, PennyMac Operating Partnership, L.P. and PNMAC Capital Management, LLC (incorporated by reference to Exhibit 10.13 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.28	Master Spread Acquisition and MSR Servicing Agreement, by and between PennyMac Loan Services, LLC and PennyMac Operating Partnership, L.P., dated as of February 1, 2013 (incorporated by reference to Exhibit 10.26 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.29	Amendment No. 1 to Master Spread Acquisition and MSR Servicing Agreement, by and between PennyMac Loan Services, LLC and PennyMac Operating Partnership, L.P., dated as of September 30, 2013 (incorporated by reference to Exhibit 10.25 of the Registrant's Form S-1/A Registration Statement as filed with the SEC on October 23, 2013).
10.30	Amendment No. 2 to Master Spread Acquisition and MSR Servicing Agreement, dated as of November 14, 2013, by and between PennyMac Loan Services, LLC and PennyMac Operating Partnership, L.P. (incorporated by reference to Exhibit 10.27 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013).
10.31	Amendment No. 3 to Master Spread Acquisition and MSR Servicing Agreement, dated as of March 19, 2014, by and between PennyMac Loan Services, LLC and PennyMac Operating Partnership, L.P. (incorporated by reference to Exhibit 10.28 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014).
10.32	Amendment No. 4 to Master Spread Acquisition and MSR Servicing Agreement, dated as of March 3, 2015, by and between PennyMac Loan Services, LLC and PennyMac Operating Partnership, L.P. (incorporated by reference to Exhibit 10.32 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015).
10.33	Master Spread Acquisition and MSR Servicing Agreement, by and between PennyMac Loan Services, LLC and PennyMac Holdings, LLC dated as of December 30, 2013 (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K/A as filed with the SEC on March 21, 2014).
10.34	Amendment No. 1 to Master Spread Acquisition and MSR Servicing Agreement, dated as of June 1, 2014, by and between PennyMac Loan Services, LLC and PennyMac Holdings, LLC (incorporated by reference to Exhibit 10.31 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).

10.35	Amendment No. 2 to Master Spread Acquisition and MSR Servicing Agreement, dated as of March 3, 2015, by and between PennyMac Loan Services, LLC and PennyMac Holdings, LLC (incorporated by reference to Exhibit 10.35 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015).

79

Exhibit Number	Exhibit Description
10.36	Amended and Restated Master Spread Acquisition and MSR Servicing Agreement, dated as of April 30, 2015, by and between PennyMac Loan Services, LLC and PennyMac Holdings, LLC (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 6, 2015).
10.37	Amendment No. 1 to Amended and Restated Master Spread Acquisition and MSR Servicing Agreement, dated as of August 26, 2015, among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and PennyMac Holdings, LLC.
10.38	Master Spread Acquisition and MSR Servicing Agreement, dated as of December 19, 2014, among PennyMac Loan Services, LLC, PennyMac Operating Partnership, L.P., and PennyMac Holdings, LLC (incorporated by reference to Exhibit 1.01 of the Registrant's Current Report on Form 8-K as filed with the SEC on December 24, 2014).
10.39	Amendment No. 1 to Master Spread Acquisition and MSR Servicing Agreement, dated as of March 3, 2015, among PennyMac Loan Services, LLC, PennyMac Operating Partnership, L.P., and PennyMac Holdings, LLC (incorporated by reference to Exhibit 10.38 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015).
10.40	Amended and Restated Confidentiality Agreement, dated as of March 1, 2013, by and between PennyMac Mortgage Investment Trust and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.29 of the Registrant's Amendment No. 1 to Form S-1 Registration Statement as filed with the SEC on March 26, 2013).
10.41	Amended and Restated Flow Servicing Agreement, by and between PNMAC Mortgage Co., LLC and PennyMac Loan Services, LLC, dated August 1, 2010 (incorporated by reference to Exhibit 10.14 of the Registrant's Amendment No. 1 to Form S-1 Registration Statement as filed with the SEC on March 26, 2013).
10.42	Amendment No. 1 to the Amended and Restated Flow Servicing Agreement, dated as of December 4, 2014, by and among PennyMac Loan Services, LLC and PNMAC Mortgage Co., LLC (incorporated by reference to Exhibit 10.41 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
10.43	Second Amended and Restated Flow Servicing Agreement, dated as of August 1, 2008, as amended effective as of January 1, 2012, by and between PNMAC Mortgage Opportunity Fund Investors, LLC and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.15 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.44	Amendment No. 1 to the Second Amended and Restated Flow Servicing Agreement, dated as of December 5, 2014, by and among PennyMac Loan Services, LLC and PNMAC Mortgage Opportunity Fund Investors, LLC (incorporated by reference to Exhibit 10.43 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
10.45	Amended and Restated Flow Servicing Agreement, dated as of August 1, 2010, by and between PNMAC Mortgage Opportunity Fund, LP and PennyMac Loan Services, LLC (incorporated by reference to

Exhibit 10.27 of the Registrant's Amendment No. 1 to Form S-1 Registration Statement as filed with the SEC on March 26, 2013).

10.46 Amendment No. 1 to the Amended and Restated Flow Servicing Agreement, dated as of December 4, 2014, by and among PennyMac Loan Services, LLC and PNMAC Mortgage Opportunity Fund, L.P. (incorporated by reference to Exhibit 10.45 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).

Table of Contents

Exhibit Number	Exhibit Description
10.47	Investment Management Agreement, as amended and restated May 26, 2011, by and between PNMAC Mortgage Opportunity Fund, L.P. and PNMAC Capital Management, LLC (incorporated by reference to Exhibit 10.16 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.48	Investment Management Agreement, dated as of August 1, 2008, between PNMAC Mortgage Opportunity Fund Investors, LLC and PNMAC Capital Management, LLC (incorporated by reference to Exhibit 10.17 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.49	Master Repurchase Agreement, dated as of March 17, 2011, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.18 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.50	Amendment No. 1 to Master Repurchase Agreement, dated as of July 21, 2011, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibits 10.19 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.51	Amendment No. 2 to Master Repurchase Agreement, dated as of March 23, 2012, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibits 10.19 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.52	Amendment No. 3 to Master Repurchase Agreement, dated as of August 28, 2012, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibits 10.19 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.53	Amendment No. 4 to Master Repurchase Agreement, dated as of January 3, 2013, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibits 10.19 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.54	Amendment No. 5 to Master Repurchase Agreement, dated as of March 28, 2013, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibits 10.19 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.55	Amendment No. 6 to Master Repurchase Agreement, dated as of January 31, 2014, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on February 6, 2014).
10.56	Amendment No. 7 to Master Repurchase Agreement, dated as of March 27, 2014, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC

(incorporated by reference to Exhibit 10.44 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014).

10.57	Amendment No. 8 to Master Repurchase Agreement, dated as of August 13, 2014, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.48 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014).

Exhibit Number	Exhibit Description
10.58	Amendment No. 9 to Master Repurchase Agreement, dated as of January 30, 2015, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.49 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.59	Guaranty, dated as of March 17, 2011, by Private National Mortgage Acceptance Company, LLC in favor of Bank of America, N.A (incorporated by reference to Exhibit 10.50 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.60	Master Repurchase Agreement, dated as of June 26, 2012, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.20 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.61	Amendment Number One to the Master Repurchase Agreement, dated as of December 31, 2012, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.21 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.62	Amendment Number Two to the Master Repurchase Agreement, dated April 17, 2013, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.40 of the Registrant's Form S-1 Registration Statement as filed with the SEC on October 1, 2013).
10.63	Amendment Number Three to the Master Repurchase Agreement, dated June 25, 2013, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.41 of the Registrant's Form S-1 Registration Statement as filed with the SEC on October 1, 2013).
10.64	Amendment Number Four to the Master Repurchase Agreement, dated July 25, 2013, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.42 of the Registrant's Form S-1 Registration Statement as filed with the SEC on October 1, 2013).
10.65	Amendment Number Five to the Master Repurchase Agreement, dated February 5, 2014, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.50 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014).
10.66	Amendment Number Six to the Master Repurchase Agreement, dated February 25, 2014, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.51 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014).
10.67	Amendment Number Seven to the Master Repurchase Agreement, dated July 24, 2014, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.54 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).
10.68	Amendment Number Eight to the Master Repurchase Agreement, dated August 7, 2014, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.55 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).
10.69	

	Amendment Number Nine to the Master Repurchase Agreement, dated September 8, 2014, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.58 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014).
10.70	Amendment Number Ten to the Master Repurchase Agreement, dated July 6, 2015, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.69 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
10.71	Amendment Number Eleven to the Master Repurchase Agreement, dated August 3, 2015, by and between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on August 5, 2015).

Exhibit Number	Exhibit Description
10.72	Amendment Number Twelve to the Master Repurchase Agreement, dated September 7, 2015, by and between PennyMac Loan Services, LLC and Citibank, N.A.
10.73	Amendment Number Thirteen to the Master Repurchase Agreement, dated October 22, 2015, between PennyMac Loan Services, LLC and Citibank, N.A. (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on October 28, 2015).
10.74	Guaranty Agreement, dated as of June 26, 2012, by Private National Mortgage Acceptance Company, LLC in favor of Citibank, N.A (incorporated by reference to Exhibit 10.61 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.75	Second Amended and Restated Loan and Security Agreement, dated as of March 27, 2012, among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.22 of the Registrant's Form S-1 Registration Statement as filed with the SEC on February 7, 2013).
10.76	Amendment No. 1 to Second Amended and Restated Loan Security Agreement, dated as of December 12, 2012, among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.23 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.77	Amendment No. 2 to Second Amended and Restated Loan Security Agreement, dated as of March 22, 2013, among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.23 of the Registrant's Amendment No. 3 to Form S-1 Registration Statement as filed with the SEC on April 22, 2013).
10.78	Amendment No. 3 to Second Amended and Restated Loan Security Agreement, dated as of December 30, 2013, among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K as filed with the SEC on January 3, 2014).
10.79	Amendment No. 4 to Second Amended and Restated Loan Security Agreement, dated as of October 31, 2014 among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.66 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.80	Third Amended and Restated Loan and Security Agreement, dated as of March 27, 2015, among Credit Suisse First Boston Mortgage Capital LLC and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on April 2, 2015).
10.81	Amendment No. 1 to Third Amended and Restated Loan and Security Agreement, dated as of June 5, 2015, among Credit Suisse First Boston Mortgage Capital LLC and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.78 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June

30, 2015).

10.82 Amendment No. 2 to Third Amended and Restated Loan and Security Agreement, dated as of July 27, 2015, among Credit Suisse First Boston Mortgage Capital LLC and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.79 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).

10.83 Amendment No. 3 to Third Amended and Restated Loan and Security Agreement, dated as of August 26, 2015, among Credit Suisse First Boston Mortgage Capital LLC and PennyMac Loan Services, LLC.

Exhibit Number	Exhibit Description
10.84	Master Spread Participation Agreement, dated as of March 27, 2015, by and among PennyMac Loan Services, LLC and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.73 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015).
10.85	Amendment No. 1 to Master Spread Participation Agreement, dated as of August 26, 2015, by and among PennyMac Loan Services, LLC and PennyMac Loan Services, LLC.
10.86	Loan and Security Agreement, dated as of April 30, 2015, among PennyMac Loan Services, LLC and PennyMac Holdings, LLC (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 6, 2015).
10.87	Amendment No. 1 to Loan and Security Agreement, dated as of October 30, 2015, by and between PennyMac Loan Services, LLC and PennyMac Holdings, LLC.
10.88	Second Amended and Restated Guaranty, dated as of March 27, 2015, by Private National Mortgage Acceptance Company, LLC in favor of Credit Suisse First Boston Mortgage Capital LLC (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K as filed with the SEC on April 2, 2015).
10.89	Amended and Restated Master Repurchase Agreement, dated as of May 3, 2013, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.36 of the Registrant's Amendment No. 5 to Form S-1 Registration Statement as filed with the SEC on May 7, 2013).
10.90	Amendment No. 1 to Amended and Restated Master Repurchase Agreement, dated as of September 5, 2013, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.47 of the Registrant's Form S-1 Registration Statement as filed with the SEC on October 1, 2013).
10.91	Amendment No. 2 to Amended and Restated Master Repurchase Agreement, dated as of January 10, 2014, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.58 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014).
10.92	Amendment No. 3 to Amended and Restated Master Repurchase Agreement, dated as of March 13, 2014, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.59 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014).
10.93	Amendment No. 4 to Amended and Restated Master Repurchase Agreement, dated as of April 30, 2014, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on May 5, 2014).
10.94	Amendment No. 5 to Amended and Restated Master Repurchase Agreement, dated as of May 22, 2014, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private

	National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.65 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).
10.95	Amendment No. 6 to Amended and Restated Master Repurchase Agreement, dated as of June 3, 2014, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.66 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).

Exhibit Number	Exhibit Description
10.96	Amendment No. 7 to Amended and Restated Master Repurchase Agreement, dated as of October 31, 2014, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.75 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.97	Amendment No. 8 to Amended and Restated Master Repurchase Agreement, dated as of December 23, 2014, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.76 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.98	Amendment No. 9 to Amended and Restated Master Repurchase Agreement, dated as of October 30, 2015, by and among Credit Suisse First Boston Mortgage Capital LLC, PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC.
10.99	Guaranty, dated as of August 14, 2009, by Private National Mortgage Acceptance Company, LLC in favor of Credit Suisse First Boston Mortgage Capital LLC (incorporated by reference to Exhibit 10.77 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).
10.100	Master Repurchase Agreement, dated as of July 2, 2013, by and between PennyMac Loan Services, LLC and Morgan Stanley Bank, N.A. (incorporated by reference to Exhibit 1.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on July 8, 2013).
10.101	Amendment Number One to the Master Repurchase Agreement, dated as of August 26, 2013, by and between PennyMac Loan Services, LLC and Morgan Stanley Bank, N.A. (incorporated by reference to Exhibit 10.49 of the Registrant's Form S-1 Registration Statement as filed with the SEC on October 1, 2013).
10.102	Amendment Number Two to the Master Repurchase Agreement, dated as of January 28, 2014, by and between PennyMac Loan Services, LLC and Morgan Stanley Bank, N.A. (incorporated by reference to Exhibit 10.63 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014).
10.103	Amendment Number Three to the Master Repurchase Agreement, dated as of June 30, 2014, by and between PennyMac Loan Services, LLC and Morgan Stanley Bank, N.A. (incorporated by reference to Exhibit 10.70 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).
10.104	Amendment Number Four to the Master Repurchase Agreement, dated as of June 29, 2015, by and between PennyMac Loan Services, LLC and Morgan Stanley Bank, N.A. (incorporated by reference to Exhibit 10.98 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
10.105	Amendment Number Five to the Master Repurchase Agreement, dated as of July 27, 2015, by and between PennyMac Loan Services, LLC and Morgan Stanley Bank, N.A. (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed with the SEC on July 27, 2015).
10.106	Guaranty Agreement, dated as of July 2, 2013, by Private National Mortgage Acceptance Company, LLC in favor of Morgan Stanley Bank, N.A. (incorporated by reference to Exhibit 1.2 of the Registrant's Current Report on Form 8-K as filed with the SEC on July 8, 2013).

10.107	Mortgage Loan Participation Purchase and Sale Agreement, dated as of August 13, 2014, by and among PennyMac Loan Services, LLC, Private National Mortgage Acceptance Company, LLC and Bank of America, N.A. (incorporated by reference to Exhibit 10.72 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).
10.108	Amendment No. 1 to Mortgage Loan Participation Purchase and Sale Agreement, dated as of January 30, 2015, by and among Bank of America, N.A., PennyMac Loan Services, LLC and Private National Mortgage Acceptance Company, LLC (incorporated by reference to Exhibit 10.84 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014).

Table of Contents

Exhibit Number	Exhibit Description
10.109	Amended and Restated Guaranty, dated as of August 13, 2014, by Private National Mortgage Acceptance Company, LLC in favor of Bank of America, N.A. (incorporated by reference to Exhibit 10.73 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014).
10.110	Flow Sale Agreement, dated as of June 16, 2015, by and between PennyMac Corp. and PennyMac Loan Services, LLC (incorporated by reference to Exhibit 10.104 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
31.1	Certification of Stanford L. Kurland pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Anne D. McCallion pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Stanford L. Kurland pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Anne D. McCallion pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets as of September 30, 2015 and December 31, 2014 (ii) the Consolidated Statements of Income for the quarters ended September 30, 2015 and September 30, 2014, (iii) the Consolidated Statements of Changes in Stockholders' Equity for the quarters ended September 30, 2015 and September 30, 2014, (iv) the Consolidated Statements of Cash Flows for the quarters ended September 30, 2015 and September 30, 2014 and (v) the Notes to the Consolidated Financial Statements.
*	The certifications attached hereto as Exhibits 32.1 and 32.2 are furnished to the SEC pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.
†	Indicates management contract or compensatory plan or arrangement.

Table of Contents

SIGNATURES

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

		PENNYMAC FINANCIAL SERVICES, INC. (Registrant)
Dated: November 6, 2015	By:	/S/ STANFORD L. KURLAND Stanford L. Kurland Chairman of the Board of Directors and Chief Executive Officer
Dated: November 6, 2015	By:	/S/ ANNE D. MCCALLION Anne D. McCallion Chief Financial Officer