

FLAGSTAR BANCORP INC  
Form S-4  
October 07, 2016

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

FORM S-4

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
Commission File Number: 001-16577

(Exact name of registrant as specified in its charter).

Michigan 38-3150651  
(State or other jurisdiction of (I.R.S. Employer  
Incorporation or organization) Identification No.)

6035  
(Primary Standard Industrial Classification)

5151 Corporate Drive  
Troy, Michigan 48098  
(248) 312-2000  
(Address, including zip code, and telephone number, including area code, of principal executive offices)

James K. Cirolì  
Executive Vice President and Chief Financial Officer  
Flagstar Bancorp, Inc.  
5151 Corporate Drive  
Troy, Michigan 48098  
(248) 312-2000  
(Name, address, including zip code and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effectiveness of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)   
 Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be Registered	Amount to be registered	Proposed maximum offering price per note	Proposed maximum aggregate offering price	Amount of registration fee (1)
6.125% Senior Notes, due 2021	\$250,000,000	100 %	\$250,000,000	\$ 28,975

(1) Calculated in accordance with Rule 457(f)(2) under the Securities Act of 1933, as amended. The proposed maximum offering price is estimated solely for the purpose of calculating the registration fee.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED October 7, 2016

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

## PROSPECTUS

FLAGSTAR BANCORP, INC.

(as Issuer)

### Offer to Exchange

\$250,000,000 aggregate principal amount

6.125% Senior Notes due 2021, which have been registered under Securities Act of 1933

For any and all outstanding unregistered

6.125% Senior Notes due 2021

This exchange offer will expire at 5p.m., Eastern time, on \_\_\_\_ 2016, unless extended

We are offering to exchange \$250,000,000 aggregate principal amount of our 6.125% senior notes due 2021, which have been registered under the Securities Act of 1933, as amended, or the "Securities Act," and referred to in this prospectus as the "New Notes," for all \$250,000,000 aggregate principal amount of outstanding unregistered 6.125% senior notes due 2021 that were issued on July 11, 2016, which are referred to in this prospectus as the "Old Notes." We refer to the Old Notes and the New Notes collectively as "notes."

Subject to the terms of this exchange offer, we will exchange the New Notes for all Old Notes that are validly tendered and not withdrawn prior to the expiration of this exchange offer.

The New Notes will be identical in all material respects to the Old Notes, except that the New Notes will be registered under the Securities Act and will not be subject to transfer restrictions or registration rights. The Old Notes were issued in reliance upon an available exemption from the registration requirements of the Securities Act.

The New Notes will mature on July 15, 2021. Interest on the notes will be payable on January 15 and July 15 and will accrue from July 11, 2016. The first interest payment date will be January 15, 2017.

The exchange of Old Notes for New Notes pursuant to this exchange offer generally should not be a taxable event for U.S. federal income tax purposes. See "Material U.S. Federal Income Tax Consequences."

There is no public market for the New Notes. We have not applied, and do not intend to apply, for listing of the New Notes on any national securities exchange or automated quotation system.

We will not receive any proceeds from this exchange offer.

We may redeem some or all of the notes at any time at the applicable redemption price described under "Description of Notes—Optional Redemption by Us."

The notes will be unsecured and will rank equally and ratably with our unsecured senior indebtedness.

The notes will be effectively subordinated to our indebtedness, to the extent of the value of the collateral securing such indebtedness, and will be structurally subordinated to the indebtedness and other liabilities and preferred equity of our subsidiaries.

Investing in the notes involves risks. See "Risk Factors" on page 16, included herein, for a discussion of certain risks that you should consider in connection with this prospectus before tendering your Old Notes in this exchange offer.

Neither the Securities and Exchange Commission, or the "SEC," nor any state securities commission has approved or disapproved of the New Notes or determined if this prospectus is truthful or complete. Any representation to the

contrary is a criminal offense.

Each broker-dealer that receives New Notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any sale of such New Notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with sales of New Notes received in exchange for Old Notes where such Old Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such sale until the earlier of 180 days from the date the Registration Statement becomes effective or the date on which each such broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities. See "Plan of Distribution."

The notes are not savings accounts, deposits or other obligations of Flagstar Bank, FSB and are not insured or guaranteed by the Federal Deposit Insurance Corporation or by any other governmental agency or instrumentality.

There is currently no market for the notes. We do not intend to list the notes on any securities exchange or automated quotation system.

The date of this prospectus is \_\_\_\_\_, 2016.

FLAGSTAR BANCORP, INC.

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You should rely only on the information contained in this prospectus. We and the initial purchasers have not authorized anyone to provide you with any other information. If you receive any other information, you should not rely on it.

You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus. Neither the delivery of this prospectus nor any sale made hereunder shall under any circumstances imply that the information herein is correct as of any date subsequent to the date on the cover of this prospectus.

We are not making an offer to exchange and issue the New Notes in any jurisdiction where the offer or exchange is not permitted.

## CERTAIN DEFINED TERMS

In this offering memorandum, unless otherwise specified or the context otherwise requires, the terms "we," "us," "our," the "Company" and "Flagstar" refer to Flagstar Bancorp, Inc. and our consolidated subsidiaries. We also refer to our wholly owned subsidiary, Flagstar Bank, FSB, and Flagstar Capital Markets Corporation, its wholly-owned subsidiary, as the "Bank." References to "initial purchasers" refer to the firms listed on the cover page of this prospectus.

## WHERE YOU CAN FIND MORE INFORMATION

We filed a registration statement on Form S-4, of which this prospectus is a part, with the SEC to register the New Notes under the Securities Act. This prospectus does not contain all of the information included in that registration statement. For further information about us and the New Notes offered by this prospectus, you should refer to the registration statement and its exhibits. You can access the registration statement by any of the means described in the following paragraph.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can review and obtain copies of the registration statement, these reports and other information on the SEC's Internet site at <http://www.sec.gov>. You may also read and copy any materials we file with the SEC at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the Public Reference Room.

We also make our periodic reports as well as other information filed with or furnished to the SEC available, free of charge, through our website, at [www.flagstar.com](http://www.flagstar.com), as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. The information on or that can be accessed through our website is not part of this prospectus.

We have agreed that if at any time after the completion of this exchange offer the Company is no longer subject to the reporting requirements of the Exchange Act, the Company will nevertheless continue filing the reports and other information referred to in the preceding paragraph with the SEC for so long as any of the notes remain outstanding and the SEC will accept such filings.



## FORWARD-LOOKING STATEMENTS

This prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, "forward looking statements." This prospectus includes forward-looking statements in addition to historical information. These forward-looking statements are included throughout this prospectus, including in the sections entitled "Summary," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business" and relate to matters such as our industry, business strategy, goals and expectations concerning our market position, future operations, margins, profitability, capital expenditures, liquidity and capital resources and other financial and operating information. We use the words "anticipate," "assume," "believe," "budget," "continue," "could," "estimate," "expect," "future," "intend," "may," "plan," "potential," "predict," "project," "will" and similar terms and phrases to identify forward-looking statements in this prospectus.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We believe that these risks and uncertainties include, but are not limited to, those described in the "Risk Factors" section of this prospectus. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this prospectus.

Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements that we make in this prospectus speak only as of the date of those statements, and we undertake no obligation to update those statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by United States federal securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

## NON-GAAP FINANCIAL MEASURES

In addition to results presented in accordance with GAAP, this prospectus includes non-GAAP financial measures such as the adjusted capitalization table. We believe these non-GAAP financial measures provide additional information that is useful to investors in helping to understand the underlying performance and trends of Flagstar.

Non-GAAP financial measures have inherent limitations, which are not required to be uniformly applied and are not audited. Readers should be aware of these limitations and should be cautious with respect to the use of such measures. To mitigate these limitations, there are practices in place to ensure that these measures are calculated using the appropriate GAAP or regulatory components in their entirety and to ensure that our performance is properly reflected to facilitate consistent period-to-period comparisons. Although we believe the non-GAAP financial measures disclosed in this prospectus enhance investors' understanding of our business and performance, these non-GAAP measures should not be considered in isolation, or as a substitute for those financial measures prepared in accordance with GAAP.

Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as the reconciliation to the comparable GAAP financial measure, can be found in this prospectus. Additional discussion of the use of non-GAAP measures can also be found in periodic Flagstar reports filed with the U.S. Securities and Exchange Commission. These documents can all be found on the Company's website at [flagstar.com](http://flagstar.com).

## PROSPECTUS SUMMARY

The following is a brief summary of our business and certain other information contained elsewhere in this exchange offer, but it is not complete and does not contain all of the information that you should consider before making your investment decision. You should carefully read this prospectus and the information incorporated by reference herein completely, including the consolidated financial statements included herein and the related notes and the "Risk Factors" and "Forward Looking Statements" included elsewhere in this prospectus, before deciding whether to participate in the exchange offer. For a more detailed description of the notes, see the section entitled "Description of the Senior Notes." In this prospectus, unless the context requires otherwise, where we say "we," "us," or "our," we usually mean Flagstar Bancorp, Inc. However, in some cases, a reference to "we," "us," or "our" will include our wholly-owned subsidiary Flagstar Bank, FSB (the "Bank"). All capitalized terms used in this section and not otherwise defined in this prospectus have the meanings given to them in the section entitled, "Description of the Notes."

### Our Business

Effective January 1, 2016, we reorganized our reportable segments to align with our new management reporting structure and to align with our long-term strategy. Prior period segment financial information has been recast to conform to 2016 presentation. Prior to the reorganization, representation and warranty reserves were reported in the Mortgage Servicing segment and the MSR asset and associated costs were reported in the Other segment. As a result of this change, representation and warranty reserves, as well as the MSR asset and associated costs are now reported in the Mortgage Originations segment.

We are a Michigan-based savings and loan holding company founded in 1993. Our business is primarily conducted through our principal subsidiary, the Bank, a federally chartered stock savings bank founded in 1987. At June 30, 2016, based on our assets, we are the largest bank headquartered in Michigan, providing commercial, small business, and consumer banking services. We have three major operating segments: Community Banking, Mortgage Originations and Mortgage Servicing. Through these lines of business, we emphasize the delivery of a complete set of mortgage and banking products and services and are distinguished by local delivery, customer service and product pricing. Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "FBC." We are considered a controlled company for NYSE purposes, because MP Thrift Investments, L.P. ("MP Thrift") held approximately 62.9 percent of our common stock as of June 30, 2016.

Our Community Banking segment provides deposits and fee based services to consumer, business, and mortgage lending customers through our Branch Banking, Business Banking, Commercial Banking, Government Banking, Warehouse Lending and Held-for-Investment Portfolio groups. We maintain a portfolio of commercial and industrial, commercial real estate and builder finance loans with our commercial customers and we originate or purchase residential mortgage loans through referrals from our branches, consumer direct call center and our website, flagstar.com. At June 30, 2016, we operated 99 branches in Michigan. We leverage the customer relationships we have gained throughout our branch network to cross-sell products to existing customers and increase our customer base. In 2016 we also began to offer new MSR lending and equipment finance lease products.

Through our Mortgage Origination segment, we originate or purchase residential mortgage loans throughout the country and sell them into securitization pools, primarily to Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Government National Mortgage Association ("Ginnie Mae") (collectively, the "Agencies") or as whole loans. In addition, we originate or purchase residential first mortgage loans and other consumer loans, and commercial loans to our held-for-investment loan portfolios. Our revenues include net interest income, income from banking services we provide to customers, and noninterest income

from sales of residential first mortgage loans to the Agencies, and the servicing of loans for others. The combination of our retail, broker and correspondent channels gives us broad access to customers across diverse geographies to originate, fulfill, sell and service our residential mortgage loan products.

The majority of our total loan originations during the six months ended June 30, 2016 represented mortgage loans that were collateralized by residential first mortgages on single-family residences and were eligible for sale to the Agencies. At June 30, 2016, we originated or purchased residential mortgage loans in all 50 states, the U.S. Virgin Islands, and the District of Columbia through relationships with 527 mortgage brokers and 708 correspondents. At June 30, 2016, we also operated 29 retail locations located in 21 states, which primarily originate one-to-four family residential mortgage loans as part of our Mortgage Originations segment. In addition, we originate other consumer and commercial loans through our Community Banking segment. We continue to expand existing business lines, such as our distributed retail and direct-to-consumer mortgage origination businesses.

Our Mortgage Servicing segment services and subservices mortgage loans for others on a fee for service basis and may also collect ancillary fees, such as late fees and earn income through the use of noninterest bearing escrows. Revenue on our subserviced loans is earned on a contractual fee basis, with the fees varying based on the status of the underlying loans.

## Risk Factors

Investing in the notes involves substantial risks. We face risks in operating our business, including risks that may prevent us from achieving our business objectives or that may adversely affect our business, financial condition and operating results. Before you invest in the notes, you should carefully consider all of the information in this prospectus, including matters set forth in the section entitled "Risk Factors" beginning on page 16.

## The Exchange Offer

On July 11, 2016, we issued, in a private offering, Old Notes of \$250 million in aggregate principal amount of 6.125% Senior Notes due 2021 and entered into a registration rights agreement in which we agreed, among other things, to deliver this prospectus and to complete an exchange offer for the Old Notes.

The summary below describes the principal terms of the exchange offer. Some of the terms and conditions described below are subject to important limitations and exceptions. You should carefully review the "Description of Notes" section of this prospectus, which contains a more detailed description of the terms and conditions of the notes. For purposes of the summary below, the terms "we," "our," "us," and "Flagstar" refer only to Flagstar Bancorp, Inc. and not to any of its subsidiaries.

## Issuer Flagstar Bancorp, Inc.

**Old Notes** \$250 million aggregate principal amount of 6.125% Senior Notes due 2021 that are not registered under the Securities Act and are subject to certain transfer restrictions and registration rights and additional interest upon failure by us to fulfill our obligations under the registration rights agreement. On \_\_\_\_, 2016, we initiated an offer to exchange these Old Notes for a like principal amount of notes, which we refer to as the "New Notes," that have been registered under the Securities Act. The Old Notes are identical in all material respects to the terms of the New Notes, except that the New Notes are registered under the Securities Act and generally are not subject to transfer restrictions, registration rights or additional interest penalties.

**New Notes** 6.125% Senior Notes due July 15, 2021. The terms of the New Notes are identical in all material respects to the terms of the Old Notes, except that the New Notes are registered under the Securities Act and generally are not subject to transfer restrictions, registration rights or additional interest penalties.

**Exchange Offer** We are offering to exchange \$1,000 principal amount of our New Notes due 2021, for each \$1,000 principal amount of our Old Notes due July 15, 2021. Currently, there is \$250 million in aggregate principal amount of Old Notes outstanding. Old Notes may be exchanged only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. New Notes will be issued only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Subject to the terms of this exchange offer, we will exchange New Notes for all of the Old Notes that are validly tendered and not withdrawn prior to the expiration of this exchange offer. In order to exchange an Old Note, you must follow the required procedures and we must accept the Old Note for exchange. We will issue New Notes in exchange for corresponding Old Notes in this exchange offer, if consummated, promptly upon the expiration of this

exchange offer.

Expiration Date This exchange offer will expire at 5 p.m., Eastern time, on \_\_\_\_\_, 2016, unless we extend it. We may extend the expiration date for any reason. We do not currently intend to extend the expiration date.

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**Sale of New Notes** Based on interpretive letters of the SEC staff to third parties, we believe that you may offer for sale, sell and otherwise transfer the New Notes issued pursuant to the exchange offer without compliance with the registration and prospectus delivery provisions of the Securities Act if you:

• acquire the New Notes in the ordinary course of your and any beneficial owner's business

• are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the New Notes issued in the exchange offer

• are not an "affiliate" of ours, as defined in Rule 405 under the Securities Act and

• are not a broker-dealer that acquired the Old Notes from us or in market-making transactions or other trading activities.

By tendering your notes as described in "The Exchange Offer," you will be making representations to this effect. If you fail to satisfy any of these conditions, you cannot rely on the position of the SEC set forth in the interpretive letters referred to above and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a sale of the new notes.

If you are a broker-dealer that acquired Old Notes as a result of market-making or other trading activities, you must comply with the prospectus delivery requirements of the Securities Act in connection with sales of the New Notes, as described in this summary under "Restrictions on Sales by Broker-Dealers" below. If you are an affiliate of ours and hold Old Notes, you must comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable to you.

As noted above, we base our belief on interpretations by the SEC staff in no-action letters issued to other issuers in exchange offers like ours. We cannot guarantee that the SEC would make a similar decision about our exchange offer. If our belief is wrong, you could incur liability under the Securities Act. We will not protect you against any loss incurred as a result of this liability under the Securities Act.

**Restrictions on Sales by Broker-Dealers** If you are a broker-dealer that has received New Notes for your own account in exchange for Old Notes that were acquired as a result of market-making or other trading activities, you must acknowledge that you will deliver a prospectus meeting the requirements of the Securities Act in connection with any sale of the New Notes. A broker-dealer may use this prospectus for sales of New Notes for a period ending on the earlier of 180 days from the date the Registration Statement becomes effective or the date on which each such broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities.

**Withdrawal of Tenders** You may withdraw the tender of your Old Notes at any time prior to the expiration date.

**Tax Consequences** The exchange of Old Notes for New Notes in this exchange offer generally should not be a taxable event for U.S. federal income tax purposes. See "Material United States Federal Income Tax Considerations." We do not provide legal or tax advice hereby. You should consult your own tax advisor to determine the U.S. federal, state, local and other tax consequences of an investment in the notes based upon your particular facts and circumstances.





Conditions to the Exchange Offer This exchange offer is subject to customary conditions, which we may assert or waive.  
Offer See "The Exchange Offer."

Procedures for Tendering If you wish to accept this exchange offer and your Old Notes are held by a custodial entity such as a bank, broker, dealer, trust company or other nominee, you must instruct this custodial entity to tender your Old Notes on your behalf pursuant to the procedures of the custodial entity. If your Old Notes are registered in your name, you must complete, sign and date the accompanying letter of transmittal, or a facsimile of the letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must also mail or otherwise deliver the letter of transmittal, or a facsimile of the letter of transmittal, together with the Old Notes and any other required documents, to the exchange agent at the address set forth on the cover page of the letter of transmittal.

Custodial entities that are participants in The Depository Trust Company, or "DTC," may tender Old Notes through DTC's Automated Tender Offer Program, or "ATOP," which enables a custodial entity and the beneficial owner on whose behalf the custodial entity is acting to electronically agree to be bound by the letter of transmittal. A letter of transmittal need not accompany tenders effected through ATOP. See "The Exchange Offer."

Consequences of Failure to Exchange If you are eligible to participate in the exchange offer and you do not tender your Old Notes, you will not have any further registration or exchange rights (subject to certain very limited exceptions) and your Old Notes will continue to be subject to the existing transfer restrictions after the expiration date. These transfer restrictions and the availability of the New Notes could adversely affect the trading market for your notes.

Use of Proceeds We will not receive any proceeds from the exchange of notes pursuant to the exchange offer. See "Use of Proceeds."

Exchange Agent Wilmington Trust, National Association is the exchange agent for this exchange offer. The address and telephone number of the exchange agent are set forth under "The Exchange Offer." Wilmington Trust, National Association is also the trustee under the indenture governing the notes.

Risk factors See "Risk Factors" included herein for a discussion of factors you should carefully consider before deciding to participate in the exchange offer.

#### The New Notes

The terms of the New Notes are identical in all material respects to the terms of the Old Notes, except that the New Notes generally will not contain terms with respect to transfer restrictions, registration rights or additional interest upon a failure to fulfill certain of our obligations under the registration rights agreement. The New Notes will evidence the same debt as the Old Notes. The New Notes will be governed by the same indenture under which the Old Notes were issued.

The summary below describes the principal terms of the New Notes. You should carefully review the "Description of Notes" section of this prospectus, which contains a more detailed description of the terms and conditions of the New Notes. For purposes of the summary below, the terms "we," "our," "us," and "Flagstar" refer only to Flagstar Bancorp, Inc. and not to any of its subsidiaries.

Issuer Flagstar Bancorp, Inc.

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Senior Notes \$250 million aggregate principal amount of 6.125% Senior Notes due 2021 (the "notes")

Interest Rate 6.125% per annum

Maturity Date July 15, 2021

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Interest Payment Dates January 15 and July 15 of each year, beginning on January 15, 2017

No Guarantees The New Notes are not guaranteed by any of our subsidiaries.

**Security and Ranking** The New Notes will be unsecured and will rank equally and ratably with the unsecured senior indebtedness of Flagstar Bancorp, Inc. The New Notes will be effectively subordinated to Flagstar Bancorp, Inc.'s secured indebtedness, to the extent of the value of the collateral securing such indebtedness, and will be structurally subordinated to the indebtedness and other liabilities and preferred equity of our subsidiaries.

As of June 30, 2016:

• Flagstar Bancorp, Inc. had approximately \$302 million of indebtedness and other liabilities outstanding (none of which were secured);

• Subsidiaries of Flagstar Bancorp, Inc. had approximately \$11.9 billion of indebtedness and other liabilities (including deposits) outstanding;

• Subsidiaries of Flagstar Bancorp, Inc. had no preferred equity outstanding.

The indenture under which the New Notes will be issued does not limit the amount of additional indebtedness we may incur.

**Restrictive Covenants** The indenture, among other things, restricts our ability to dispose of, grant a security interest in or issue shares of voting stock of any principal subsidiary bank and to transfer our assets substantially as an entirety or merge into or consolidate with any person, without satisfying the conditions described in the section entitled "Description of Notes." These covenants are subject to a number of important qualifications and limitations.

**Optional Redemption** The New Notes may be redeemed by us, at our option, in whole or in part, at any time or from time to time prior to June 15, 2021 (the date that is one month prior to the scheduled maturity date of the New Notes), at a redemption price equal to 100% of the aggregate principal amount of the New Notes to be redeemed, plus a "make-whole" premium plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date. At any time or from time to time on or after June 15, 2021 (the date that is one month prior to the scheduled maturity date of the New Notes), we may redeem the New Notes in whole or in part by paying the aggregate principal amount of the New Notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date. See "Description of Notes."

**Form and Denominations** The New Notes will be issued in fully registered book-entry form without coupons and in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. These global securities will be deposited with or on behalf of DTC and registered in the name of a nominee of DTC.

**Future Issuances** The New Notes will initially be limited to an aggregate principal amount of \$250 million. We may from time to time, without notice to or consent of holders, increase the aggregate principal amount of the New Notes outstanding by issuing additional notes in the future with the same terms as the New Notes, except for the issue date and offering price and, if applicable, the initial interest payment date and the initial

interest accrual date, and such additional notes shall form a single series with the New Notes, provided that such additional notes are fungible with the New Notes for U.S. federal income tax purposes.

Risk factors      An investment in the New Notes as a result of participation in the exchange involves substantial risk. See "Risk Factors" for a discussion of factors you should carefully consider before deciding to invest in the New Notes.

Absence of a Public Market for the Notes      There can be no assurance that a market for the New Notes will develop or as to the liquidity of any market that may develop. See "Risk Factors" and "Plan of Distribution."

Indenture Trustee Wilmington Trust, National Association

Tax Consequences      See "Material United States Federal Income Tax Considerations." You should consult your own tax advisor to determine the U.S. federal, state, local and other tax consequences of an investment in the notes.

Governing Law      The indenture is and the New Notes will be governed by the laws of the State of New York.

## SUMMARY SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following tables set forth our selected historical financial data included in our Consolidated Statements of Operations and Financial Condition for each of the periods indicated. The selected financial data as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013 have been derived from our audited consolidated financial statements included in this document. The selected financial data as of June 30, 2016 and for the six months ended June 30, 2016 and 2015 have been derived from our unaudited condensed consolidated financial statements included in this document. The selected financial data for all other periods presented have been derived from our audited consolidated financial statements that are not included in this document. See the "Where You Can Find More Information" section included herein for additional information. The selected historical financial data should be read in conjunction with such financial statements, the notes thereto, and the related management's discussion and analysis of financial condition and results of operations.

	For the Six Months Ended June 30,		For the Years Ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
(In millions, except share data)							
Summary of Consolidated Statements of Operations							
Interest income	\$200	\$169	\$355	\$286	\$330	\$481	\$465
Interest expense	44	31	68	39	144	184	220
Net interest income	156	138	287	247	186	297	245
(Benefit) provision for loan losses	(16)	(17)	(19)	(132)	70	276	177
Net interest income after provision for loan losses	172	155	306	115	116	21	68
Noninterest income	233	245	470	361	653	1,021	386
Noninterest expense	276	276	536	579	918	989	635
Income before income taxes provision	129	124	240	(103)	(149)	53	(181)
Provision for income taxes	43	46	82	(34)	(416)	(16)	1
Net income (loss)	86	78	158	(69)	267	69	(182)
Preferred stock dividends/accretion	—	—	—	(1)	(6)	(6)	(17)
Net income (loss) from continuing operations	\$86	\$78	\$158	\$(70)	\$261	\$63	\$(199)
Income (loss) per share:							
Basic	\$1.23	\$1.12	\$2.27	\$(1.72)	\$4.40	\$0.88	\$(3.62)
Diluted	\$1.21	\$1.11	\$2.24	\$(1.72)	\$4.37	\$0.87	\$(3.62)

	June 30,		December 31,				
	2016	2015	2015	2014	2013	2012	2011
(In millions)							
Summary of Consolidated Statements of Financial Condition							
Total assets	\$13,723	\$12,139	\$13,715	\$9,840	\$9,407	\$14,082	\$13,637
Loans receivable, net	\$9,198	\$7,743	\$9,226	\$6,523	\$6,637	\$10,914	\$10,421
Mortgage servicing rights	\$301	\$317	\$296	\$258	\$285	\$711	\$511
Total deposits	\$8,571	\$7,468	\$7,935	\$7,069	\$6,140	\$8,294	\$7,690
Federal Home Loan Bank advances	\$2,646	\$2,198	\$3,541	\$514	\$988	\$3,180	\$3,953
Long-term debt	\$247	\$283	\$247	\$331	\$353	\$247	\$249

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Stockholders' equity \$1,599 \$1,451 \$1,529 \$1,373 \$1,426 \$1,159 \$1,080

The following table sets forth our consolidated double leverage and interest coverage ratios. The double leverage ratio is computed based on the equity of the Bank divided by the equity of the Company. For the purpose of computing the consolidated interest coverage ratios, earnings consist of pre-tax income plus fixed charges. Fixed charges consist of interest on short-term and long-term debt and where indicated, interest on deposits. The ratios are based solely on historical financial information and where indicated, pro forma adjustments have been made to reflect the offering of the Old Notes and the application of the estimated net proceeds of the offering and dividend from the Bank.

	For the Years Ended December 31,				Last Twelve Months Ended	
	2015	2014	2013	2012	June 30, 2016	Pro Forma
	(In millions)					
Double Leverage Coverage						
Equity investment in subsidiaries	\$1,738	\$1,571	\$1,618	\$1,374	\$1,803	\$1,803
Consolidated equity	1,529	1,373	1,426	1,159	1,599	1,599
Double leverage ratio	113.7	% 114.4	% 113.5	% 118.6	% 112.8	%
Cash dividend upstreamed from Bank to Holding Co.						\$(200 )
Pro forma equity investments in subsidiaries						1,603
Series C Preferred Stock redemption						(267 )
Series C Preferred Stock accrued dividend payment						(102 )
Pro forma consolidated equity						\$1,230
Pro forma double leverage ratio						130.3 %
Interest Coverage						
Total deposit interest	\$42	\$30	\$42	\$70	\$45	
Other borrowing interest	26	9	102	114	36	
Total interest expense	\$68	\$39	\$144	\$184	\$81	
Pre-tax income (loss)	\$240	\$(103 )	\$(149 )	\$53	\$244	
Interest coverage (pre-tax income including deposit expense)	4.53	NM	NM	1.29	4.01	
Interest coverage (pre-tax income excluding deposit expense)	10.23	NM	NM	1.46	7.78	

## SUPPLEMENTAL FINANCIAL INFORMATION

For summarized data for each of the quarters in 2015 and 2014, please refer to Note 27 in the Consolidated Financial Statements and Notes as of and for the period ended December 31, 2015, included in this document.

The following table represents summarized data for each of the quarters in 2016.

	2016	
	First Quarter	Second Quarter
	(Dollars in millions, except per share data)	
Interest income	\$101	\$99
Interest expense	22	22
Net interest income	79	77
Benefit for loan losses	(13 )	(3 )
Net interest income after provision for loan losses	92	80
Net gain on loan sales	75	90
Loan fees and charges	15	19
Loan administration income	6	4
Net (loss) return on the mortgage servicing assets	(6 )	(4 )
Representation and warranty benefit	2	4
Other noninterest income	13	15
Noninterest expense	137	139
Income before income tax	60	69
Provision for income taxes	21	22
Net income from continuing operations	\$39	\$47
Basic income per share	\$0.56	\$0.67
Diluted income per share	\$0.54	\$0.66

## RISK FACTORS

Investing in the notes involves a high degree of risk. You should carefully consider the following risk factors and all other information contained in this prospectus in "Risk Factors" before deciding whether to invest in the notes. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that we are unaware of or that we currently believe to be immaterial, may also become important factors that affect us.

If any of the following events occur, our business, financial condition and results of operations could be materially and adversely affected.

## Market, Interest Rate, Credit and Liquidity Risk

Economic and general market conditions may adversely affect our business.

Our business and results of operations are affected by the financial markets and general economic, market, political and social conditions, including factors such as the level and volatility of short-term and long-term interest rates, inflation, home prices, unemployment and under-employment levels, bankruptcies, household income, consumer



spending, fluctuations in both debt and equity capital markets and currencies, liquidity of the financial markets, the availability and cost of capital and credit, investor sentiment and confidence in the financial markets, political risks and the sustainability of economic growth. Continued economic challenges include under-employment, declines in energy prices, the ongoing low interest rate environment, restrained growth in consumer demand, the strengthening of the U.S. Dollar versus other currencies, and continued risk in the consumer and commercial real estate markets.

Deterioration of any of these conditions could adversely affect our consumer and commercial businesses, our level of charge-offs and provision for credit losses, our capital levels and liquidity, and our results of operations.

Our business and results of operations are also affected by domestic and international fiscal and monetary policy. For example, the recent rate increase by the Board of Governors of the Federal Reserve System (the "Federal Reserve") impacts our cost of funds for investing and lending activities. Central bank actions can also affect the value of financial instruments and other assets, such as debt securities and mortgage servicing rights ("MSRs"), and their policies can affect our borrowers, potentially increasing the risk that they may fail to repay their loans. Changes in fiscal and monetary policies are beyond our control and difficult to predict but could have an adverse impact on our capital requirements and the costs of running our business.

Further, any deterioration in the mortgage market may also reduce the number of new mortgages that we originate, increase the costs of servicing mortgages without a corresponding increase in servicing fees or adversely affect our ability to sell mortgage loans originated by us. Any such event could adversely affect our business, financial condition and results of operations.

Changes in interest rates could lead to lower mortgage origination volume, which could adversely affect our business, financial condition and results of operations.

For the six months ended June 30, 2016, approximately 55 percent of our revenue was derived from the origination of residential mortgages. The residential real estate mortgage lending business is sensitive to interest rates, and lower interest rates generally increase that business, while higher interest rates generally cause that business to decrease. Therefore, our performance is typically correlated to fluctuations in interest rates. Historically, mortgage origination volumes and sales for the Bank and for other financial institutions have widened and narrowed in response to these and other factors. During portions of 2015, the interest rate environment was quite favorable for mortgage loan originations, particularly refinancing activity. There is no guarantee that these conditions will persist, and a change in these conditions could have a material adverse effect on our operating results.

In addition, increasing long-term interest rates may decrease our mortgage loan originations. Generally, the volume of mortgage loan originations is inversely related to the long-term interest rate curve. During periods of low long-term interest rates, a significant number of our customers may elect accelerated prepayments as they seek to refinance their mortgages (i.e., pay off their existing higher rate mortgage loans with new mortgage loans obtained at lower interest rates). Our profitability levels and those of others in the mortgage industry have generally been strongest during periods of low and/or declining interest rates.

Changes in interest rates could adversely affect our held-for-investment mortgage loan portfolio, our mortgage related assets, our financial condition and results of operations.

Changes in interest rates may affect the average life of our mortgage loans and mortgage related securities. Decreases in interest rates can trigger an increase in prepayments of our mortgage loans and mortgage-related securities, as borrowers refinance to reduce their own borrowing costs. As prepayment speeds on mortgage related securities increase, any premium amortization would increase on a prospective basis. Any immediate adjustments required under the application of the interest method of income recognition may also result in lower net interest income. On the other hand, increases in interest rates may decrease loan demand and make it more difficult for borrowers to repay adjustable rate mortgage loans. Additionally, there were wider spreads between short- and long-term interest rates during portions of 2015, resulting in higher profit margins on loan sales than in prior periods.

Changes in interest rates could adversely affect our results of operations and financial condition, including on our net interest margin and the value of our investment assets.

Our results of operations and financial condition could be significantly affected by changes in interest rates. Our financial results depend substantially on net interest income, which is the difference between the interest income that we earn on interest-earning assets and the interest expense we pay on interest-bearing liabilities. While we have modeled rising interest rate scenarios using historic data and such scenarios result in an increase in our net interest income, our interest-bearing liabilities may reprice or mature more quickly than modeled, thus resulting in a decrease in our net interest income.

Changes in interest rates also affect the value of our variable rate loans held-for-sale, loans held-for-investment and investment securities. Generally, the value of our investment securities fluctuates inversely with changes in interest rates. Decreases in the fair value of our investment securities, therefore, could have an adverse effect on our stockholders' equity or our earnings if the decrease in fair value is deemed to be other than temporary.

At June 30, 2016 we had \$301 million of MSRs which we manage using certain derivative strategies which may be ineffective.

We invest in MSRs to support mortgage strategies and to deploy capital at acceptable returns. Our MSRs are sensitive to interest rate volatility and are highly susceptible to prepayment risk, basis risk, market volatility and changes in the shape of the yield curve, among other factors. In addition, when interest rates fluctuate, repricing risks arise from the timing difference in the maturity and/or repricing of assets, liabilities and off-balance sheet positions. While such repricing mismatches are fundamental to our business, they can expose us to fluctuations in income and economic value, in particular as interest rates vary. We utilize derivatives and other fair value assets as part of our overall hedging strategy to manage the impact of changes in the fair value of the MSRs, but these risk management strategies do not completely eliminate repricing risk. Although we use models to assess the impact of interest rates on mortgage related revenues, the estimates of revenues produced by these models are dependent on estimates and assumptions of future loan demand, prepayment speeds and other factors which may differ from actual subsequent experience. In addition, our hedging strategies rely on assumptions and projections regarding assets and general market factors, many of which are outside of our control. If one or more of these assumptions and projections proves to be incorrect, our hedging strategies may not adequately mitigate the impact of changes in interest rates or prepayment speeds, and as a result we may incur losses that would adversely impact earnings.

At June 30, 2016, our MSR asset was \$301 million or 19.9 percent of Tier 1 Capital. We may be unable to effectively manage our MSR concentration risk which could impact capital under Basel III, which when fully phased-in will require any MSR balance exceeding 10 percent of our Common Equity Tier 1 (CET1) capital deduction threshold to be deducted from capital.

As of January 1, 2015, we are subject to new rules relating to capital standards requirements, including requirements contemplated by Section 171 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") as well as certain standards initially adopted by the Basel Committee on Banking Supervision, which standards are commonly referred to as Basel III. Basel III established a new qualifying criteria for regulatory capital, including new limitations on the inclusion of deferred tax assets and MSRs. Basel III limits the inclusion of MSRs and deferred tax assets to 10 percent of Common Equity Tier 1 (as defined in the Basel III final framework, "CET1"), individually, and 15 percent of CET1, in the aggregate. We have established a plan to reduce these assets before the Basel III full implementation date of January 1, 2018 and are taking other actions to reduce our book balance by that date. However, no assurances can be given that we will be able to do so, or that we will be successful in selling these assets at their current fair value. If implemented June 30, 2016, we would experience another 201 basis points reduction in Tier 1 Capital (to risk weighted assets) and 106 basis points reduction in the leverage ratio (Tier 1 Capital to adjusted average assets). The application of more stringent capital requirements could, among other things, result in lower returns on invested capital and result in regulatory actions if we were to be unable to comply with such requirements. See Note 22 of the Consolidated Financial Statements and Notes as of and for the period ended December 31, 2015 and the Management's Discussion and Analysis of Financial Condition and Results of Operations, included in this document for additional information regarding Basel III.

At June 30, 2016 our allowance for loan and lease losses was \$150 million, covering 2.6 percent of total loans held-for-investment. Our estimate of the inherent losses are imperfect, the portfolio is relatively new and we are using underwriting standards which have not been in place for a long period of time.

Our estimate of the allowance for loan and lease losses of \$150 million at June 30, 2016, may not be adequate to cover actual credit losses, and future provisions for credit losses could adversely affect our business, financial condition, results of operations, cash flows and prospects. Our allowance for loan losses is based on prior experience as well as an evaluation of the risks incurred in the current portfolio. The determination of an appropriate level of loan loss

allowance is an inherently subjective process that requires significant management judgment including estimates of loss and the loss emergence period. We make various assumptions, estimates and judgments about the collectability of our loan portfolio including but not limited to the creditworthiness of our borrowers and the value of real estate or other collateral backing the repayment of loans. New information regarding existing loans, identification of additional problem loans, failure of borrowers and guarantors to perform in accordance with the terms of their loans, and other factors, both within and outside of our control, may require an increase in the allowance for loan losses. Moreover, our regulators, as part of their supervisory function, periodically review our allowance for loan losses. Our regulators, who have access to broader industry data that we do not have access to, may recommend or require us to change our allowance for loan losses, based on their judgment, which may be different from that of our management or other regulators. Any increase in our loan losses could have an adverse effect on our earnings and financial condition.

Concentration of loans held-for-investment in certain geographic locations may increase risk.

Our mortgage loan portfolio is geographically concentrated in certain states, including California, Michigan and Florida, which collectively represent approximately 54 percent of the portfolio at June 30, 2016. In addition, approximately 80 percent of our commercial real estate loans are in Michigan or are repayable by borrowers who have significant operations in Michigan. This concentration has made, and will continue to make, our loan portfolio particularly susceptible to downturns in the general economy and the real estate and mortgage markets. Michigan and California have had significant volatility in housing prices in the recent past. Adverse conditions beyond our control, including unemployment, inflation, recession, natural disasters, declining property values, municipal bankruptcies and other factors in these markets could increase default rates in our loan portfolio and could reduce our ability to generate new loans and otherwise negatively affect our financial results.

In 2016, we have continued to grow our portfolio of commercial real estate and commercial and industrial loans, which generally expose us to a greater risk of nonpayment and loss than residential real estate loans due to the more complex nature of underwriting associated with commercial loans. Additionally, such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to residential real estate loans. Also, many of our borrowers have more than one commercial loan outstanding. Consequently, an adverse development with respect to one loan or one credit relationship can expose us to a significantly greater risk of loss compared to an adverse development with respect to a residential real estate loan.

Liquidity is essential to our business and our ability to borrow funds, maintain or increase deposits or raise capital at commercially reasonable terms or at all may adversely affect our liquidity and earnings.

We require substantial liquidity to meet our deposit and debt obligations as they come due, fund our operations and for potential unforeseen liabilities or losses, including without limitation those that could be incurred in connection with the settlement of litigation, regulatory proceedings or other matters. Our access to liquidity could be impaired by our inability to access the capital markets or unforeseen outflows of deposits. Our access to external sources of financing, including deposits, as well as the cost of that financing, is dependent on various factors including regulatory restrictions. A number of factors could make funding more difficult, more expensive or unavailable on any terms, including, but not limited to, declining financial results and losses, material changes to operating margins, financial leverage on an absolute or relative to peers, changes within the organization, specific events that impact our financial condition or reputation, disruptions in the capital markets, specific events that adversely impact the financial services industry, counterparty availability, changes affecting assets, the corporate and regulatory structure, balance sheet and capital structure, geographic and business diversification, interest rate fluctuations, market share and competitive position, general economic conditions and the legal, regulatory, accounting and tax environments governing funding transactions. Many of these factors are beyond our control. The material deterioration in any one or a combination of these factors could result in a downgrade of our credit or servicer standing with counterparties or a decline in our reputation within the marketplace and could result in higher cash outflows requiring additional access to liquidity, having a limited ability to borrow funds, maintain or increase deposits (including custodial deposits for our agency servicing portfolio) or to raise capital on commercially reasonable terms or at all.

Our ability to make mortgage loans and fund our investments and operations depends largely on our ability to secure funds on terms acceptable to us. Our primary sources of funds to meet our financing needs include loan sales; deposits, which include custodial accounts from our servicing portfolio and brokered deposits and public funds; borrowings from the Federal Home Loan Bank or other federally backed entities; borrowings from investment and commercial banks through repurchase agreements; and capital-raising activities. If we are unable to maintain any of these financing arrangements, are restricted from accessing certain funding sources by our regulators, are unable to arrange for new financing on terms acceptable to us or at all or if we default on any of the covenants imposed upon us

by our borrowing facilities, then we may have to reduce the number of mortgage loans we are able to originate for sale in the secondary market or for our own investment or take other actions that could have other negative effects on our operations. A prolonged significant reduction in loan originations that occurs as a result could adversely impact our earnings, financial condition, results of operations and future prospects. There is no guarantee that we will be able to renew or maintain our financing arrangements or deposits or that we will be able to adequately access capital markets when or if a need for additional capital arises.

In addition, we previously provided notice to the U.S. Treasury exercising our contractual right to defer regularly scheduled quarterly payments of dividends, beginning with the February 2012 payment, on the TARP Preferred. Also, under the terms of our indenture agreements related to the TruPS, we have deferred interest payments since 2012 and may do so for up to 20 consecutive quarters without default or penalty. If we intend to resume interest or dividend payments on either or both the TARP Preferred and the TruPS and do not have adequate financing at the holding company this would require a dividend from the Bank to the holding company, which could adversely affect the business, financial condition and results of operations of the Bank. Please see "Regulatory Risk," for additional risk factors on the risk of default of the TruPS.

We use assumptions and estimates in determining the fair value of certain of our assets and liabilities, which assumptions and estimates may prove to be incorrect, resulting in significant declines or increases in valuation.

As of June 30, 2016, a total of \$4,783 million of assets and \$226 million of liabilities are carried on our Consolidated Statements of Financial Condition at fair value, including our MSRs, loans held-for-sale, certain loans held-for-investment, available-for-sale investment securities, derivatives, certain long-term debt and the future obligations arising from our settlement with the Department of Justice ("DOJ"). Generally, for assets that are reported at fair value, we use quoted market prices when available. In certain cases, observable market prices and data may not be readily available or their availability may be diminished due to market conditions. In such cases, we use internally developed financial models that utilize observable market data inputs as well as asset specific collateral data and market inputs for interest rates to estimate the fair value of certain of these assets and liabilities. These valuation models rely to some degree on management's assumptions, estimates and judgment, which are inherently uncertain. We cannot be certain that the models or the underlying assumptions will prove to be predictive and remain so over time, and therefore, actual results may differ from our models and assumptions. Different assumptions could result in significant declines in valuation, which in turn could result in significant declines or increases in the dollar amount of assets or increases in the liabilities we report on our Consolidated Statements of Financial Condition. In addition, sudden illiquidity in markets or declines in prices of certain loans and securities may make it more difficult to value certain balance sheet items, which may lead to the possibility that such valuations will be subject to further change or adjustment. If assumptions or estimates underlying our Consolidated Statements of Financial Condition are incorrect, we may experience material losses.

#### Regulatory Risk

Flagstar Bancorp, Inc. and the Bank remain subject to the restrictions and conditions of the Consent Orders with the OCC and CFPB, and the Supervisory Agreement with the Federal Reserve. Failure to comply with the Consent Orders or the Supervisory Agreement could result in further enforcement action against us.

There is no guarantee that the Bank will be able to fully comply with the Consent Order by the Office of the Comptroller of the Currency ("OCC"), dated October 23, 2012, and the Consent Order with the Consumer Financial Protection Bureau (the "CFPB"), dated September 29, 2014 (collectively, the "Consent Orders"). In the event that the Bank is in material non-compliance with the terms of the Consent Orders, the CFPB and OCC have the authority to subject the Bank to additional corrective actions. Moreover, they could initiate further enforcement actions against the Bank, seek an injunction requiring the Bank and its officers and directors to comply with the Consent Orders and seek civil money penalties against the Bank and its officers and directors. Any failure by the Bank to comply with the terms of the Consent Orders or additional actions could adversely affect our business, financial condition and results of operations. In addition, the Bank's competitors may not be subject to similar actions, which could limit our ability to compete effectively. These corrective actions could negatively impact the Bank's and our operations and financial performance. See the Consent Order discussion in Note 22 of the Consolidated Financial Statements and Notes as of and for the period ended December 31, 2015 and the Management's Discussion and Analysis of Financial Condition and Results of Operations, included in this document, for further details.

We also remain subject to the Supervisory Agreement with the Federal Reserve, dated January 27, 2010 (the "Supervisory Agreement"), which requires that we take certain actions to address issues identified by the Office of Thrift Supervision (the "OTS"). The Supervisory Agreement is enforced by the Federal Reserve as the successor regulator to the OTS with respect to savings and loan holding companies. The Supervisory Agreement requires that we submit a capital plan; receive written non-objection before declaring or paying any dividend or other capital distribution, incurring or renewing any debt and engaging in affiliate transactions (with limited exceptions); comply



with applicable regulatory requirements before making certain severance and indemnification payments; and provide notice prior to changes in directors and certain executive officers or entering into, renewing, extending or revising compensation or benefits agreements of such directors or executive officers, with such changes being subject to Federal Reserve approval. While we believe that we have taken numerous steps to comply with, and intend to comply with in the future, the requirements of the Supervisory Agreement, failure to comply with the Supervisory Agreement in the time frames provided, or at all, could result in additional enforcement orders or penalties, which could include further restrictions on us, assessment of civil money penalties on us, as well as our directors, officers and other affiliated parties and removal of one or more officers and/or directors. Any failure by us to comply with the terms of the Supervisory Agreement or additional actions by the Federal Reserve could adversely affect our business, financial condition and results of operations. Moreover, our competitors may not be subject to similar actions, which could limit our ability to compete effectively. See the Supervisory Agreement discussion in Note 22 of the Consolidated Financial Statements and Notes as of and for the period ended December 31, 2015 and the Management's Discussion and Analysis of Financial Condition and Results of Operations, included in this document, for further details.

Expanded regulatory oversight over our business could significantly increase our risks and costs associated with complying with current and future regulations, which could adversely affect our financial condition and results of operations.

We are subject to a wide variety of banking, consumer protection and securities laws, regulations and supervisory expectations and numerous regulatory and enforcement authorities. As a result of and in addition to new legislation aimed at regulatory reform, such as the Dodd-Frank Act, and the increased capital requirements introduced by the Basel III final rules, the regulatory agencies generally are taking a more stringent approach to supervising and regulating financial institutions and financial products and services over which they exercise their respective supervisory authorities. Flagstar Bancorp, Inc., the Bank and our products and services all remain subject to greater supervisory scrutiny and enhanced supervisory requirements and expectations. We expect to continue to face greater supervisory scrutiny and enhanced supervisory requirements in the foreseeable future.

As a result of increasing scrutiny and regulation of the banking industry and consumer practices, we may face a greater number or wider scope of examinations, investigations, enforcement actions and litigation, thereby increasing our costs associated with responding to or defending such actions, as well as potentially resulting in costs associated with fines, penalties, settlements or judgments. In addition, increased regulatory inquiries and investigations, as well as any additional legislative or regulatory developments affecting our businesses, and any required changes to our operations resulting from these developments, could reduce our revenue, limit the products or services that we offer or increase the costs thereof, impose additional compliance costs, harm our reputation or otherwise adversely affect our businesses. Some of these laws may provide a private right of action that a consumer or class of consumers may seek to pursue to enforce these laws and regulations.

Financial services reform legislation has resulted in, among other things, numerous restrictions and requirements which could negatively impact our business and increase our costs of operations.

The Dodd-Frank Act has significantly changed the bank regulatory structure and affected the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act and its implementing regulations have increased and may continue to increase our operating and compliance costs and our non-interest expense. In addition, compliance obligations have exposed us and will continue to expose us to additional noncompliance risk and could divert management's focus from our business operations. Furthermore, the combined effect of numerous rulemakings by multiple governmental agencies and regulators, and the potential conflicts or inconsistencies among such rules, present challenges and risks to our business and operations.

The CFPB has broad and unique rulemaking authority to administer and carry out the provisions of the Dodd-Frank Act with respect to financial institutions that offer covered financial products and services to consumers, including prohibitions against unfair, deceptive or abusive practices in connection with any transaction with a consumer for a consumer financial product or service, or the offering of a consumer financial product or service including regulations related to the origination and servicing of residential mortgages. The concept of what may be considered to be an "abusive" practice is new under the law. The CFPB has also finalized a number of significant rules and guidance that impact nearly every aspect of the life cycle of a residential mortgage. The CFPB continues to revise these rules and propose new rules. The Bank is subject to the CFPB's supervisory, examination and enforcement authority with respect to consumer protection laws and regulations, due to reporting assets of more than \$10 billion for four consecutive quarters. As a result, we could incur increased costs, potential litigation or be materially limited or restricted in our business, product offerings or services in the future.

We are highly dependent on the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") to sell mortgage loans and any changes in these entities or their current roles

could adversely affect our business, financial condition and results of operations.

We sell approximately 70 percent of our mortgage loans to Fannie Mae and Freddie Mac (collectively, the "Agencies"). Fannie Mae and Freddie Mac remain in conservatorship and a path forward is unclear. Their future roles could be reduced, modified or eliminated and the nature of their guarantees could be limited or eliminated relative to historical measurements.

The elimination or modification of the traditional roles of Fannie Mae or Freddie Mac could adversely affect our business, financial condition and results of operations. Furthermore, any discontinuation of, or significant reduction in, the operation of these agencies, any significant adverse change in the level of activity of these agencies in the primary or secondary mortgage markets or in the underwriting criteria of these agencies could materially and adversely affect our business, financial condition and results of operations.

Changes in the servicing or origination guidelines required by the Agencies could adversely affect our business, financial condition and results of operations.

We are required to follow specific guidelines that impact the way that we service and originate agency loans, including guidelines with respect to credit standards for mortgage loans, our staffing levels and other servicing practices, the servicing and ancillary fees that we may charge, our modification standards and procedures and the amount of non-reimbursable advances.

We cannot negotiate these terms with the Agencies and they are subject to change at any time. A significant change in these guidelines that has the effect of decreasing the fees we charge or requires us to expend additional resources in providing mortgage services could decrease our revenues or increase our costs, which would adversely affect our business, financial condition and results of operations.

In addition, changes in the nature or extent of the guarantees provided by Fannie Mae and Freddie Mac or the insurance provided by the Federal Housing Administration could also have broad adverse market implications. The fees that we are required to pay to the Agencies for these guarantees have changed significantly over time and any future increases in these fees would adversely affect our business, financial condition and results of operations.

We depend upon having Federal Deposit Insurance Corporation ("FDIC") insurance to raise deposit funding at reasonable rates. Increases in deposit insurance premiums and special FDIC assessments will adversely affect our earnings.

The Dodd-Frank Act required the FDIC to substantially revise its regulations for determining the amount of an institution's deposit insurance premiums. The FDIC has defined the deposit insurance assessment base for an insured depository institution as average consolidated total assets during the assessment period, minus average tangible equity. Our assessment rate is determined by use of a scorecard that combines a financial institution's Capital, Asset Quality, Management, Earnings, Liquidity and Sensitivity ("CAMELS") ratings with certain forward-looking financial information. The FDIC may determine that we present a higher risk to the Deposit Insurance Fund than other banks due to certain factors. These factors include significant risks relating to interest rates, loan portfolio and geographic concentration, concentration of high credit risk loans, increased loan losses, regulatory compliance (including under existing agreements with regulators such as the Consent Orders and the Supervisory Agreement), existing and future litigation and other factors. As a result, we could be subject to higher deposit insurance premiums and special assessments in the future that could adversely affect our earnings. The Bank's deposit insurance premiums and special assessments in the future also may be higher than competing banks may be required to pay.

We are a holding company and therefore dependent on the Bank for funding of obligations and dividends.

As a holding company with no significant assets other than the capital stock of the Bank, our ability to service our debt or preferred stock obligations, including interest payments on debentures underlying the trust preferred securities and dividend payments on the preferred shares, is dependent upon available cash on hand and the receipt of dividends from the Bank on such capital stock. The declaration and payment of dividends by the Bank on all classes of its capital stock is subject to the discretion of the Bank's board of directors and to applicable regulatory and legal limitations, including receiving approval from the OCC, compliance with the approved capital plan submitted pursuant to the Consent Order and receiving approval from the Federal Reserve. If the Bank does not make sufficient dividend payments to us, we may not be able to service our debt or preferred stock obligations, which could have a material adverse effect on our financial condition and results of operations.

## Operational Risk

A failure of our information technology systems, or those of our key third party vendors or service providers, could cause operational losses and damage our reputation.

Our businesses are increasingly dependent on our ability to process, record and monitor a large number of complex transactions and data. If our internal financial, accounting, or other information technology systems fail, we may be unable to conduct business for a period of time, which may impact our financial results if that interruption is sustained. In addition, our reputation with our customers or counterparties may suffer, which could have a further, long-term impact on our financial results.

Also, because we conduct part of our business over the Internet and outsource a significant number of our critical functions to third parties, our operations depend on our third-party service providers to maintain and operate their own

technology systems. To the extent these third parties' systems fail, we may be unable to conduct business or provide certain services, and we may face financial and reputational losses as a result.

We collect, store and transfer our customers' personally identifiable information, and any compromise to the security of that information may have meaningful consequences for us.

Data breaches are of a particular concern as in the processing of consumer transactions, our businesses receive, transmit and store a large volume of personally identifiable information and other user data. There are a myriad of federal, state and international laws regarding privacy and the storing, sharing, use, disclosure and protection of personally identifiable information and user data.

We have policies and processes in place that are intended to meet the requirements of those laws, including security systems in place to prevent unauthorized access to that information. Nevertheless, those processes and systems may be inadequate. Also, to the extent we rely upon third parties to handle personally identifiable data on our behalf, we may be responsible if such data is compromised while in the custody and control of those third parties.

Privacy laws are still evolving, and many local jurisdictions have laws that differ from federal law. At times, we may also be governed by privacy laws outside the U.S., with which we are less familiar. If we fail to comply with applicable privacy policies or federal, state or international laws and regulations or any compromise of security that results in the unauthorized release of personally identifiable information or other user data, those events could damage the reputation of our business, and discourage potential users from utilizing our products and services. In addition, we may have to bear the cost of mitigating identity theft concerns, and may additionally be subject to fines or legal proceedings by governmental agencies or consumers. Any of these events could adversely affect our business, financial condition and results of operations.

We may be terminated as a servicer or subservicer or incur costs, liabilities, fines and other sanctions if we fail to satisfy our servicing obligations, including our obligations with respect to mortgage loan foreclosure actions.

We act as servicer and subservicer for mortgage loans owned by third parties, which, as of June 30, 2016, is approximately 10 percent of our revenue and \$1.4 billion of our average deposits. In such capacities for those loans, we have certain contractual obligations, including foreclosing on defaulted mortgage loans or, to the extent applicable, considering alternatives to foreclosure. If we commit a material breach of our obligations as servicer, we may be subject to termination if the breach is not cured within a specified period of time following notice, causing us to lose servicing income.

For certain investors and/or certain transactions, we may be contractually obligated to repurchase a mortgage loan or reimburse the investor for credit losses incurred on the loan as a remedy for servicing errors with respect to the loan. If we have increased repurchase obligations because of claims for which we did not satisfy our obligations as a servicer, or increased loss severity on such repurchases, we may have a significant reduction in noninterest income or increase in noninterest expense. We may incur significant costs if we are required to, or if we elect to, re-execute or re-file documents or take other action in our capacity as a servicer in connection with pending or completed foreclosures. We may incur litigation costs if the validity of a foreclosure action is challenged by a borrower. If a court were to overturn a foreclosure because of errors or deficiencies in the foreclosure process, we may have liability to the borrower and/or to any title insurer of the property sold in foreclosure if the required process was not followed. These costs and liabilities may not be legally or otherwise reimbursable to us.

We may be required to repurchase mortgage loans, pay fees or indemnify buyers against losses in some circumstances, which could harm liquidity, results of operations and financial condition.

When mortgage loans are sold by us, we make customary representations and warranties to purchasers, guarantors and insurers, including the Agencies, about the mortgage loans, and the manner in which they were originated. We have made, and will continue to make, such representations and warranties in connection with the sale of loans. Whole loan sale agreements require us to repurchase or substitute mortgage loans, or indemnify buyers against losses, in the event we breach these representations or warranties. In addition, we may be required to repurchase mortgage loans as a result of early payment default of the borrower on a mortgage loan or we may be required to pay fees. We also are subject to litigation relating to these representations and warranties and the costs of such litigation may be significant. With respect to loans that are originated through our broker or correspondent channels, the remedies we have available against the originating broker or correspondent, if any, may not be as broad as the remedies available to purchasers, guarantors and insurers of mortgage loans against us. In addition, we also face further risk that the originating broker or correspondent, if any, may not have financial capacity to perform remedies that otherwise may be available. Therefore, if a purchaser, guarantor or insurer enforces its remedies against us, we may not be able to recover losses from the originating broker or correspondent. If repurchase and indemnity demands

increase and such demands are valid claims, our liquidity, results of operations and financial condition may also be adversely affected.

Our representation and warranty reserve for losses at June 30, 2016 is \$36 million. This may not be adequate to cover losses for loans that we have sold or securitized into the secondary market which we may be subsequently required to repurchase, pay fines or fees, or indemnify purchasers and insurers because of violations of customary representations and warranties. In addition, our regulators, as part of their supervisory function, periodically review our representation and warranty reserve for losses. Our regulators may recommend or require us to increase our reserve, based on their judgment, which may be different from that of our management. Any increase in our loan losses could have an adverse effect on our earnings and financial condition.

We utilize third party mortgage originators over whom we have less control which may expose us to risk.

We rely on third party mortgage originators to make and document the mortgage loans we purchase. While we perform investigations on the mortgage companies with whom we do business and review the loan files and loan documents we purchase to attempt to detect any irregularities or legal noncompliance, we have less control over these originators than employees of the Bank. Our ability to control the third party mortgage originators could have an adverse impact on our business. In addition, these arrangements with third party mortgage originators and the fees payable by us to such third parties could be subject to additional regulatory scrutiny and restrictions in the future.

Our mortgage volume may be impacted by our use of third party mortgage originators.

Approximately 95 percent of our residential first mortgage volume depends upon the use of third party mortgage originators, who are not our employees. These third parties originate mortgages and provide services to many different banks and other entities. Accordingly, they may have relationships with or loyalties to such banks and other parties that are different from those they have with or to us. Failure to maintain good relations with such third party mortgage originators could have a negative impact on our market share which would negatively impact our net income.

Due to increasing regulatory scrutiny, our third party mortgage originators could choose or be required to either reduce the scope of their business or exit the mortgage origination business altogether. This could lead to a decrease in our mortgage volume.

Our financial results fluctuate as a result of the cyclical nature of our business and seasonality, which may adversely affect our business, financial condition and results of operations and make it difficult to predict our future performance.

Our mortgage origination business is subject to the cyclical and seasonal trends of the real estate market. Cyclicity in our industry could lead to periods of strong growth in the mortgage and real estate markets followed by periods of sharp declines and losses in such markets. One of the primary influences on our mortgage business is the aggregate demand for mortgage loans in our market areas, which is affected by prevailing interest rates. If we are unable to respond to the cyclicity of our industry by appropriately adjusting our operations, headcount and overhead, our business, financial condition and results of operations could be adversely affected.

In addition, seasonal trends have historically reflected the general patterns of residential and commercial real estate sales, which typically peak in the spring and summer seasons. Although in recent periods the broader cyclical trends in the mortgage and real estate markets have disrupted the customary historical seasonal trends, such seasonal trends could resume in the future, which could cause our quarterly operating results to fluctuate and make it difficult to predict our future operating performance. Furthermore, Basel III also provides for a countercyclical capital buffer to



induce banking organizations to hold capital in excess of regulatory minimums.

While we recently reversed the valuation allowance for our deferred tax assets, we may not be able to realize these assets or may have to establish a valuation allowance in the future, which could adversely affect our operating results.

Management assesses the valuation allowance recorded against deferred tax assets at each reporting period and currently has no valuation allowance related to federal deferred tax assets and a valuation allowance of \$22 million related to state taxes. The determination of whether a valuation allowance for deferred tax assets is appropriate is subject to considerable judgment and requires an evaluation of all available positive and negative evidence. The evaluation of deferred tax assets requires judgment in assessing the likely future tax consequences of events that have been recognized in our financial statements or tax returns and future profitability. Our accounting for deferred taxes represents our best estimate as described in Note 21 to the Consolidated Financial Statements and Notes as of and for the period ended December 31, 2015 included in this

document. Changes in our current estimates, due to unanticipated events or otherwise, could have a material effect on our financial condition and results of operations.

#### General Risk Factors

MP Thrift, an entity managed and controlled by MatlinPatterson, owns 62.9 percent of our common stock and has significant influence over us, including control over decisions that require the approval of stockholders, whether or not such decisions are in the best interests of other stockholders.

MP Thrift owns a substantial majority of our outstanding common stock and as a result, has control over our decisions to enter into any corporate transaction and also the ability to prevent any transaction that requires the approval of our board of directors or the stockholders regardless of whether or not other members of our board of directors believe that any such transactions are in our best interests or stockholders believe that any such transactions are in their own best interests. So long as MP Thrift continues to hold a majority of our outstanding common stock, it will have the ability to control the vote in any election of directors and other matters being voted on, and continue to exert significant influence over us. Furthermore, MP Thrift may have interests that could diverge from the interests of other stockholders and the interests of the holders of the notes, and may use its control to make decisions that adversely affect the interest of other common stockholders, the holders of the notes and other holders of our debt or other equity instruments.

Additionally, our ability to use our deferred tax assets to offset future taxable income may be significantly limited if we experience an "ownership change" as defined for U.S. federal income tax purposes. Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), imposes restrictions on the use of a corporation's net operating losses, certain recognized built-in losses, and other carryovers after an ownership change occurs. As we have a controlling stockholder, any stock offering in isolation or when combined with other stock ownership changes, could cause us to experience an ownership change for purposes of Section 382 of the Code. If an ownership change were to occur, we believe it could cause us to permanently lose the ability to realize a portion of our deferred tax assets related to net operating losses, resulting in reduction to total stockholders' equity.

We are subject to a number of legal or regulatory proceedings, therefore making them difficult to predict.

At any given time, we are defending ourselves against a number of legal and regulatory investigations and proceedings. Proceedings or actions brought against us may result in judgments, settlements, fines, penalties, injunctions, business improvement orders, consent orders, supervisory agreements, restrictions on our business activities or other results adverse to us, which could materially and negatively affect our businesses. If such claims and other matters are not resolved in a manner favorable to us, they may result in significant financial liability and/or adversely affect the market perception of us and our products and services, as well as impact customer demand for those products and services. In addition, some of the laws and regulations to which we are subject may provide a private right of action that a consumer or class of consumers may pursue to enforce these laws and regulations. We also have been, and may continue to be in the future, subject to stockholder derivative actions, which could seek significant damages or other relief. Any financial liability or reputational damage could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations. Moreover, claims asserted against us can be highly complicated and slow to develop, making the outcome of such proceedings difficult to predict or estimate early in the process. As a participant in the financial services industry, it is likely that we will continue to experience a high level of litigation and regulatory scrutiny and investigations relating to our business and operations. The results of these legal and regulatory proceedings could lead to significant monetary damages or penalties, restrictions on the way in which we conduct our business, or reputational harm.

Although we establish accruals for legal proceedings when information related to the loss contingencies represented by those matters indicates both that a loss is probable and that the amount of loss can be reasonably estimated, we do not have accruals for all legal proceedings where we face a risk of loss. In addition, due to the inherent subjectivity of the assessments and unpredictability of the outcome of legal and regulatory proceedings, amounts accrued may not represent the ultimate loss to us from the legal and regulatory proceedings in question. As a result, our ultimate losses may be higher, and possibly significantly so, than the amounts accrued for legal loss contingencies.

For a further discussion of the unpredictability of legal proceedings and description of certain of our pending legal proceedings, see Note 23 in our Consolidated Financial Statements and Notes as of and for the period ended December 31, 2015 included in this document.

### Risks Relating to the Exchange Offer and the New Notes

If you fail to exchange your Old Notes for New Notes, you will continue to hold notes subject to transfer restrictions, and it may be harder for you to sell the Old Notes.

The Old Notes were not registered under the Securities Act or under the securities laws of any state. Any Old Notes that remain outstanding after this exchange offer will continue to be subject to restrictions on their transfer. Thus, if you do not exchange your Old Notes for New Notes in this exchange offer, or if you do not properly tender your Old Notes in this exchange offer, you will not be able to sell, offer to sell or otherwise transfer your Old Notes unless they are registered under the Securities Act or unless you sell them, offer to sell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act and applicable state securities laws. After this exchange offer, holders of Old Notes will not have any further rights to have their Old Notes exchanged for New Notes registered under the Securities Act.

Because we anticipate that most holders of old notes will elect to participate in this exchange offer, we expect that the liquidity of the market for the old notes after the completion of this exchange offer will be substantially reduced. Old notes tendered and exchanged in the exchange offer will reduce the aggregate principal amount of old notes outstanding. Accordingly, the liquidity of the market for any old notes could be adversely affected, and it may be difficult for you to sell them.

The notes are not insured or guaranteed by the Federal Deposit Insurance Corporation.

The notes are not a savings account, deposit or other obligation of any of our bank or nonbank subsidiaries. The notes are not insured by the FDIC or any other governmental agency or instrumentality or public or private insurer.

Our access to funds from our subsidiaries may become limited, thereby restricting our ability to make payments on our obligations, including the notes.

We are a savings and loan holding company and depend primarily on dividends and advances from the Bank and other operating subsidiaries to fund our cash needs. These obligations and needs include capitalizing subsidiaries, repaying maturing indebtedness and paying debt service on outstanding indebtedness. The Bank is subject to regulatory limitations on its ability to make dividend payments and other distributions to us based on its earnings and capital position and as a result of the restrictions imposed on the Bank by the Consent Orders. A failure by the Bank to generate sufficient cash flow or to obtain approval from the regulators to make dividend payments to us may have a negative impact on our results of operations and financial position and consequently our ability to service our debt obligations, such as the notes. In addition, we or the Bank may become subject to regulatory orders that restrict our ability to service our debt obligations, such as the notes, including requirements that we satisfy any deposit liabilities or losses to the Deposit Insurance Fund as a result of the failure of the Bank.

The notes will be structurally subordinated to all of our subsidiaries' indebtedness and junior to all of our future secured indebtedness.

As the notes will not be guaranteed by any of our subsidiaries, the notes will be structurally subordinated to the indebtedness and other liabilities and preferred equity of our subsidiaries, including any future indebtedness and other liabilities of Flagstar Bancorp, Inc. that are guaranteed by subsidiaries. In any liquidation, dissolution, bankruptcy or other similar proceeding involving one of our subsidiaries, any right we or any holders of the notes have to participate in the assets of the subsidiary will effectively be subordinated to the claims of creditors of the subsidiary, and following payment by the subsidiary of its liabilities, the subsidiary may not have sufficient assets remaining to make

payments to us as a stockholder or otherwise. As of June 30, 2016, our subsidiaries had, in the aggregate, outstanding indebtedness and other liabilities, including deposits, of approximately \$11.9 billion. As of that date, Flagstar Bancorp, Inc. had no outstanding indebtedness or other liabilities guaranteed by subsidiaries.

In addition, the notes will be effectively subordinated to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness. In the event that we are declared bankrupt, become insolvent or are liquidated or reorganized, any indebtedness that ranks ahead of the notes will be entitled to be paid in full from our assets before any payment may be made with respect to the notes. Holders of the notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same ranking as the notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. In any of the foregoing events, we may not have sufficient assets to pay amounts due on the notes. As a result, if holders of the notes receive any payments, they may

receive less, ratably, than holders of secured indebtedness. As of June 30, 2016, Flagstar Bancorp, Inc. had no outstanding secured indebtedness.

Your ability to transfer the New Notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.

The notes are a new issue of securities for which there is no established trading market. We do not intend to apply for listing of the notes on any national securities exchange or for quotation of the notes on any automated dealer quotation system. An active market for the New Notes may not develop or, if developed, may not continue. The liquidity of any market for the New Notes will depend upon, among other things, the number of holders of the notes, our performance, the market for similar securities, the interest of securities dealers in making a market in the New Notes and other factors. If a market develops, the New Notes could trade at prices that may be lower than the initial offering price of the notes. Historically, the market for non-investment grade debt securities has been subject to disruptions that have caused substantial price volatility. The market, if any, for the New Notes may not be free from similar disruptions and any such disruptions may adversely affect the prices at which you may sell your notes.

We may incur additional indebtedness in the future; the limited covenants in the indenture for the notes do not restrict our ability to do so.

We are not restricted from incurring additional indebtedness or other liabilities, including additional senior indebtedness, under the indenture pursuant to which we will issue the New Notes. If we incur additional indebtedness or liabilities, our ability to pay our obligations on the New Notes could be adversely affected. We expect to incur, from time to time, additional indebtedness and other liabilities.

In addition, there are no financial covenants in the indenture. You are not protected under the indenture in the event of a highly leveraged transaction, reorganization, a default under our existing indebtedness, restructuring, merger or similar transaction that may adversely affect you, except to the extent described under "Description of Notes—Merger, Consolidation or Sale of Assets," "Description of Notes—Events of Default, Notice and Waiver" and "Description of Notes—Restrictive Covenants" included in this prospectus.

Changes in our credit ratings may adversely affect your investment in the notes.

The credit ratings of our indebtedness are an assessment by rating agencies at the present time of our ability to pay our indebtedness when due. These ratings are not recommendations to purchase, hold or sell the notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor, are limited in scope, and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. The ratings are based on current information furnished to the ratings agencies by us and information obtained by the ratings agencies from other sources. An explanation of the significance of such ratings may be obtained from such rating agency. A downgrade or potential downgrade in these ratings or the assignment of new ratings that are lower than existing ratings could reduce the number of potential investors of the notes and adversely affect the prices and liquidity of the notes. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency's judgment, circumstances so warrant.

## RATIOS OF EARNINGS TO FIXED CHARGES

	For the Six Months Ended	For the Year Ended December 31,					
	June 30,	2016	2015	2014	2013	2012	2011
	(Dollars in millions)						
Income (loss) before income tax	\$129	\$240	\$(103)	\$(149)	\$53	\$(181)	
Fixed charges:							
Interest on short-term borrowings	\$3	\$2	\$2	\$—	\$2	\$17	
Interest on long-term debt	19	24	7	102	112	108	
Combined fixed charges, excluding interest on deposits	22	26	9	102	114	125	
Interest on deposits	22	42	30	42	70	95	
Combined fixed charges, including interest on deposits	\$44	\$68	\$39	\$144	\$184	\$220	
Ratio of earnings to combined fixed charges:							
Excluding interest on deposits	6.86	10.23	(1 )	(1 )	1.46	(1 )	
Including interest on deposits	3.93	4.53	(2 )	(2 )	1.29	0.18	

Earnings were insufficient to cover fixed charges excluding deposits and preferred stock dividends by (1) approximately \$94 million, \$47 million and \$56 million for the years ended December 31, 2014, 2013, and 2011, respectively.

(2) Earnings were insufficient to cover fixed charges including deposits and preferred stock dividends by approximately \$64 million and \$5 million for the years ended December 31, 2014 and 2013, respectively.

## USE OF PROCEEDS

This exchange offer is intended to satisfy our obligations under the registration rights agreement into which we entered when we issued the Old Notes. We will not receive any cash proceeds from this exchange offer.

In exchange for the Old Notes that you tender pursuant to this exchange offer, you will receive New Notes in like principal amount that are identical in all material respects to the Old Notes, except that the transfer restrictions, certain registration rights and rights to additional interest applicable to the Old Notes generally do not apply to the New Notes. The Old Notes that are surrendered in exchange for the New Notes will be retired and canceled by us upon receipt and cannot be reissued. Accordingly, the issuance of the New Notes under this exchange offer will not result in any increase in our outstanding indebtedness.

## CAPITALIZATION

The following table sets forth our consolidated capitalization as of June 30, 2016 on an actual basis and on a "pro forma" basis reflecting the offering of the Old Notes, which occurred on July 11, 2016, and the application of the estimated net proceeds of the offering and dividend from the Bank, which occurred in July 2016. This table should be read in conjunction with our Consolidated Financial Statements and Notes as of and for the period ended December 31, 2015 and as of June 30, 2016, included in this document. See "Where You Can Find More Information" in this prospectus.

	As of June 30, 2016		
	Actual	Pro Forma	
	(Dollars in millions)		
Federal Home Loan Bank Advances			
Short-term adjustable rate	\$1	\$1	
Short-term fixed rate term advances	1,068	1,068	
Long-term LIBOR adjustable advances	1,025	1,025	
Long-term fixed rate advances	552	552	
Trust Preferred Securities			
Floating Three Month LIBOR			
Plus 3.25%, matures 2032	26	26	
Plus 3.25%, matures 2033	26	26	
Plus 3.25%, matures 2033	26	26	
Plus 2.00%, matures 2035	26	26	
Plus 2.00%, matures 2035	26	26	
Plus 1.75%, matures 2035	51	51	
Plus 1.50%, matures 2035	25	25	
Plus 1.45%, matures 2037	25	25	
Plus 2.50%, matures 2037	16	16	
6.125% Senior Notes due 2021 offered hereby	—	250	
Total Debt	\$2,893	\$3,143	
Stockholders' Equity			
Preferred stock \$0.01 par value, liquidation value \$1,000 per share, 25,000,000 shares authorized; 266,657 issued and outstanding	\$267	\$—	
Common stock \$0.01 par value, 70,000,000 shares authorized; 56,557,895 shares issued and outstanding	1	1	
Additional paid in capital	1,491	1,491	
Accumulated other comprehensive loss	(19 )	(19 )	
Accumulated deficit	(141 )	(141 )	
Total Stockholders' Equity	\$1,599	\$1,332	
Total Capitalization	\$4,492	\$4,475	
Common equity-to-assets ratio	9.7	% 9.0	%
Common equity Tier 1 capital ratio	13.6	% 12.3	%
Tier 1 leverage ratio	11.6	% 8.8	%
Tier 1 risk-based capital ratio	18.9	% 14.3	%
Total risk-based capital ratio	20.2	% 15.6	%





Set forth below is a reconciliation of pro forma tangible common equity as a percentage of total assets:

		Common Equity-to Assets Ratio June 30, 2016 (Dollars in millions)
Tangible common equity	A	\$ 1,332
Pro forma TARP redemption		(102 )
Pro forma tangible common equity	B	\$ 1,230
Total assets	C	\$ 13,723

Tangible common equity / total assets	A/C	9.7	%
Pro forma tangible common equity / total assets	B/C	9.0	%

Set forth below is a reconciliation of pro forma tangible common equity as a percentage of total assets:

	Common equity Tier 1 capital ratio June 30, 2016 (Dollars in millions)	Tier 1 leverage ratio	Tier 1 risk based capital ratio	Total risk based capital ratio		
Equity capital	A	\$ 1,086	\$ 1,514	\$ 1,514	\$ 1,618	
Pro forma TARP redemption		(102 )	(369 )	(369 )	(369 )	
Pro forma equity capital	B	\$ 984	\$ 1,145	\$ 1,145	\$ 1,249	
Risk weighted / adjusted tangible assets	C	\$ 8,014	\$ 13,068	\$ 8,014	\$ 8,014	
Pro forma TARP redemption		(9 )	(9 )	(9 )	(9 )	
Pro forma risk weighted / adjusted tangible assets	D	\$ 8,005	\$ 13,059	\$ 8,005	\$ 8,005	
Capital ratio	A/C	13.6	% 11.6	% 18.9	% 20.2	%
Pro forma capital ratio for TARP redemption	B/D	12.3	% 8.8	% 14.3	% 15.6	%

## BUSINESS

### General

We are a Michigan-based savings and loan holding company founded in 1993. Our business is primarily conducted through our principal subsidiary, the Bank, a federally chartered stock savings bank founded in 1987. At June 30, 2016, based on our assets, we are the largest bank headquartered in Michigan, providing commercial, small business, and consumer banking services. We have three major operating segments: Community Banking, Mortgage Originations and Mortgage Servicing. Through these lines of business, we emphasize the delivery of a complete set of mortgage and banking products and services and are distinguished by local delivery, customer service and product pricing. Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "FBC." We are considered a controlled company for NYSE purposes, because MP Thrift Investments, L.P. ("MP Thrift") held approximately 62.9 percent of our common stock as of June 30, 2016.

Our Community Banking segment provides deposits and fee based services to consumer, business, and mortgage lending customers through our Branch Banking, Business Banking, Commercial Banking, Government Banking, Warehouse Lending and Held-for-Investment Portfolio groups. We maintain a portfolio of commercial and industrial, commercial real estate and builder finance loans with our commercial customers and we originate or purchase residential mortgage loans through referrals from our branches, consumer direct call center and our website, flagstar.com. At June 30, 2016, we operated 99 branches in Michigan. We leverage the customer relationships we have gained throughout our branch network to cross-sell products to existing customers and increase our customer base. In 2016 we also began to offer new MSR lending and equipment finance lease products.

Through our Mortgage Origination segment, we originate or purchase residential mortgage loans throughout the country and sell them into securitization pools, primarily to Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Government National Mortgage Association ("Ginnie Mae") (collectively, the "Agencies") or as whole loans. In addition, we originate or purchase residential first mortgage loans, other consumer loans and commercial loans to our held-for-investment loan portfolios. Our revenues include net interest income, income from banking services we provide to customers, and noninterest income from sales of residential first mortgage loans to the Agencies, and the servicing of loans for others. The combination of our retail, broker and correspondent channels gives us broad access to customers across diverse geographies to originate, fulfill, sell and service our residential mortgage loan products.

The majority of our total loan originations during the six months ended June 30, 2016 represented mortgage loans that were collateralized by residential first mortgages on single-family residences and were eligible for sale to the Agencies. At June 30, 2016, we originated or purchased residential mortgage loans in all 50 states, the U.S. Virgin Islands, and the District of Columbia through relationships with 527 mortgage brokers and 708 correspondents. At June 30, 2016, we also operated 29 retail locations located in 21 states, which primarily originate one-to-four family residential mortgage loans as part of our Mortgage Originations segment. In addition, we originate other consumer and commercial loans through our Community Banking segment. We continue to expand existing business lines, such as our distributed retail and direct-to-consumer mortgage origination businesses.

Our Mortgage Servicing segment services and subservices mortgage loans for others on a fee for service basis and may also collect ancillary fees, such as late fees and earn income through the use of noninterest bearing escrows. Revenue on our subserviced loans is earned on a contractual fee basis, with the fees varying based on the status of the underlying loans.

At June 30, 2016, we had 2,894 full-time equivalent employees inclusive of account executives and loan officers.

### Mortgage Originations

We originate, acquire and sell one-to-four family residential mortgage loans. Substantially all of the residential mortgage loans we sell are delivered into the secondary market on a whole loan basis or securitizing the loans into mortgage-backed securities with the agencies.

### Mortgage Servicing

We also service and sub-service mortgage loans on a fee basis for others, and we service residential mortgages held-for-investment for our own portfolio.

## Lending Activities

Our principal lending activities consist of the origination of residential first mortgage, second mortgage, HELOC and commercial loans generally located within our primary market and service areas.

**Residential first mortgage loans.** We originate conforming and non-conforming residential first mortgage loans that are generally made to consumers for the purchase or refinance of a residence. These loans are generally financed over a 15-year to 30-year term and, in most cases, are extended to borrowers to finance their primary residence. Applications are underwritten centrally using consistent credit policies and processes.

**Second mortgage loans.** The majority of second mortgages we originate are closed in conjunction with the closing of the residential first mortgages originated by us. We generally require the same levels of documentation and ratios as with our residential first mortgages. Second mortgage loans require full documentation and are underwritten and priced to ensure high credit quality and loan profitability.

**Home Equity Line of Credit ("HELOC") loans.** HELOC guidelines and pricing parameters have been established to attract high credit quality loans with long term profitability. HELOCs, which are secured by a first-lien or junior-lien on the borrower's residence, allow customers to borrow against the equity in their homes or refinance existing mortgage debt. Applications are underwritten centrally in conjunction with an automated underwriting system. The HELOC underwriting criteria are based on minimum credit scores, debt-to-income ratios, and LTV ratios, with current collateral valuations.

**Commercial loans.** Commercial loans include commercial and industrial, commercial real estate and warehouse loans. Commercial and industrial loans are made to commercial customers involved in a broad range of industries for use in normal business operations to finance working capital needs, equipment purchases and other capital investments. Our commercial and industrial customers are involved in financial, insurance, service, manufacturing, and distribution. Commercial borrowers are made of up primarily of Michigan relationships, as well as national finance companies. Commercial real estate loans consist of loans to developers and support income producing commercial real estate properties. These loans are made to finance properties such as owner-occupied, retail, office, multi-family apartment buildings, industrial buildings, and residential developments. They are repaid through cash flows related to the operation, sale, or refinance of the property. Warehouse loans are lines of credit to other mortgage lenders. In 2016, we launched a national home builder finance program to grow our balance sheet, increase commercial deposits and develop incremental revenue through our retail purchase mortgage channel.

## Deposits

Deposits include retail, commercial, government and company controlled deposits. Through our branches and commercial relationships, we gather deposits and offer a line of consumer and commercial financial products to individuals and businesses. We continue to focus our efforts towards the growth of our core deposits, which includes checking, savings and money market deposit accounts. We believe core deposits represent a more stable funding source. Government deposits are gathered from local municipalities primarily across the state of Michigan and are comprised mainly of property taxes that are collected. See Note 12 of the Notes to the Consolidated Financial Statements, in Item 8. Financial Statements and Supplementary Data, herein, for more information regarding deposits.

## Borrowed funds

The Federal Home Loan Bank provides funding on a fully collateralized basis to us. We are currently authorized through a resolution of our board of directors to apply for advances from the Federal Home Loan Bank using

approved loan types as collateral, such as residential first mortgage loans, home equity lines of credit, commercial real estate loans.

We have arrangements with the Federal Reserve Bank of Chicago to borrow as appropriate from its discount window. The discount window is a borrowing facility that is intended to be used only for short-term liquidity needs arising from special or unusual circumstances. The amount we are allowed to borrow is based on the lendable value of the collateral that we agree to provide. To collateralize the line, we pledge commercial and industrial loans that are eligible based on Federal Reserve Bank of Chicago guidelines.

#### Non-bank Subsidiaries

At June 30, 2016, our corporate legal structure consisted of the Bank, including its wholly-owned subsidiaries and wholly-owned non-bank subsidiaries through which we conduct other non-material business or which are inactive. The Bank comprised of 99.5 percent of our total assets at June 30, 2016. We also own nine statutory trusts that are not consolidated with

our operations. For additional information, see Notes 1, 7 and 26 of the Notes to the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data.

### Regulation and Supervision

The banking industry is highly regulated. Statutory and regulatory controls are designed primarily for the protection of depositors and the financial system, and not for the purpose of protecting our shareholders. The following discussion is not intended to be a complete list of all the activities regulated by the banking laws or of the impact of such laws and regulations on us and the Bank. Changes in applicable laws or regulations, and in their interpretation and application by regulatory agencies, cannot be predicted and may have a material effect on our business and results.

The Bank is a savings and loan holding company. We must comply with a wide variety of banking, consumer protection and securities laws, regulations and supervisory expectations and are regulated by multiple regulators, including the Board of Governors of the Federal Reserve (the "Federal Reserve"), the Office of the Comptroller of the Currency ("OCC") of the U.S. Department of the Treasury ("U.S. Treasury"), Consumer Financial Protection Bureau (the "CFPB"), the Federal Deposit Insurance Corporation ("FDIC") and the Securities and Exchange Commission (the "SEC") or collectively "the regulatory agencies." The Bank's deposits are insured by the FDIC through the Deposit Insurance Fund.

As a general matter, the regulatory agencies are taking a more stringent approach to supervising and regulating financial institutions and financial products and services over which they exercise their respective supervisory authorities. We, the Bank and our products and services all remain subject to greater supervisory scrutiny and enhanced supervisory requirements and expectations.

### Consent Order with OCC

Effective October 23, 2012, the Bank's board of directors executed a Stipulation and Consent (the "Stipulation"), accepting the issuance of a Consent Order (the "Consent Order") by the OCC. The Consent Order replaces the supervisory agreement entered into between the Bank and the Office of Thrift Supervision (the "OTS") on January 27, 2010, which the OCC terminated simultaneous with issuance of the Consent Order." For further information and a complete description of all of the terms of the Consent Order, please refer to the copy of the Consent Order filed with the SEC as an exhibit to our Current Report on Form 8-K filed on October 24, 2012.

### Supervisory Agreement

We are also subject to the Supervisory Agreement with the Board of Governors of the Federal Reserve (the "Supervisory Agreement"), dated January 27, 2010. A failure to comply with the Supervisory Agreement could result in the initiation of further enforcement action by the Federal Reserve, including the imposition of further operating restrictions, and could result in additional enforcement actions against the Company. The Company has taken actions which it believes are appropriate to comply with and intends to maintain compliance with all of the requirements of the Supervisory Agreement. For further information and a complete description of all of the terms of the Supervisory Agreement, please refer to the copy of the Supervisory Agreement filed with the SEC as an exhibit to the Company's Current Report on Form 8-K filed on January 28, 2010.

### Consent Order with CFPB

On September 29, 2014, the Bank entered into a Consent Order with the CFPB. The Consent Order relates to alleged violations of federal consumer financial laws arising from the Bank's residential first mortgage loan loss mitigation

practices and default servicing operations dating back to 2011. Under the terms of the Consent Order, the Bank has paid \$28 million for borrower remediation and \$10 million in civil money penalties. The settlement does not involve any admission of wrongdoing on the part of the Bank or its employees, directors, officers, or agents.

#### Holding Company Status, Acquisitions and Activities

We are a unitary savings and loan holding company, as defined by federal banking law, as is our controlling stockholder, MP Thrift. We may only conduct, or acquire control of companies engaged in, activities permissible for a savings and loan holding company pursuant to the relevant provisions of the Savings and Loan Holding Company Act and relevant regulations. Without prior written approval of the Federal Reserve, neither we, nor MP Thrift may: (i) acquire control of another savings association or holding company thereof, or acquire all or substantially all of the assets thereof; or (ii) acquire or retain, with certain exceptions, more than 5 percent of the voting shares of a non-subsidary savings association or a non-



subsidiary savings and loan holding company. We are prohibited from acquiring control of a depository institution that is not federally insured or retaining control of a savings association subsidiary for more than one year after the date that such subsidiary becomes uninsured. Similarly, we may not be acquired by a bank holding company, or any company, unless the Federal Reserve approves such transaction. In all situations, the public must have an opportunity to comment on any such proposed acquisition, and the OCC or the Federal Reserve must complete an application review. In addition, the Gramm-Leach-Bliley Act (the "GLBA") generally restricts any non-financial entity from acquiring us.

#### Source of Strength

The Dodd-Frank Act codified the Federal Reserve's "source of strength" doctrine and extended it to savings and loan holding companies. Under the Dodd-Frank Act, the prudential regulatory agencies are required to promulgate joint rules requiring bank holding companies and savings and loan holding companies to serve as a source of financial strength for any depository institution subsidiary by maintaining the ability to provide financial assistance to such insured depository institution in the event that it suffers financial distress.

#### Regulatory Capital Requirements

The Bank and the holding company are currently subject to the regulatory capital framework and the implementation of the agreement reached by the Basel Committee on Banking and Supervision "Basel III" as adopted by the OCC and Federal Reserve. The OCC and Federal Reserve have risk-based capital adequacy guidelines intended to measure capital adequacy with regard to a banking organization's balance sheet, including off-balance sheet exposures such as unused portions of loan commitments, letters of credit, and recourse arrangements. The Bank is required to comply with these capital adequacy standards. Beginning in 2015, our holding company was required to comply with the Federal Reserve Bank's capital adequacy guidelines. Prior to 2015, these rules did not apply to savings and loan holding companies. Federal law and regulations established five levels of capital compliance: well-capitalized, adequately capitalized, under-capitalized, significantly under-capitalized and critically under-capitalized.

At December 31, 2015, the Bank and the holding company were considered "well-capitalized" for regulatory purposes under the Prompt Corrective Action framework. An institution is considered well-capitalized if its ratio of total risk-based capital to risk-weighted assets is 10.0 percent or more, its ratio of Tier 1 capital to risk-weighted assets is 8.0 percent or more, its ratio of common equity tier 1 capital to risk-weighted assets is 6.5 percent or more, and its leverage ratio of Tier 1 capital to total assets is 5.0 percent or more. Any institution that is not well capitalized or adequately capitalized is considered under-capitalized. Any institution with a tangible equity to total assets ratio of 2.0 percent or less is considered critically under-capitalized. See Note 22 - Regulatory Matters - Regulatory Capital, for additional information.

Effective on January 1, 2015, the capital framework under the Basel III final rule replaced the existing regulatory capital rules for all banks, savings associations, and U.S. bank holding companies with greater than \$500 million in total assets, and all savings and loan holding companies. The final rule implements a new common equity Tier 1 minimum capital requirement. In addition, the new regulations subject a banking organization to certain limitations on capital distributions and discretionary bonus payments to executive officers if the organization did not maintain a capital conservation buffer of common equity Tier 1 capital in an amount greater than 2.5 percent of its total risk-weighted assets. The effect of the capital conservation buffer will be to increase the minimum common equity Tier 1 capital ratio to 7.0 percent, the minimum Tier 1 risk-based capital ratio to 8.5 percent and the minimum total risk-based capital ratio to 10.5 percent. The capital conservation buffer becomes effective January 1, 2016 with transition provisions through 2018.

The new regulations grandfather the regulatory capital treatment of hybrid debt and equity securities, such as trust preferred securities issued prior to May 19, 2010, for banks or holding companies with less than \$15.0 billion in total consolidated assets as of December 31, 2009. Although the Company may continue to include our existing trust preferred securities as Tier 1 capital, the prohibition on the use of these securities as Tier 1 capital going forward may limit the Company's ability to raise capital in the future.

Various aspects of Basel III are subject to multi-year transition periods through December 31, 2018. Basel III will materially change our Tier 1, Tier 1 common and total capital calculations.

#### Standards for Safety and Soundness

Federal law requires each U.S. bank regulatory agency to prescribe certain safety and soundness standards for all insured financial institutions. To that end, the U.S. bank regulatory agencies adopted Interagency Guidelines Establishing

Standards for Safety and Soundness. These are used by the U.S. bank regulatory agencies to identify and address problems at insured financial institutions before capital becomes impaired. These standards relate to, among other things, internal controls, information systems and audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, compensation and benefits, earnings, and other operational and managerial standards as the agency deems appropriate. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. If the appropriate U.S. banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard.

#### Qualified Thrift Lender

The Bank is required to meet a Qualified Thrift Lender ("QTL") test to avoid certain restrictions on operations, including restrictions applicable to multiple savings and loan holding companies, restrictions on the ability to branch interstate, and our mandatory registration as a bank holding company under the Bank Holding Company Act of 1956. A savings bank satisfies the QTL test if: (i) on a monthly basis, for at least nine months out of each twelve month period, at least 65 percent of a specified asset base of the savings bank consists of loans to small businesses, credit card loans, educational loans, or certain assets related to domestic residential real estate, including residential mortgage loans and mortgage securities, as well as a portion of residential loans originated and sold within 90 days of origination; or (ii) at least 60 percent of the savings bank's total assets consist of cash, U.S. government or government agency debt or equity securities, fixed assets, or loans secured by deposits, real property used for residential, educational, church, welfare, or health purposes, or real property in certain urban renewal areas. The Bank is currently, and expects to remain, in compliance with QTL standards.

#### FDIC Insurance and Assessment

The FDIC insures the deposits of the Bank and such insurance is backed by the full faith and credit of the U.S. government through the Deposit Insurance Fund ("DIF"). The Dodd-Frank Act raised the standard maximum deposit insurance amount to \$250,000 per depositor, per insured financial institution for each account ownership category. Deposits held in noninterest bearing transaction accounts are now aggregated with any interest bearing deposits the owner may hold in the same ownership category and the combined total is insured up to at least \$250,000.

Pursuant to the Dodd-Frank Act, the minimum reserve ratio designated by the FDIC each year is 1.35 percent of the assessment base, as opposed to 1.15 percent under prior law. The FDIC is required to meet the minimum reserve ratio by September 30, 2020 and is required to offset the effect of the increased reserve ratio for banks with assets less than \$10 billion. The FDIC has established a higher reserve ratio of 2 percent as a long-term goal beyond what is required by statute. The FDIC is operating under a DIF Restoration Plan while the reserve ratio remains below the minimum target. The Restoration Plan allows the FDIC to evaluate whether growth in the DIF under current assessment rates is likely to be sufficient to meet the statutory requirements. In October of 2015, the FDIC proposed to increase the DIF to the statutorily required minimum level of 1.35 percent. The Dodd-Frank Act made banks with \$10 billion or more in total assets responsible for the increase from 1.15 percent to 1.35 percent. Under the current rule regular assessment rates for all banks will decline when the reserve ratio reaches 1.15 percent, which the FDIC expects will occur in early 2016. The proposed rule will impose on the Bank a surcharge of 4.5 cents per \$100 of our assessment base, after making certain adjustments. The FDIC expects the reserve ratio would likely reach 1.35 percent after approximately two years of payments of the proposed surcharges. The DIF is funded mainly through quarterly assessments on insured banks.

The FDIC maintains the DIF by assessing each financial institution an insurance premium. The FDIC defined deposit insurance assessment base for an insured depository institution is equal to the average consolidated total assets during

the assessment period, minus average tangible equity.

During 2015, the Bank was classified as a small institution for deposit insurance assessment purposes. As a small institution, the Bank was assigned to one of three Capital Groups based on our capitalization level. The Bank was also assigned to one of three Supervisory Groups based on the supervisory evaluations provided by the Bank's primary federal regulator. Our assessment rate, as a small institution, was determined based upon the Risk Category to which we are assigned. Our Risk Category was determined based on a combination of our Supervisory and Capital Group assignments.

Effective January 1, 2016, as a result of reporting assets of more than \$10 billion for four consecutive quarters, the Bank is classified as a large institution for deposit insurance assessment purposes. The assessment rate schedule for large financial institutions (i.e., financial institutions with at least \$10 billion in assets) is determined by use of a scorecard that combines a financial institution's Capital, Asset Quality, Management, Earnings, Liquidity and Sensitivity ("CAMELS") ratings with certain forward-looking financial information to measure the risk to the DIF. Pursuant to this scorecard method, two scores

(a performance score and a loss severity score) are combined and converted to an initial base assessment rate (also referred to as IBAR). The performance score measures a financial institution's financial performance and ability to withstand stress. The loss severity score measures the relative magnitude of potential losses to the FDIC in the event of the financial institution's failure. Total scores are converted pursuant to a predetermined formula into an initial base assessment rate, which is subject to adjustment based upon significant risk factors not captured in the scoreboard. Total assessment rates range from 2.5 basis points to 45 basis points for such large financial institutions.

All FDIC-insured financial institutions must pay an annual assessment to provide funds for the payment of interest on bonds issued by the Financing Corporation, a federal corporation chartered under the authority of the Federal Housing Finance Board. The bonds, which are referred to as FICO bonds, were issued to capitalize the Federal Savings and Loan Insurance Corporation, and the assessments will continue until the bonds mature in 2019.

#### Affiliate Transaction Restrictions

The Bank is subject to the affiliate and insider transaction rules applicable to member banks of the Federal Reserve as well as additional limitations imposed by the OCC. These provisions prohibit or limit the Bank from extending credit to, or entering into certain transactions with certain affiliates, principal stockholders, directors and executive officers of the banking institution and certain of its affiliates. The Dodd-Frank Act imposed further restrictions on transactions with certain affiliates and extension of credit to executive officers, directors and principal stockholders.

#### Incentive Compensation

The U.S. bank regulatory agencies issued comprehensive guidance on incentive compensation policies intended to ensure that the incentive compensation policies of U.S. banks do not undermine the safety and soundness of such banks by encouraging excessive risk-taking. The guidance, which covers all employees that have the ability to materially affect the risk profile of a bank, either individually or as part of a group, is based upon the key principles that a bank's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the bank's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the bank's board of directors.

The U.S. bank regulatory agencies review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of U.S. banks that are not "large, complex banking organizations." These reviews are tailored to each bank based on the scope and complexity of the bank's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives are included in reports of examination. Deficiencies are incorporated into the bank's supervisory ratings, which may affect the bank's ability to make acquisitions and take other actions. Enforcement actions will be taken against a bank if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the bank's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies. See the Supervisory Agreement discussion, in Item 1. Business for further discussion of the executive compensation notice requirements.

#### Federal Reserve

Numerous regulations promulgated by the Federal Reserve affect our business operations as well as those of the Bank. These include regulations relating to electronic fund transfers, collection of checks, availability of funds, and reserve requirements.

Federal Reserve regulations require federally chartered savings associations to maintain cash reserves against their transaction accounts (primarily NOW and demand deposit accounts). During 2016, a 3 percent reserve is to be maintained against aggregate transaction accounts between \$15 million and \$110 million (subject to adjustment by the Federal Reserve) plus a reserve of 10 percent (subject to adjustment by the Federal Reserve between 8 percent and 14 percent) against that portion of total transaction accounts in excess of \$110 million. For 2015, a 3 percent reserve will be required to be maintained against aggregate transaction accounts between \$14.5 million and \$103.6 million (subject to adjustment by the Federal Reserve) plus a reserve of 10 percent (subject to adjustment by the Federal Reserve between 8 percent and 14 percent) against that portion of total transaction accounts in excess of \$103.6 million.

Required reserves must be maintained in the form of vault cash, an account at a Federal Reserve Bank or a pass-through account as defined by the Federal Reserve. Pursuant to the Emergency Economic Stabilization Act of 2008, the Federal Reserve Banks pay interest on depository institutions' required and excess reserve balances. These interest rates are determined by the Federal Reserve, and currently both rates are 0.50 percent per annum.

### Bank Secrecy Act ("BSA")

The BSA requires all financial institutions, including banks, to, among other things, establish a risk-based system of internal controls reasonably designed to prevent money laundering and the financing of terrorism. Under the BSA, an internal controls program should, at a minimum, include independent testing for compliance, designate an individual responsible for coordinating and monitoring day-to-day compliance and provide training for appropriate personnel. The BSA also includes a variety of recordkeeping and reporting requirements (such as cash and suspicious activity reporting), as well as due diligence/know-your-customer documentation requirements. The Bank has established a global anti-money laundering program in order to comply with the BSA requirements and certain requirements under the Consent Order relating to its compliance with the BSA.

In recent years, regulators have intensified their focus on bank secrecy and anti-money laundering statutes, regulations and compliance requirements, as well as compliance with economic sanctions administered by OFAC, and we have been required to revise policies and procedures and install new systems in order to comply with regulations, guidelines and examination procedures in this area. As a part of the Consent Order, the Bank agreed to review and revise the Bank's bank secrecy and anti-money laundering risk assessment and written program of policies and procedures adopted in accordance with the Bank Secrecy Act and update the status of the Bank's plan and timeline for the implementation of enhanced bank secrecy and anti-money laundering internal controls. We cannot be certain that the policies, procedures and systems we have in place or may in the future put in place are or will be successful. Therefore, there is no assurance that in every instance we are and will be in full compliance with these requirements or the Consent Order.

### The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "PATRIOT Act")

The PATRIOT Act amended the BSA to include numerous provisions designed to detect and prevent the financing of international money laundering and terrorism. The PATRIOT Act mandates that U.S. financial institutions (and foreign financial institutions with U.S. operations) implement additional policies and procedures that meet certain minimum requirements and take heightened measures designed to address any or all of the following: customer identification programs, money laundering, terrorist financing, identifying and reporting suspicious activities and currency transactions, currency crimes and cooperation between financial institutions and law enforcement authorities. Other required actions include terminating correspondent accounts for foreign "shell banks," obtaining information about the owners of foreign bank clients, and providing the name and address of the foreign bank's agent for service of process in the United States. Significant penalties and fines, as well as other supervisory orders may be imposed on a financial institution for non-compliance with these requirements. In addition, the U.S. bank regulatory agencies must consider the effectiveness of financial institutions engaging in a merger transaction in combating money laundering activities. The Bank has established policies and procedures intended to comply with the PATRIOT Act's provisions, the BSA, as well as other aspects of anti-money laundering legislation.

### Office of Foreign Assets Control Regulation

The United States has imposed economic sanctions that affect transactions with designated foreign countries, nationals, individuals, entities and others. These are typically known as the "OFAC" rules based on their administration by the U.S. Treasury's Office of Foreign Assets Control ("OFAC"). The OFAC-administered sanctions targeting certain persons and countries take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with or investment in a sanctioned country or with a sanctioned person, including prohibitions against direct or indirect imports from and exports to a sanctioned country or person and

prohibitions on "U.S. persons" engaging in financial transactions relating to making investments in, or providing investment-related advice or assistance to, a sanctioned country or person; and (ii) a blocking of assets in which the sanctioned country or person have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences.

#### Consumer Protection Laws and Regulations

The Bank is subject to many federal consumer protection statutes and regulations, the examination and enforcement of which has become more pronounced since the passage of the Dodd-Frank Act and the creation of the CFPB. The CFPB has assumed the responsibility for the development and enforcement of the federal consumer protection statutes and regulations, such as the Electronic Fund Transfer Act, the Fair Credit Reporting Act, the Homeowners Protection Act, the Fair Debt Collection Practices Act, the Home Mortgage Disclosure Act, the Home Ownership and Equity Protection Act, the Secure and



Fair Enforcement for Mortgage Licensing Act, the Truth in Lending Act, the Equal Credit Opportunity Act, the Real Estate Settlement Procedures Act, the Servicemembers' Civil Relief Act and the Truth in Saving Act. The Dodd-Frank Act gave the CFPB: (i) broad rule-making, supervisory, examination and enforcement authority in this area over financial institutions that have assets of more than \$10 billion, (ii) expanded data collecting powers for fair lending purposes for both small business and mortgage loans and (iii) authority to prevent unfair, deceptive and abusive practices. The consumer complaint function of the OCC also has been transferred to the CFPB. The Dodd-Frank Act also narrows the scope of federal preemption of state laws related to federally chartered financial institutions, including savings banks such as the Bank, which gives broader rights to state attorney generals to enforce certain consumer protection loans.

During 2015, the Bank was not subject to the CFPB's supervisory, examination and enforcement authority with respect to consumer protection laws and regulations because the Bank had reported assets of less than \$10 billion for four consecutive quarters. Instead, it was subject to the OCC's supervisory, examination and enforcement authority in this area. As of December 31, 2015, the total assets of the Bank have exceeded \$10 billion for four consecutive quarters, and as such, the Bank is again subject to the CFPB's supervisory, examination and enforcement authority with respect to consumer protection laws and regulations starting in January 2016.

In 2016 and future years, the Company anticipates that it will continue to be financially impacted by several meaningful regulatory changes. The most significant changes of which include:

**Amendments to the 2014 Regulations Related to Mortgage Origination and Servicing.** In January 2013, the CFPB issued a series of final rules related to mortgage loan origination and mortgage loan servicing. While these final rules amended existing regulations applicable to Flagstar, adjustments in our business operations necessary to comply with these rules have increased our overall regulatory compliance costs. In addition, the CFPB continues to modify and refine the new substantive requirements. In 2014, the CFPB issued final and proposed rules and guidance to amend and supplement its mortgage loan servicing rules. On July 8, 2014, the CFPB issued a final rule to clarify that the name of a deceased borrower's heir generally may be added to a mortgage without triggering the ability-to-repay rule. On August 19, 2014, the CFPB issued guidance that outlines what CFPB examiners will look for when mortgage servicing rights are transferred to ensure that mortgage servicers are fulfilling their obligations under the mortgage servicing rules and highlights regulatory requirements that may be implicated by a transfer of mortgage servicing rights. On October 22, 2014, the CFPB issued a final rule that provides a limited, post-consummation cure mechanism for loans that exceed the points and fees limit for Qualified Mortgages, but that meet the other requirements for being a Qualified Mortgage at consummation. In addition, on November 20, 2014, the CFPB proposed several amendments to certain mortgage servicing rules, including amendments that would require servicers to provide certain borrowers with foreclosure protections more than once over the life of the loan, clarify when a consumer is considered "delinquent," expand protections provided to certain borrowers during a servicing transfer and prevent wrongful disclosures. The CFPB is expected to continue to revise its rules related to mortgage loan origination and mortgage loan servicing, and additional rulemaking affecting the residential mortgage business is expected.

**The TILA-RESPA Integrated Disclosure Rule.** On November 20, 2013, the CFPB issued a final rule and official interpretation, which established integrated mortgage disclosure requirements for lenders and settlement agents in connection with most closed-end consumer credit transactions secured by real property. The final rule, commonly referred to as "TRID," became effective as to mortgage applications received on or after October 3, 2015 and combines certain disclosures that consumers receive in connection with applying for and closing on a mortgage loan under the Truth in Lending Act and the Real Estate Settlement Procedures Act. Among other things, the rule mandates the use of two new disclosure forms, a Loan Estimate form and a Closing Disclosure form, which replace existing disclosure forms and include additional content not required by the prior forms. In addition, the rule requires that the Closing Disclosure form be received by the borrower at least three business days before closing in most cases, limits

the circumstances in which borrowers may be required to pay more for settlement services than the amount stated on the Loan Estimate form and imposes certain recordkeeping requirements.

The Home Mortgage Disclosure Act (the "HMDA") and Updated Reporting Requirements. The HMDA grew out of public concern over credit shortages in certain urban neighborhoods and provides public information that will help show whether financial institutions are serving the housing credit needs of the neighborhoods and communities in which they are located. The HMDA also includes a "fair lending" aspect that requires the collection and disclosure of data about applicant and borrower characteristics as a way of identifying possible discriminatory lending patterns and enforcing anti-discrimination statutes. Regulation C provides the mechanism for this collection and reporting of data, which has been applicable to closed-end consumer loans secured by a dwelling and which a financial institution originates, purchases, or for which it receives an application. On October 15, 2015, the CFPB issued a final rule amending Regulation C, expanding the amount of data to be gathered and reported as well as subjecting home equity lines of credit and reverse mortgages to these requirements. The new data gathering requirements will become effective on January 1, 2018 while the new reporting obligations will become

effective in 2019, although it is not yet clear how much of this new data will be made publicly available. We will continue to assess the impact to Flagstar as we update our procedures and system controls and as the CFPB provides additional guidance on how much of the data will be made publicly available.

**Predatory lending.** Federal regulations require additional disclosures and consumer protections to borrowers for certain lending practices, including predatory lending. The term "predatory lending," much like the terms "safety and soundness" and "unfair and deceptive practices," is far-reaching and covers a potentially broad range of behavior. As such, it does not lend itself to a concise or a comprehensive definition. Predatory lending typically involves at least one, and perhaps all three, of the following elements:

- Making unaffordable loans based on the assets of the borrower rather than on the borrower's ability to repay an obligation;
- Inducing a borrower to refinance a loan repeatedly in order to charge high points and fees each time the loan is refinanced, also known as loan flipping; and/or
- Engaging in fraud or deception to conceal the true nature of the loan obligation from an unsuspecting or unsophisticated borrower.

In addition, many states also have predatory lending laws that may be applicable to the Bank.

**Gramm-Leach Bliley Act ("GLBA").** The GLBA includes provisions that protect consumers from the unauthorized transfer and use of their non-public personal information by financial institutions. Privacy policies are required by federal banking regulations which limit the ability of banks and other financial institutions to disclose non-public personal information about consumers to non-affiliated third parties. Pursuant to those rules, financial institutions must provide:

- Initial notices to customers about their privacy policies, describing the conditions under which they may disclose non-public personal information to non-affiliated third parties and affiliates;
- Annual notices of their privacy policies to current customers; and
- A reasonable method for customers to "opt out" of disclosures to non-affiliated third parties.

These privacy protections affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors. In addition, states are permitted under the GLBA to have their own privacy laws, which may offer greater protection to consumers than the GLBA. Numerous states in which the Bank does business have enacted such laws.

In addition, the Bank is subject to regulatory guidelines establishing standards for safeguarding customer information. These regulations implement certain provisions of the GLBA. The guidelines describe the U.S. bank regulatory agencies expectations for the creation, implementation and maintenance of an information security program, which would include administrative, technical and physical safeguards appropriate to the size and complexity of the institution and the nature and scope of its activities. The standards set forth in the guidelines are intended to ensure the security and confidentiality of customer records and information, protect against any anticipated threats or hazards to the security or integrity of such records and protect against unauthorized access to, or use of, such records or information that could result in substantial harm or inconvenience to any customer.

**Fair Credit Reporting Act and the Fair and Accurate Credit Transactions Act ("FACT Act").** The Fair Credit Reporting Act, as amended by the FACT Act, requires financial firms to help deter identity theft, including developing appropriate fraud response programs, and gives consumers more control of their credit data. It also reauthorizes a federal ban on state laws that interfere with corporate credit granting and marketing practices. In connection with the

FACT Act, U.S. bank regulatory agencies proposed rules that would prohibit an institution from using certain information about a consumer it received from an affiliate to make a solicitation to the consumer, unless the consumer has been notified and given a chance to opt out of such solicitations. A consumer's election to opt out would be applicable for at least five years.

Equal Credit Opportunity Act (“ECOA”). The ECOA generally prohibits discrimination in any credit transaction, whether for consumer or business purposes, on the basis of race, color, religion, national origin, sex, marital status, age (except in limited circumstances), receipt of income from public assistance programs, or good faith exercise of any rights under the Consumer Credit Protection Act.

Truth In Lending Act (“TILA”). The TILA is designed to ensure that credit terms are disclosed in a meaningful way so that consumers may compare credit terms more readily and knowledgeably. As a result of the TILA, all creditors must use the same credit terminology to express rates and payments, including the annual percentage rate, the finance charge, the amount financed, the total of payments and the payment schedule, among other things. In addition, the TILA, through its

implementation of Regulation Z also provides a variety of substantive protections for consumers, including but not limited to the technical requirements of the new TILA RESPA Integrated Disclosure Rule. These protections also include the rules applicable to assessing a consumer's ability to repay as well as what constitutes a "qualified mortgage," the rules applicable to higher-priced mortgage loans, the strict requirements applicable to making a "High Cost Mortgage Loan," and rules restricting loan originator compensation. Regulation Z also impacts mortgage loan servicing, through rules applying to billing statements, interest rate adjustment notices, and the way in which payments are to be applied. Violations of these provisions can result in civil liability and/or administrative sanctions.

Fair Housing Act ("FH Act"). The FH Act regulates many practices, including making it unlawful for any lender to discriminate in its housing-related lending activities against any person because of race, color, religion, national origin, sex, handicap or familial status. A number of lending practices have been found by the courts to be, or may be considered illegal, under the FH Act, including some that are not specifically mentioned in the FH Act itself.

Real Estate Settlement Procedures Act ("RESPA"). Lenders are required by RESPA to provide borrowers with disclosures regarding the nature and cost of real estate settlements. While many of these requirements are now spelled out under the Truth in Lending Act's Regulation Z pursuant to the TILA RESPA Integrated Disclosure Rule, RESPA and its Regulation X continue to impact mortgage servicing compliance through several rules, including but not limited to those applicable to handling borrower requests for information and notices of error, force placed insurance, loss mitigation and foreclosure, and the transfer of servicing. Also, RESPA prohibits certain abusive practices, such as kickbacks, and places limitations on the amount of escrow accounts. Violations of RESPA may result in civil liability or administrative sanctions.

Servicemembers' Civil Relief Act (the "SCRA"). The SCRA applies to all debts incurred prior to commencement of active military service (including credit card and other open-end debt) and limits the amount of interest, including service and renewal charges and any other fees or charges (other than bona fide insurance) that is related to the obligation or liability.

Enforcement. Enforcement actions under the above laws may include fines, reimbursements and other penalties. Due to heightened regulatory concern related to compliance with the FACT Act, ECOA, TILA, FH Act, HMDA, RESPA and SCRA generally, the Bank may incur additional compliance costs or be required to expend additional funds for investments in its local community.

#### Community Reinvestment Act ("CRA")

The CRA, as implemented by OCC regulations, requires the OCC to evaluate how federal savings associations have helped to meet the credit needs of the communities they serve, including low to moderate income neighborhoods, while maintaining safe and sound banking practices. The evaluation rates an institution based on its actual performance in meeting community needs. In particular, the current evaluation system focuses on three tests: (i) a lending test, to evaluate the institution's record of making loans in its service areas (ii) an investment test, to evaluate the institution's record of investing in community development projects, affordable housing, and programs benefiting low- or moderate-income individuals and businesses; and (iii) a service test, to evaluate the institution's delivery of services through its branches, ATMs and other offices. The OCC assigns one of four possible ratings to an institution's CRA performance and is required to make public an institution's rating and written evaluation. The four possible ratings of meeting community credit needs are outstanding, satisfactory, needs to improve and substantial non-compliance.

An institution's failure to comply with the provisions of the CRA could, at a minimum, result in regulatory restrictions on its activities, including, but not limited to, engaging in acquisitions and mergers. CRA ratings are also considered

in evaluating applications to open a branch.

#### Regulatory Reform

The Dodd-Frank Act requires the federal financial regulatory agencies to adopt rules that prohibit banks and affiliates from engaging in proprietary trading and investing in and sponsoring certain "covered funds," including hedge funds and private equity funds. The statutory provision is commonly called the "Volcker Rule." The final rules implementing the Volcker Rule, as drafted by a variety of federal financial regulatory agencies, were issued December 10, 2013. The final rules extend the conformance period to July 21, 2015. Pursuant to the requirements of the Volcker Rule, we have established a standard compliance program based on the size and complexity of our operations. The standard compliance program includes written policies and procedures that document and limit our risk mitigating hedging and market-making related activities; a system of internal controls to monitor compliance; a management framework that provides a clear accountability for compliance including appropriate management review of limits; incentive compensation; and other matters identified as requiring attention; independent testing and audits; training; and recordkeeping requirements.

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We expect to incur ongoing operational and system costs for ongoing compliance with the multitude of new laws and regulations. Furthermore, there may be additional federal or state laws enacted during this period that place additional obligations on servicers of residential loans.

#### Stress Testing Requirements

The U.S. federal banking agencies, including the OCC and the Federal Reserve, issued final rules implementing provisions of the Dodd-Frank Act that require banking organizations, including savings associations and savings and loan holding companies, with total consolidated assets of more than \$10 billion but less than \$50 billion to conduct annual company-run stress tests, report the results to their primary federal regulator and the Federal Reserve and publish a summary of the results. Each Dodd-Frank Act Stress Test, or DFAST, must be conducted using certain scenarios (baseline, adverse and severely adverse), which the OCC and Federal Reserve will publish by February 15 of each year. Banking organizations are required to use the scenarios to calculate, for each quarter-end within a nine-quarter planning horizon, the impact of such scenarios on revenues, losses, loan loss reserves and regulatory capital levels and ratios, taking into account all relevant exposures and activities. The rules also require each banking organization to establish and maintain a system of controls, oversight and documentation, including policies and procedures, designed to ensure that the DFAST procedures used by the banking organization are effective in meeting the requirements of the rules.

#### Limitation on Capital Distributions

Under the Supervisory Agreement, we shall not declare or pay any cash dividends or other capital distributions or purchase, repurchase, or redeem, or commit to purchase, repurchase, or redeem any equity stock without the prior written nonobjection of the Federal Reserve. The Company does not currently pay dividends on the capital stock.

OCC regulations impose limitations upon certain capital distributions by savings associations, such as cash dividends, payments to repurchase or otherwise acquire its shares, payments to shareholders of another institution in a cash-out merger and other distributions charged against capital.

The OCC regulates all capital distributions made by the Bank, directly or indirectly, to the holding company, including dividend payments. A subsidiary of a savings and loan holding company, such as the Bank, must file a notice or application with the OCC at least 30 days prior to each proposed capital distribution. Whether an application is required is based on a number of factors including whether the institution qualifies for expedited treatment under the OCC rules and regulations or if the total amount of all capital distributions (including each proposed capital distribution) for the applicable calendar year exceeds net income for that year to date plus the retained net income for the preceding two years. Under the Consent Order, the Bank may not pay a dividend or make a capital distribution if it is not in compliance with its approved capital plan or would not remain in compliance after making the dividend or capital distribution, and the Bank must receive OCC approval under the generally applicable application or notice requirements. In addition, as a subsidiary of a savings and loan holding company, the Bank must receive approval from the Federal Reserve Bank ("FRB") before declaring any dividends. Additional restrictions on dividends apply if the Bank fails the QTL test.

The Bank may not pay dividends to us if, after paying those dividends, it would fail to meet the required minimum levels under risk-based capital guidelines and the minimum leverage and tangible capital ratio requirements or if the dividend would violate a prohibition contained in any statute, regulation or agreement. Under the Federal Deposit Insurance Act ("FDIA") an insured depository institution such as the Bank is prohibited from making capital distributions, including the payment of dividends, if, after making such distribution, the institution would become

"undercapitalized" (as such term is used in the FDIA). Payment of dividends by the Bank also may be restricted at any time at the discretion of the OCC if it deems the payment to constitute an unsafe and unsound banking practice.

#### Commercial Real Estate Lending

Lending operations that involve concentrations of commercial real estate loans are subject to enhanced scrutiny by federal banking regulators. Regulators have advised financial institutions of the risks posed by commercial real estate lending concentrations. Such loans generally include land development, construction loans and loans secured by multifamily property and nonfarm, nonresidential real property where the primary source of repayment is derived from rental income associated with the property. Interagency guidance prescribes the following guidelines for examiners to help identify institutions that are potentially exposed to concentration risk and may warrant greater supervisory scrutiny:



Total reported loans for construction, land development and other land represent 100 percent or more of the institution's total capital, or

Total commercial real estate loans represent 300 percent or more of the institution's total capital, and the outstanding balance of the institution's commercial real estate loan portfolio has increased by 50 percent or more during the prior 36 months.

#### Loans to One Borrower

Under the Home Owners Loan Act ("HOLA"), savings associations are generally subject to the national bank limits on loans to one borrower. Generally, savings associations may not make a loan or extend credit to a single or related group of borrowers in excess of 15 percent of the institution's unimpaired capital and surplus (as defined by HOLA). Additional amounts may be loaned if such loans or extensions of credit are secured by readily-marketable collateral, but in no case may they be in excess of an additional 10 percent of unimpaired capital and surplus.

#### Regulatory Enforcement

Both the OCC and the FDIC may take regulatory enforcement actions against any of their regulated institutions, such as the Bank, that do not operate in accordance with applicable regulations, policies and directives. Proceedings may be instituted against any banking institution, or any "institution-affiliated party," such as a director, officer, employee, agent or controlling person, who engages in unsafe and unsound practices, including violations of applicable laws and regulations. The OCC has authority under various circumstances to appoint a receiver or conservator for an insured institution that it regulates, to issue cease and desist orders, to obtain injunctions restraining or prohibiting unsafe or unsound practices, to revalue assets and to require the establishment of reserves. The FDIC has additional authority to terminate insurance of accounts, after notice and hearing, upon a finding that the insured institution is or has engaged in any unsafe or unsound practice that has not been corrected, is operating in an unsafe or unsound condition or has violated any applicable law, regulation, rule, or order of, or condition imposed by, the FDIC. In addition, the Federal Reserve may take regulatory enforcement actions against us, and the CFPB may also have the authority to take regulatory enforcement actions against us or the Bank.

#### Assessments

In its normal course of business, the OCC charges assessments to savings associations to fund its operations. The general assessment is paid on a semi-annual basis and is generally based on an institution's total assets, with a surcharge for an institution with a composite rating of 3, 4 or 5 in its most recent safety and soundness examination. Our expense for these assessments totaled \$3 million for each of the years ending December 31, 2015 and 2014.

#### Federal Home Loan Bank System

The primary purpose of the Federal Home Loan Banks ("FHLBs") is to act as a central credit facility and provide loans to their respective members, such as the Bank, in the form of collateralized advances for making housing loans as well as for affordable housing and community development lending. The FHLBs are generally able to make advances to their member institutions at interest rates that are lower than the members could otherwise obtain. The Federal Housing Finance Agency, a government agency, is generally responsible for regulating the FHLB system. The FHLB system consists of 12 regional FHLBs, each being federally chartered, but privately owned, by their respective member institutions. The Bank is currently a member of the FHLB of Indianapolis, and as such, is required to purchase and hold shares of capital stock in that FHLB in an amount as required by that FHLB's capital plan and minimum capital requirements. At December 31, 2015, we held 169,881,300 shares of FHLB stock with a value of \$170 million.

## Environmental Regulation

Our business and properties are subject to federal, state and local laws and regulations governing environmental matters, including the regulation of hazardous substances and wastes. For example, under the federal Comprehensive Environmental Response, Compensation, and Liability Act, as amended and similar state laws, owners and operators of contaminated properties may be liable for the costs of cleaning up hazardous substances without regard to whether such persons actually caused the contamination. Such laws may affect us both as a current or former owner or operator of properties used in or held for our business or upon which we have foreclosed, and as a secured lender on property that is found to contain hazardous substances or wastes. Our general practice is to obtain an environmental assessment prior to foreclosing on commercial property. We may elect not to foreclose on properties that contain such hazardous substances or wastes, thereby limiting, and in some instances precluding, the liquidation of such properties.

### Anti-Tying Restrictions

Under HOLA, the Bank is prohibited from engaging in certain tying or reciprocity arrangements with its customers. In general, the Bank may not extend credit, lease, sell property, or furnish any services or fix or vary the consideration for these on the condition that: (i) the customer obtain or provide some additional credit, property, or services from or to the Bank, us or the Bank's or our subsidiaries or (ii) the customer may not obtain some other credit, property, or services from a competitor, except in each case to the extent reasonable conditions are imposed to assure the soundness of the credit extended. Certain arrangements are permissible. For example, the Bank may offer more favorable terms if a customer obtains two or more traditional bank products.

### Competition

We face substantial competition in attracting deposits and making loans. Our most direct competition for deposits has historically come from other savings banks, commercial banks and credit unions in our local market areas. Money market funds and full-service securities brokerage firms also compete with us for these funds and, in recent years, many financial institutions have competed for deposits through the Internet. We compete for deposits by offering high quality and convenient banking services at a large number of convenient locations, and "sit-down" banking in which a customer is served at a desk rather than in a teller line and offered a broad range of products. We also compete by offering competitive interest rates on our deposit products.

From a lending perspective, there are a large number of institutions offering mortgage loans, consumer loans and commercial loans, including many mortgage lenders that operate on a national scale, as well as local savings banks, commercial banks, and other lenders. With respect to those products that we offer, we compete by offering competitive interest rates, fees, and other loan terms, banking products and services and by offering efficient and rapid service.

### Additional Information

Our executive offices are located at 5151 Corporate Drive, Troy, Michigan 48098, and our telephone number is (248) 312-2000. Our stock is traded on the NYSE under the symbol "FBC."

We make our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act available free of charge on our website at [www.flagstar.com](http://www.flagstar.com), under "Investor Relations," as soon as reasonably practicable after we electronically file such material with the Securities and Exchange Commission (the "SEC"). These reports are also available without charge on the SEC website at [www.sec.gov](http://www.sec.gov).

## PROPERTIES

At June 30, 2016, through our headquarters located in Troy, Michigan, totaling approximately 373,210 square feet with approximately 80 percent capacity. We also operate a regional office in Jackson, Michigan, 99 branches in Michigan and 28 retail locations, including 11 satellite offices, in 21 states. We also maintain five wholesale lending offices, one underwriting office and three commercial lending office. Our banking centers consist of 76 free-standing office buildings, two in-store banking centers and 21 centers in buildings in which there are other tenants, typically strip malls.

As of June 30, 2016, we owned buildings and land for 76 of our offices (including our headquarters) and lease the remaining 62 offices. The offices that we lease have lease expiration dates ranging from 2016 to 2023.

## LEGAL PROCEEDINGS

We and our subsidiaries are subject to various pending or threatened legal proceedings arising out of the normal course of business operations. In addition, the Bank is routinely named in civil actions throughout the country by borrowers and former borrowers relating to the origination, purchase, sale, and servicing of mortgage loans. From time to time, governmental agencies also conduct investigations or examinations of various mortgage-related practices of the Bank. In the course of such investigations or examinations, the Bank cooperates with such agencies and provides information as requested.

We assess the liabilities and loss contingencies in connection with such pending or threatened legal and regulatory proceedings on at least a quarterly basis and establish accruals when we believe it is probable that a loss may be incurred and that the amount of such loss can be reasonably estimated. Once established, litigation accruals are adjusted, as appropriate, in light of additional information.

Management does not believe that the amount of any reasonably possible losses in excess of any amounts accrued with respect to ongoing proceedings or any other known claims will be material to our financial statements, or that the ultimate outcome of these actions will have a material adverse effect on our financial condition, results of operations or cash flows.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section is intended to provide information that will assist you in understanding our consolidated financial statements, the changes in those financial statements from period to period and the primary factors contributing to those changes. The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes that appear elsewhere in this prospectus.

In addition to historical financial information, the following discussion and analysis contains forward-looking statements that reflect our plans, estimates and beliefs, but that also involve risks and uncertainties. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this prospectus. See particularly "Risk Factors" and "Forward-Looking Statements."

### Overview

Effective January 1, 2016, we reorganized our reportable segments to align with our new management reporting structure and to align with our long-term strategy. Prior period segment financial information has been recast to conform to 2016 presentation. Prior to the reorganization, representation and warranty reserves were reported in the Mortgage Servicing segment and the MSR asset and associated costs were reported in the Other segment. As a result of this change, representation and warranty reserves, as well as the MSR asset and associated costs are now reported in the Mortgage Originations segment.

We are a Michigan-based savings and loan holding company founded in 1993. Our business is primarily conducted through our principal subsidiary, the Bank, a federally chartered stock savings bank founded in 1987. At June 30, 2016, based on our assets, we are the largest bank headquartered in Michigan, providing commercial, small business, and consumer banking services. We have three major operating segments: Community Banking, Mortgage Originations and Mortgage Servicing. Through these lines of business, we emphasize the delivery of a complete set of mortgage and banking products and services and are distinguished by local delivery, customer service and product pricing. Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "FBC." We are considered a controlled company for NYSE purposes, because MP Thrift Investments, L.P. ("MP Thrift") held approximately 62.9 percent of our common stock as of June 30, 2016.

Our Community Banking segment provides deposits and fee based services to consumer, business, and mortgage lending customers through our Branch Banking, Business Banking, Commercial Banking, Government Banking, Warehouse Lending and Held-for-Investment Portfolio groups. We maintain a portfolio of commercial and industrial, commercial real estate and builder finance loans with our commercial customers and we originate or purchase residential mortgage loans through referrals from our branches, consumer direct call center and our website, flagstar.com. At June 30, 2016, we operated 99 branches in Michigan. We leverage the customer relationships we have gained throughout our branch network to cross-sell products to existing customers and increase our customer base. In 2016 we also began to offer new MSR lending and equipment finance lease products.

Through our Mortgage Origination segment, we originate or purchase residential mortgage loans throughout the country and sell them into securitization pools, primarily to Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Government National Mortgage Association ("Ginnie Mae") (collectively, the "Agencies") or as whole loans. In addition, we originate or purchase residential first mortgage loans and other consumer loans, and commercial loans to our held-for-investment loan portfolios. Our revenues include net interest income, income from banking services we provide to customers, and noninterest income

from sales of residential first mortgage loans to the Agencies, and the servicing of loans for others. The combination of our retail, broker and correspondent channels gives us broad access to customers across diverse geographies to originate, fulfill, sell and service our residential mortgage loan products.

The majority of our total loan originations during the six months ended June 30, 2016 represented mortgage loans that were collateralized by residential first mortgages on single-family residences and were eligible for sale to the Agencies. At June 30, 2016, we originated or purchased residential mortgage loans in all 50 states, the U.S. Virgin Islands, and the District of Columbia through relationships with 527 mortgage brokers and 708 correspondents. At June 30, 2016, we also operated 29 retail locations located in 21 states, which primarily originate one-to-four family residential mortgage loans as part of our Mortgage Originations segment. In addition, we originate other consumer and commercial loans through our Community Banking segment. We continue to expand existing business lines, such as our distributed retail and direct-to-consumer mortgage origination businesses.

Our Mortgage Servicing segment services and subservices mortgage loans for others on a fee for service basis and may also collect ancillary fees, such as late fees and earn income through the use of noninterest bearing escrows. Revenue on our subserviced loans is earned on a contractual fee basis, with the fees varying based on the status of the underlying loans.

At June 30, 2016, we had 2,894 full-time equivalent employees inclusive of account executives and loan officers.

#### Critical Accounting Policies

Various elements of our accounting policies, by their nature, are subject to estimation techniques, valuation assumptions and other subjective assessments. Certain accounting policies that, due to the judgment, estimates and assumptions in those policies are critical to an understanding of our Consolidated Financial Statements, in Item 1. Financial Statements herein. These policies relate to: (a) fair value measurements; (b) the determination of our allowance for loan losses; (c) the accounting for income taxes; and (d) the determination of our representation and warranty reserve. We believe the judgment, estimates and assumptions used in the preparation of our Consolidated Financial Statements and the Notes, in Item 1, are appropriate given the factual circumstances at the time. However, given the sensitivity of our Consolidated Financial Statements and the Notes, in Item 1, herein, to these critical accounting policies, the use of other judgments, estimates and assumptions could result in material differences in our results of operations and/or financial condition. For further information on our critical accounting policies, please refer to our Consolidated Financial Statements and Notes as of and for the period ended December 31, 2015, included in this document.

## Selected Financial Ratios

(Dollars in millions, except share data)

	Three Months Ended		Six Months Ended			
	June 30,		June 30,			
	2016	2015	2016	2015		
Mortgage loans originated (1)	\$8,330	\$8,448	\$14,682	\$15,702		
Mortgage loans sold and securitized	\$7,940	\$7,571	\$14,888	\$13,825		
Interest rate spread	2.43	% 2.63	% 2.46	% 2.61		
Net interest margin	2.63	% 2.79	% 2.64	% 2.77		
Average common shares outstanding	56,574,796	56,436,026	56,544,256	56,410,880		
Average fully diluted shares outstanding	57,751,230	57,165,072	57,623,081	56,971,133		
Average interest earning assets	\$11,639	\$10,367	\$11,755	\$9,897		
Average interest paying liabilities	\$9,205	\$8,265	\$9,514	\$7,887		
Average stockholders' equity	\$1,606	\$1,462	\$1,583	\$1,443		
Return on average assets	1.38	% 1.57	% 1.27	% 1.38		
Return on average equity	11.53	% 12.71	% 10.81	% 10.81		
Return on average common equity	13.83	% 15.55	% 13.00	% 13.26		
Efficiency ratio	68.2	% 69.6	% 71.2	% 72.1		
Equity-to-assets ratio (average for the period)	11.95	% 12.37	% 11.73	% 12.73		
Charge-offs to average LHFI (2)	0.62	% 1.49	% 0.74	% 2.63		
Charge-offs to average LHFI, adjusted (2)(3)	0.18	% 0.26	% 0.44	% 0.34		
			June 30,	December 31,		June 30,
			2016	2015	2015	
Book value per common share			\$23.54	\$22.33	\$20.98	
Number of common shares outstanding			56,575,779	56,483,258	56,436,026	
Mortgage loans serviced for others			\$30,443	\$26,145	\$27,679	
Mortgage loans subserviced for others			\$38,000	\$40,244	\$43,292	
Weighted average service fee (basis points)			28.2	27.7	27.4	
Capitalized value of mortgage servicing rights			0.99	% 1.13	% 1.15	
Mortgage servicing rights to Tier 1 capital			19.90	% 20.63	% 24.2	
Ratio of allowance for loan losses to LHFI (2)			2.62	% 3.00	% 4.31	
Ratio of allowance for loan losses to LHFI and loans with government guarantees (2)			2.43	% 2.78	% 3.86	
Ratio of nonperforming assets to total assets			0.46	% 0.61	% 0.69	
Equity-to-assets ratio			11.65	% 11.14	% 11.95	
Common equity-to-assets ratio			9.70	% 9.20	% 9.76	
Tier 1 leverage ratio (to adjusted total assets)			11.59	% 11.51	% 11.47	
Common equity Tier 1 capital ratio (to risk-weighted assets)			13.55	% 14.09	% 14.56	
Total risk-based capital ratio (to risk-weighted assets)			20.19	% 20.28	% 21.30	
Number of branches			99	99	100	
Number of FTE employees			2,894	2,713	2,713	

(1) Includes residential first mortgage and second mortgage loans.

(2) Excludes loans carried under the fair value option.

(3) Excludes charge-offs of \$2 million and \$15 million related to the sale of loans during the three months ended June 30, 2016 and June 30, 2015, respectively, and \$8 million and \$51 million related to the sale of loans during the six months ended June 30, 2016 and June 30, 2015, respectively. Also excludes charge-offs related to loans with government guarantees of \$4 million and \$7 million during the three and six months ended June 30, 2016.





## Summary of Operations

	Three Months Ended June 30, 2016		Six Months Ended June 30, 2015	
	2016	2015	2016	2015
	(Dollars in millions)			
Net interest income	\$77	\$73	\$156	\$138
Provision (benefit) for loan losses	(3 )	(13 )	(16 )	(17 )
Total noninterest income	128	126	233	245
Total noninterest expense	139	138	276	276
Provision for income taxes	22	28	43	46
Net income	\$47	\$46	\$86	\$78
Income per share:				
Basic	\$0.67	\$0.69	\$1.23	\$1.12
Diluted	\$0.66	\$0.68	\$1.21	\$1.11

Our net income increased \$1 million for the three months ended June 30, 2016, compared to the three months ended June 30, 2015. The increase was primarily driven by an increase in net interest income driven by our asset growth over the past year along with a lower effective tax rate. These improvements were partially offset by a lower provision (benefit) for loan losses primarily related to the allowance release related to the sale of interest-only loans that took place in the second quarter of 2015.

Net income increased \$8 million for the six months ended June 30, 2016, compared to the six months ended June 30, 2015. The increase was primarily driven by an increase in net interest income of \$18 million for the six months ended June 30, 2016 compared to the six months ended June 30, 2015. This increase was a result of asset growth and our strategic initiative executed throughout 2015 to replace lower credit quality assets with higher quality residential and commercial loans. As a result of this initiative, we grew average interest earning assets by 19 percent from \$9.9 billion during the six months ended June 30, 2015 to \$11.8 billion during the six months ended June 30, 2016. These improvements were partially offset by a decrease of \$12 million in noninterest income, driven by a decrease in our net return on mortgage servicing asset primarily due to higher than anticipated prepayments.

## Net Interest Income

The following table presents on a consolidated basis interest income from average assets and liabilities, expressed in dollars and yields:

	Three Months Ended June 30,							
	2016		2015					
	Average Balance	Annualized InterestYield/ Rate		Average Balance	Annualized InterestYield/ Rate			
	(Dollars in millions)							
<b>Interest-Earning Assets</b>								
Loans held-for-sale	\$2,884	\$ 26	3.64	%	\$2,218	\$ 21	3.80	%
Loans held-for-investment								
Consumer loans (1)	2,746	24	3.48	%	2,913	27	3.74	%
Commercial loans (1)	2,823	28	3.94	%	2,025	21	4.03	%
Loans held-for-investment	5,569	52	3.71	%	4,938	48	3.86	%
Loans with government guarantees	444	4	3.33	%	630	5	2.97	%
Investment securities	2,558	17	2.66	%	2,350	15	2.55	%
Interest-earning deposits	184	—	0.50	%	231	1	0.55	%
Total interest-earning assets	11,639	99	3.40	%	10,367	90	3.42	%
Other assets	1,799				1,444			
Total assets	\$13,438				\$11,811			
<b>Interest-Bearing Liabilities</b>								
<b>Retail deposits</b>								
Demand deposits	\$482	\$ —	0.17	%	\$431	\$ —	0.14	%
Savings deposits	3,691	7	0.79	%	3,752	8	0.83	%
Money market deposits	363	1	0.52	%	242	—	0.26	%
Certificates of deposit	951	2	1.00	%	763	2	0.71	%
Total retail deposits	5,487	10	0.75	%	5,188	10	0.73	%
<b>Government deposits</b>								
Demand deposits	203	—	0.39	%	210	—	0.40	%
Savings deposits	398	—	0.52	%	401	1	0.52	%
Certificates of deposit	410	1	0.50	%	331	—	0.34	%
Total government deposits	1,011	1	0.49	%	942	1	0.43	%
Total deposits	6,498	11	0.71	%	6,130	11	0.68	%
Short-term debt	835	1	0.41	%	—	—	—	%
Long-term debt	1,625	8	1.93	%	1,828	4	0.90	%
Other debt	247	2	3.31	%	307	2	2.38	%
Total interest-bearing liabilities	9,205	22	0.97	%	8,265	17	0.79	%
Noninterest-bearing deposits (2)	2,133				1,606			
Other liabilities	494				478			
Stockholders' equity	1,606				1,462			
Total liabilities and stockholders' equity	\$13,438				\$11,811			
Net interest-earning assets	\$2,434				\$2,102			
Net interest income		\$ 77				\$ 73		
Interest rate spread (3)			2.43	%			2.63	%
Net interest margin (4)			2.63	%			2.79	%
			126.4	%			125.4	%

Ratio of average interest-earning assets to interest-bearing liabilities

- (1) Consumer loans include: residential first mortgage, second mortgage, HELOC, and other consumer loans.
- (2) Commercial loans include: commercial real estate, commercial and industrial, and warehouse lending loans.
- (2) Includes company controlled deposits that arise due to the servicing of loans for others.
- (3) Interest rate spread is the difference between rates of interest earned on interest-earning assets and rates of interest paid on interest-bearing liabilities.
- (4) Net interest margin is net interest income divided by average interest-earning assets.

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	Six Months Ended June 30,							
	2016				2015			
	Average Balance	Interest	Annualized Yield/ Rate		Average Balance	Interest	Annualized Yield/ Rate	
<b>Interest-Earning Assets</b>								
Loans held-for-sale	\$2,897	\$ 54	3.72	%	\$2,031	\$ 40	3.89	%
Loans held-for-investment								
Consumer loans (1)	3,030	53	3.50	%	2,765	52	3.79	%
Commercial loans (1)	2,588	52	3.93	%	1,852	37	3.99	%
Loans held-for-investment	5,618	105	3.70	%	4,617	89	3.87	%
Loans with government guarantees	460	7	3.18	%	747	10	2.67	%
Investment securities	2,625	34	2.59	%	2,232	29	2.56	%
Interest-earning deposits	155	—	0.50	%	270	1	0.49	%
Total interest-earning assets	11,755	200	3.39	%	9,897	169	3.40	%
Other assets	1,736				1,439			
Total assets	\$13,491				\$11,336			
<b>Interest-Bearing Liabilities</b>								
Retail deposits								
Demand deposits	\$463	\$ —	0.15	%	\$428	\$ —	0.14	%
Savings deposits	3,706	15	0.79	%	3,657	15	0.80	%
Money market deposits	303	1	0.45	%	249	—	0.26	%
Certificates of deposit	904	4	0.96	%	775	3	0.69	%
Total retail deposits	5,376	20	0.74	%	5,109	18	0.70	%
Government deposits								
Demand deposits	230	—	0.39	%	218	—	0.39	%
Savings deposits	409	1	0.52	%	387	1	0.52	%
Certificates of deposit	411	1	0.71	%	344	1	0.35	%
Total government deposits	1,050	2	0.57	%	949	2	0.43	%
Total deposits	6,426	22	0.70	%	6,058	20	0.66	%
Short-term debt	1,249	3	0.40	%	—	—	—	%
Long-term debt	1,592	15	1.91	%	1,497	7	0.97	%
Other debt	247	4	3.27	%	332	4	2.28	%
Total interest-bearing liabilities	9,514	44	0.93	%	7,887	31	0.79	%
Noninterest-bearing deposits (2)	1,915				1,495			
Other liabilities	479				511			
Stockholders' equity	1,583				1,443			
Total liabilities and stockholders' equity	\$13,491				\$11,336			
Net interest-earning assets	\$2,241				\$2,010			
Net interest income		\$ 156				\$ 138		
Interest rate spread (3)			2.46	%			2.61	%
Net interest margin (4)			2.64	%			2.77	%
Ratio of average interest-earning assets to interest-bearing liabilities			123.6	%			125.5	%

(1) Consumer loans include: residential first mortgage, second mortgage, HELOC, and other consumer loans.

(2) Commercial loans include: commercial real estate, commercial and industrial, and warehouse lending loans.

- (2) Includes company controlled deposits that arise due to the servicing of loans for others.
- (3) Interest rate spread is the difference between rates of interest earned on interest-earning assets and rates of interest paid on interest-bearing liabilities.
- (4) Net interest margin is net interest income divided by average interest-earning assets.

#### Comparison to Prior Year Quarter

Net interest income increased \$4 million for the three months ended June 30, 2016, compared to the same period in 2015, primarily due to growth in interest earning assets partially offset by a decrease in the net interest margin driven by a lower interest rate environment.

Our net interest margin for the three months ended June 30, 2016 was 2.63 percent, compared to 2.79 percent for the three months ended June 30, 2015. The decrease from 2015 was driven primarily by lower yield on loans held-for-investment and higher interest rates on fixed rate long term debt used to match-fund our longer duration asset growth.

Interest income increased \$9 million for the three months ended June 30, 2016, compared to the same period in 2015, primarily driven by higher average loans held-for-sale and loans held-for-investment partially offset by lower interest rates. Average loans held-for-sale increased \$0.7 billion or 30.0 percent compared to the same period in 2015, primarily due to slower deliveries of saleable mortgage loans to the Agencies during the three months ended June 30, 2016, as compared to the three months ended June 30, 2015. Average loans held-for-investment for the three months ended June 30, 2016, increased \$0.6 billion or 12.8 percent, compared to the three months ended June 30, 2015, primarily due to a shift in mix with an increase in high quality, higher yielding commercial loans, partially offset by the sale of lower margin performing residential first mortgage loans.

Interest expense increased \$5 million for the three months ended June 30, 2016, compared to the same period in 2015, primarily driven by higher interest rates from longer term fixed rate debt taken to match-fund our longer duration asset growth. Also impacting the increase was a \$940 million increase in our overall average interest bearing liabilities driven primarily by growth in deposits which have been used to fund loan growth.

#### Comparison to Prior Year to Date

Net interest income increased \$18 million for the six months ended June 30, 2016, compared to the same period in 2015, primarily driven by growth in interest earning assets partially offset by a decrease in the net interest margin driven by a lower interest rate environment.

Our net interest margin for the six months ended June 30, 2016 was 2.64 percent, compared to 2.77 percent for the six months ended June 30, 2015. The decrease for the six months ended June 30, 2016 was driven by higher interest rates from longer term fixed rate debt taken to match-fund our longer duration asset growth throughout 2015 along with the lower interest rate environment experienced in the first half of 2016.

Interest income increased \$31 million for the six months ended June 30, 2016, compared to the same period in 2015, primarily driven by higher average loans held-for-sale and loans held-for-investment partially offset by lower interest rates. Average loans held-for-sale increased \$0.9 billion for the six months ended June 30, 2016, compared to the same period in 2015, primarily due to a longer holding period prior to sale to the Agencies that took place in the first half of 2016 compared to the same period in 2015. Average loans held-for-investment increased \$1.0 billion for the six months ended June 30, 2016, compared to the same period in 2015, primarily due to us retaining more residential loan production on the balance sheet along with growth in warehouse and commercial loans.

Interest expense increased \$13 million for the six months ended June 30, 2016, compared to the same period in 2015, primarily driven by an increase in the average balance and higher rates on debt taken to match-fund our longer duration asset growth. Also impacting the increase was a \$0.4 million increase in average interest-bearing deposits driven primarily by growth in deposits for the six months ended June 30, 2016, compared to the same period in 2015.





## Rate/Volume Analysis

The following table presents the dollar amount of changes in interest income and interest expense for the components of interest-earning assets and interest-bearing liabilities that are presented in the preceding table. The table below distinguishes between the changes related to average outstanding balances (changes in volume while holding the initial rate constant) and the changes related to average interest rates (changes in average rates while holding the initial balance constant). The rate/volume variances are allocated to variances due to rate.

	Three Months Ended June 30, 2016 Versus 2015 Increase (Decrease) Due to:		
	Rate	Volume	Total
	(Dollars in millions)		
<b>Interest-Earning Assets</b>			
Loans held-for-sale	\$(1)	\$ 6	\$ 5
Loans with government guarantees	—	(1)	(1)
Loans held-for-investment			
Consumer loans (1)	(2)	(1)	(3)
Commercial loans (2)	(1)	8	7
Total loans held-for-investment	(3)	7	4
Investment securities	—	2	2
Interest-earning deposits and other	—	(1)	(1)
Total other interest-earning assets	\$(4)	\$ 13	\$ 9
<b>Interest-Bearing Liabilities</b>			
<b>Retail deposits</b>			
Savings deposits	\$(1)	\$ —	\$(1)
Money market deposits	—	1	1
Total retail deposits	(1)	1	—
<b>Government deposits</b>			
Savings deposits	—	(1)	(1)
Certificates of deposits	—	1	1
Total government deposits	—	—	—
Total deposits	(1)	1	—
Short-term debt	—	1	1
Long-term debt	4	—	4
Total interest-bearing liabilities	\$3	\$ 2	\$ 5
Change in net interest income	\$(7)	\$ 11	\$ 4

(1) Consumer loans include residential first mortgage, second mortgage, HELOC, and other consumer loans.

(2) Commercial loans include commercial real estate, commercial and industrial, and warehouse lending.

	Six Months Ended June 30, 2016 Versus 2015 Increase (Decrease) Due to:		
	Rate	Volume	Total
	(Dollars in millions)		
<b>Interest-Earning Assets</b>			
Loans held-for-sale	\$(3 )	\$ 17	\$ 14
Loans with government guarantees	1	(4 )	(3 )
<b>Loans held-for-investment</b>			
Consumer loans (1)	(4 )	5	1
Commercial loans (2)	—	15	15
Total loans held-for-investment	(4 )	20	16
Investment securities	—	5	5
Interest-earning deposits and other	—	(1 )	(1 )
Total other interest-earning assets	\$(6 )	\$ 37	\$ 31
<b>Interest-Bearing Liabilities</b>			
<b>Retail deposits</b>			
Money market deposits	\$—	\$ 1	\$ 1
Certificates of deposit	—	1	1
Total retail deposits	—	2	2
Total deposits	—	2	2
Short-term debt	—	3	3
Long-term debt	7	1	8
Other debt	1	(1 )	—
Total interest-bearing liabilities	\$ 8	\$ 5	\$ 13
Change in net interest income	\$(14)	\$ 32	\$ 18

(1) Consumer loans include residential first mortgage, second mortgage, HELOC, and other consumer loans.

(2) Commercial loans include commercial real estate, commercial and industrial, and warehouse lending.

#### Provision (Benefit) for Loan Losses

#### Comparison to Prior Year Quarter

The provision (benefit) for loan losses was a benefit of \$3 million during the three months ended June 30, 2016, compared to a benefit of \$13 million during the three months ended June 30, 2015. During the three months ended June 30, 2016, the \$3 million benefit resulted primarily from the sale of \$408 million unpaid principal balance of performing residential first mortgage loans. During the three months ended June 30, 2015, the provision (benefit) for loan losses included a net reduction in the allowance for loan losses relating to \$70 million unpaid principal balance of nonperforming and troubled debt restructured first mortgage loan sales and the sales of \$386 million unpaid principal balance of interest-only residential first mortgage loans, partially offset by an increase in provision related to an increase in the average loans held-for-investment loan portfolio.

Net charge-offs for the three months ended June 30, 2016 decreased to \$9 million, compared to \$18 million for the three months ended June 30, 2015. For the three months ended June 30, 2016 net charge-offs included \$2 million of

net charge-offs associated with the sale of \$14 million unpaid principal balance of nonperforming, TDR, and non-agency loans and \$4 million of net charge-offs associated with loans with government guarantees. For the three months ended June 30, 2015, net charge-offs included \$15 million associated with the sale of \$456 million unpaid principal balance of interest-only and non-agency loans. As a percentage of the average loans held-for-investment, net charge-offs for the three months ended June 30, 2016 decreased to 0.62 percent from 1.49 percent for the three months ended June 30, 2015. Excluding the charge-offs associated with loan sales and loans with government guarantees, net charge-offs as a percentage of the average loans held-for-investment were 0.18 percent during the three months ended June 30, 2016, compared to 0.26 percent during the three months ended June 30, 2015.

## Comparison to Prior Year to Date

The provision (benefit) for loan losses was a benefit of \$16 million during the six months ended June 30, 2016, compared to a \$17 million benefit during the six months ended June 30, 2015. The \$16 million benefit resulted primarily from the sale of \$1.2 billion unpaid principal balance of performing residential first mortgage loans and \$110 million of unpaid principal balance of nonperforming, TDR and non-agency loans during the six months ended June 30, 2016. During the six months ended June 30, 2015, the provision (benefit) for loan losses included a net reduction in the allowance for loan losses relating to several loan sales, including a net reduction in the allowance relating to interest-only residential first mortgage loans, partially offset by an increase related to the growth in average loans held-for-investment loan portfolio.

Net charge-offs for the six months ended June 30, 2016 decreased to \$21 million, compared to \$58 million for the six months ended June 30, 2015. For the six months ended June 30, 2016 net charge-offs included \$8 million associated with the sale of \$110 million unpaid principal balance of nonperforming, TDR and non-agency loans and \$7 million of net charge-offs associated with loans with government guarantees. For the six months ended June 30, 2015, net charge-offs included \$51 million associated with the sale of \$787 million unpaid principal balance of nonperforming, TDR and non-agency loans. As a percentage of the average loans held-for-investment, net charge-offs for the six months ended June 30, 2016 decreased to 0.74 percent from 2.63 percent for the six months ended June 30, 2015. Excluding the charge-offs associated with loan sales and loans with government guarantees, net charge-offs as a percentage of the average loans held-for-investment were 0.44 percent during the six months ended June 30, 2016, compared to 0.34 percent during the six months ended June 30, 2015.

See the section captioned "Allowance for Loan Losses" in this discussion for further analysis of the provision (benefit) for loan losses.

## Noninterest Income

The following table sets forth the components of our noninterest income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)			
Net gain on loan sales	\$90	\$83	\$165	\$174
Loan fees and charges	19	19	34	36
Deposit fees and charges	6	6	12	12
Loan administration income	4	7	10	11
Net (loss) return on mortgage servicing rights	(4 )	9	(10 )	7
Net loss on sale of assets	—	(2 )	(2 )	(2 )
Representation and warranty benefit	4	5	6	7
Other noninterest income	9	(1 )	18	—
Total noninterest income	\$128	\$126	\$233	\$245

The following loans held-for-sale table provides information on our net gain on loan sales reported in our consolidated financial statements and loans sold within the period:

	Three Months Ended				
	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015
	(Dollars in millions)				
Mortgage rate lock commitments (fallout-adjusted) (1)	\$8,127	\$6,863	\$5,027	\$6,495	\$6,804
Net margin on mortgage rate lock commitments (fallout-adjusted) (1) (2)	1.04 %	0.96 %	0.92 %	1.05 %	1.22 %
Net gain on loan sales on HFS	\$85	\$66	\$46	\$68	\$83
Net (loss) return on the mortgage servicing rights	\$(4)	\$(6)	\$9	\$12	\$9
Gain on loan sales HFS + net (loss) return on the MSR	\$81	\$60	\$55	\$80	\$92
Residential loans serviced (number of accounts - 000's) (3)	358	340	361	369	378
Capitalized value of mortgage servicing rights	0.99 %	1.06 %	1.13 %	1.12 %	1.15 %
Loans sold and securitized	7,940	6,948	5,164	7,318	7,571
Net margin on loan sales	1.07 %	0.94 %	0.90 %	0.93 %	1.09 %

(1) Fallout adjusted refers to mortgage rate lock commitments which are adjusted by a percentage of mortgage loans in the pipeline that are not expected to close based on our historical experience and the level of interest rates.

(2) Gain on sale margin is based on net gain on loan sales related to held-for-sale loans to fallout-adjusted mortgage rate lock commitments.

(3) Includes serviced for own loan portfolio, serviced for others and subserviced for others loans.

#### Comparison to Prior Year Quarter

Total noninterest income was \$128 million during the three months ended June 30, 2016, which was a \$2 million increase from \$126 million during the three months ended June 30, 2015.

Net gain on loan sales increased \$7 million to \$90 million during the three months ended June 30, 2016, compared to \$83 million for the three months ended June 30, 2015. The increase was primarily due to a \$5 million gain resulting from the sale of performing loans held-for-investment and higher fallout-adjusted locks which increased to \$8.1 billion during the three months ended June 30, 2016, compared to \$6.8 billion in the three months ended June 30, 2015 driven by the low interest rate environment at the end of the second quarter in 2016. The fallout-adjusted net margin on mortgage rate lock commitments, excluding loans held-for-investment decreased 18 basis points to 1.04 percent during the three months ended June 30, 2016, compared to 1.22 percent for the three months ended June 30, 2015.

For the three months ended June 30, 2016 loan administration income decreased \$3 million to \$4 million, as compared to \$7 million for the three months ended June 30, 2015. The decrease was primarily due to a decrease in fees on loans subserviced for others.

Net loss on mortgage servicing rights was \$4 million for the three months ended June 30, 2016, compared to a return of \$9 million during the three months ended June 30, 2015. The \$13 million decrease was primarily due to higher prepayments and a higher anticipated prepayment assumption as a result of lower interest rates.

Other noninterest income increased \$10 million to \$9 million during the three months ended June 30, 2016, compared to a loss of \$1 million for the three months ended June 30, 2015. The improvement was primarily due to income

earned on our bank owned life insurance whose average balances increased along with lower adjustments related to assets and liabilities held at fair value.

#### Comparison to Prior Year to Date

Total noninterest income was \$233 million during the six months ended June 30, 2016, which was a \$12 million decrease from \$245 million during the six months ended June 30, 2015.

Net gain on loan sales decreased \$9 million during the six months ended June 30, 2016, as compared to the same period in 2015. The decrease was primarily due to lower net margin, partially offset by an increase in fallout-adjusted locks and to a \$14 million gain resulting from the sale of performing loans held-for-investment. Fallout adjusted locks increased to \$15.0 billion, compared to \$14.0 billion in the six months ended June 30, 2015, driven by the lower interest rate environment at the end of the second quarter in 2016. The fallout-adjusted net margin on mortgage rate lock commitments, excluding loans held-for-investment decreased 24 basis points to 1.00 percent during the six months ended June 30, 2016, compared to 1.24 percent for the six months ended June 30, 2015.

Net loss on mortgage servicing rights was \$10 million for the six months ended June 30, 2016, compared to a return of \$7 million during the six months ended June 30, 2015. The \$17 million decrease was primarily due to higher prepayments and a higher anticipated prepayment assumption as a result of lower interest rates.

Other noninterest income increased \$18 million during the six months ended June 30, 2016, compared to the six months ended June 30, 2015. The improvement was primarily due to income earned on our bank owned life insurance whose average balances increased along with lower adjustments related to assets and liabilities held at fair value.

#### Noninterest Expense

The following table sets forth the components of our noninterest expense:

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)			
Compensation and benefits	\$66	\$59	\$134	\$120
Commissions	14	11	24	21
Occupancy and equipment	21	20	43	40
Asset resolution	1	5	4	13
Federal insurance premiums	3	6	6	12
Loan processing expense	15	14	27	26
Legal and professional expense	6	8	15	17
Other noninterest expense	13	15	23	27
Total noninterest expense	\$139	\$138	\$276	\$276
Efficiency ratio	68.2 %	69.6 %	71.2 %	72.1 %

#### Comparison to Prior Year Quarter

Noninterest expense increased \$1 million to \$139 million during the three months ended June 30, 2016, compared to \$138 million during the three months ended June 30, 2015. The increase was primarily due to an increase in compensation, benefits and commissions as a result of increased headcount in support of our growth initiatives, higher stock compensation expense and increased business activity. These increases were partially offset by decreases in federal insurance premiums due to an improvement of our risk profile and lower asset resolution expenses.

#### Comparison to Prior Year to Date

Noninterest expense was \$276 million for both the six months ended June 30, 2016 and the six months ended June 30, 2015, which was primarily due to a \$14 million increase in compensation, benefits and commissions driven by investment in new strategic initiatives, higher stock compensation expense and increased business activity. This increase was partially offset by a \$9 million decrease in asset resolution expense primarily due to a decrease in default

servicing and foreclosure costs and a \$6 million decrease in federal insurance premiums due to an improvement our risk profile.

Other noninterest expense declined \$4 million for the six months ended June 30, 2016, compared to the six months ended June 30, 2015, primarily driven by lower litigation settlement expenses. Additionally, in the second quarter 2016, we had a litigation settlement expense of \$6 million related to the settlement of a class action lawsuit during the period which was offset by a favorable settlement with a vendor for which we were the plaintiff.



## Provision for Income Taxes

Our provision for income taxes for the three and six months ended June 30, 2016 was \$22 million and \$43 million, respectively, compared to a provision of \$28 million and \$46 million during the three and six months ended June 30, 2015, respectively. Our effective tax rate for the three and six months ended June 30, 2016 was 32.7 percent and 33.4 percent, respectively, compared to 37.2 percent and 37.0 percent for the three and six months ended June 30, 2015, respectively. The effective rate for the three and six months ended June 30, 2016 differs from the combined federal and state statutory tax rate primarily due to benefits associated with state tax settlements and non-taxable bank owned life insurance earnings, partially offset by an increase in warrant expense and other nondeductible expenses.

For further information relating to income taxes, see Note 15 of the Notes to the Consolidated Financial Statements, herein.

## OPERATING SEGMENTS

### Overview

For detail on each segment's objectives, strategies, and priorities, please read this section in conjunction with Note 19 of the Notes to Consolidated Financial Statements, herein, for a full understanding of our consolidated financial performance.

Effective January 1, 2016, we reorganized our reportable segments to align with our new management reporting structure and to align with our long-term strategy. All prior periods were reclassified to be consistent with the current presentation. Prior to the reorganization, representation and warranty reserves were reported in the Mortgage Servicing segment and the MSR asset and associated costs were reported in the Other segment. As a result of this change, representation and warranty reserves, as well as the MSR asset and associated costs are now reported in the Mortgage Originations segment.

The net income (loss) by operating segment is presented in the following table:

	Three Months Ended June 30, 2016		Six Months Ended June 30, 2015	
	2016	2015	2016	2015
	(Dollars in millions)			
Mortgage Originations	\$58	\$74	\$95	\$139
Mortgage Servicing	(3 )	(15 )	(12 )	(32 )
Community Banking	14	13	42	16
Other	(22 )	(26 )	(39 )	(45 )
Total net income	\$47	\$46	\$86	\$78

### Mortgage Originations

#### Comparison to Prior Year Quarter

The Mortgage Originations segment net income decreased \$16 million to \$58 million during the three months ended June 30, 2016, compared to \$74 million in the three months ended June 30, 2015, primarily due to a \$13 million lower net return on MSRs resulting from increased runoff related to lower interest rates and increased expectations for

prepayments.

#### Comparison to Prior Year to Date

The Mortgage Originations segment reported a net income of \$95 million for the six months ended June 30, 2016, compared to net income of \$139 million for the six months ended June 30, 2015, primarily driven by a \$27 million decrease in net gain on loan sales due to a decrease in originations and a \$17 million lower net return on MSRs resulting from increased runoff related to lower interest rates and increased expectations for prepayments.

## Mortgage Servicing

### Comparison to Prior Year Quarter

The Mortgage Servicing segment reported a net loss of \$3 million for the three months ended June 30, 2016, compared to a net loss of \$15 million for the three months ended June 30, 2015. The \$12 million improvement resulted from a \$7 million decrease in other noninterest expense primarily due to lower legal expenses, a \$4 million decrease in asset resolution expense due to a decrease in default servicing expenses and foreclosure costs, as well as an increase in net interest income due to an increase in average company controlled deposits.

### Comparison to Prior Year to Date

The Mortgage Servicing segment reported a net loss of \$12 million for the six months ended June 30, 2016, compared to a net loss of \$32 million for the six months ended June 30, 2015. The \$20 million improvement resulted from an \$8 million decrease in other noninterest expense primarily due to lower legal expenses, an \$8 million decrease in asset resolution expense primarily due to a decrease in default servicing expenses and foreclosure costs, as well as an increase in net interest income primarily due to an increase in average company controlled deposits.

## Community Banking

### Comparison to Prior Year Quarter

During the three months ended June 30, 2016, the Community Banking segment reported net income of \$14 million, compared to \$13 million for the three months ended June 30, 2015. The increase in net income was primarily due a \$19 million increase in net interest and noninterest income partially offset by \$10 million lower (provision) benefit for loan losses and an increase in noninterest expenses. Net interest income increased primarily due to growth in our commercial loan balances, partially offset by lower interest rates and a decrease in residential mortgage loan volume due to sales. Gain on sale increased \$7 million primarily due to a gain resulting from the sale of performing loans held-for-investment. The lower (provision) benefit for loan losses was driven primarily by the benefit recognized in the second quarter of 2015 relating to several loan sales, including a net reduction in the allowance relating to interest-only residential first mortgage loans. Other noninterest expenses increased primarily due to the settlement of a class action lawsuit increased compensation, benefits and commissions in support of our growth initiatives.

### Comparison to Prior Year to Date

During the six months ended June 30, 2016, the Community Banking segment reported net income of \$42 million, compared to \$16 million for the six months ended June 30, 2015. The \$26 million increase in net income was primarily due to a \$39 million increase in net interest and noninterest income partially offset by an increase in other noninterest expense. Net interest income increased primarily due to growth in our commercial loan balances, partially offset by a decrease in residential mortgage loan balances due to sales. The gain on loan sale increased \$19 million primarily driven by the sale of performing residential first mortgage loans out of the held-for-investment portfolio during the six months ended June 30, 2016. Other noninterest expenses increased primarily due to the settlement of a class action lawsuit, increased compensation and benefits, and commissions in support of our growth initiatives.

## Other

### Comparison to Prior Year Quarter

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For the three months ended June 30, 2016, the Other segment net loss was \$22 million, as compared to a net loss of \$26 million for the three months ended June 30, 2015. The \$4 million improvement was primarily due to a \$6 million lower income tax expense driven by state tax settlements in the quarter, partially offset by \$3 million in higher noninterest expense. Higher noninterest income primarily driven by lower fair value adjustments and an increase in BOLI income was offset by a decrease in net interest income due to higher average outstanding FHLB advances.

### Comparison to Prior Year to Date

For the six months ended June 30, 2016, the Other segment net loss was \$39 million compared to \$45 million for the six months ended June 30, 2015. The \$6 million improvement was primarily due to an increase of \$15 million in other

noninterest income, primarily due to lower fair value adjustments and an increase in BOLI income, partially offset by a \$9 million reduction in net interest income primarily due to higher average outstanding FHLB advances.

## RISK MANAGEMENT

Like all financial services companies, we engage in certain business activities and assume the related risks. The risks we are subject to, in the normal course of business, include, but are not limited to, credit, regulatory compliance, legal, reputation, liquidity, market, operational and strategic. Our risk management activities are focused on ensuring we properly identify, measure, and manage such risks across the entire enterprise to maintain safety and soundness and maximize profitability. We hold capital to protect from the risk of unexpected loss.

A comprehensive discussion of risk management and capital matters affecting us can be found in the Risk Factors section included in this document. Some of the more significant processes used to manage and control credit, liquidity, market, operational and capital risks are described in the following paragraphs.

### Credit Risk

Credit risk is the risk of loss to us arising from an obligor's inability or failure to meet contractual payment or performance terms. Like other financial services institutions, we make loans, extend credit, purchase securities, and enter into financial derivative contracts, all of which have related credit risk. The majority of our credit risk is associated with lending activities, as the acceptance and management of credit risk is central to profitable lending.

### Mortgage Originations

Our Mortgage Originations segment originates, acquires and sells one-to-four family residential mortgage loans. We sell substantially all of the residential mortgage loans we produce into the secondary market on a whole loan basis or securitizing the loans into mortgage-backed securities with the agencies. We utilize production channels to originate or acquire mortgage loans and each production channel originates mortgage loan products which are underwritten to the same standards. We expect to continue to leverage technology to streamline the mortgage origination process, thereby bringing service and convenience to brokers and correspondents. We also continue to make available to our customers various web-based tools that facilitate the mortgage loan origination process through each of our production channels. Brokers and correspondents are able to register and lock loans, check the status of inventory, deliver documents in electronic format, generate closing documents, and request funds through the Internet. Funding for our Mortgage Originations segment is provided primarily by deposits held in our Community Banking segment and borrowings.

**Correspondent.** In a correspondent transaction, an unaffiliated bank or mortgage company completes the loan paperwork and also supplies the funding for the loan at closing. After the bank or mortgage company has funded the transaction, we purchase the loan at a market price. We perform a full review of each loan, whether purchased in bulk or not, purchasing only those that were originated in accordance with our underwriting guidelines. We have active correspondent relationships with 708 companies, including banks, credit unions and mortgage companies located in all 50 states.

**Broker.** In a broker transaction, an unaffiliated bank or mortgage brokerage company completes several steps of the loan origination process including the loan paperwork, but the loans are underwritten on a loan-level basis to our underwriting standards and we supply the funding for the loan at closing (also known as "table funding") thereby becoming the lender of record. Currently, we have active broker relationships with 527 mortgage brokers, credit unions and mortgage brokerage companies located in all 50 states.

Retail. Our retail channel combines two business lines, home lending and direct-to-consumer. In a home lending transaction, loans are originated through our nationwide network of stand-alone home loan centers. At June 30, 2016, we maintained 29 retail locations in 21 states. In a direct-to-consumer lending transaction, loans are originated through our Community Banking segment banking centers and from a national direct-to-consumer call center. When loans are originated on a retail basis, most aspects of the lending process are completed internally, including the origination documentation (inclusive of customer disclosures), as well as the funding of the transactions. Our centralized loan processing provides efficiencies and allows lending sales staff to focus on originations.

We are a leading national originator of mortgage loans based on our residential first mortgage loan originations. The following tables disclose residential first mortgage loan originations by channel, type and mix for each respective period:

	Three Months Ended June 30, 2016				
	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015
	(Dollars in millions)				
Correspondent	\$6,200	\$ 4,761	\$ 4,115	\$ 5,584	\$ 5,818
Broker	1,625	1,270	1,406	1,930	2,170
Retail	496	312	294	353	450
Total	\$8,321	\$ 6,343	\$ 5,815	\$ 7,867	\$ 8,438
Purchase originations	\$3,837	\$ 2,688	\$ 2,875	\$ 4,357	\$ 3,816
Refinance originations	4,484	3,655	2,940	3,510	4,622
Total	\$8,321	\$ 6,343	\$ 5,815	\$ 7,867	\$ 8,438
Conventional	\$4,763	\$ 3,799	\$ 3,351	\$ 4,452	\$ 5,152
Government	2,060	1,525	1,416	1,908	1,710
Jumbo	1,498	1,019	1,048	1,507	1,576
Total	\$8,321	\$ 6,343	\$ 5,815	\$ 7,867	\$ 8,438

#### Mortgage Servicing

The Mortgage Servicing segment services and subservices mortgage loans for others on a fee for service basis and may also collect ancillary fees and earn income through the use of noninterest bearing escrows. The Mortgage Servicing segment services residential mortgages for our own held-for-investment loan portfolio in the Community Banking segment for which it earns revenue via an intercompany service fee allocation. The segment also services and subservices loans for others, which primarily includes servicing Agency loans. Revenue for those serviced and subserviced loans is earned on a contractual fee basis, with the fees varying based on our responsibilities and the status of the underlying loans.

The following table presents the unpaid principal balance (net of write downs) of residential loans serviced and the number of accounts associated with those loans. We are a top 25 mortgage servicer in the nation.

	June 30, 2016		December 31, 2015	
	Amount	Number of accounts	Amount	Number of accounts
	(Dollars in millions)			
Residential loan servicing				
Serviced for own loan portfolio (1)	\$5,379	29,520	\$6,088	30,683
Serviced for others	30,443	134,266	26,145	118,662
Subserviced for others (2)	38,000	194,209	40,244	211,740
Total residential loans serviced (2)	\$73,822	357,995	\$72,477	361,085

(1) Includes loans held-for-investment (residential first mortgage, second mortgage, and HELOC), loans held-for-sale (residential first mortgage), loans with government guarantees and repossessed assets.

(2) Does not include temporary short-term subservicing performed as a result of sales of servicing-released mortgage servicing rights. Includes repossessed assets.





## Loans held-for-investment

Loans held-for-investment decreased from \$6.4 billion at December 31, 2015, to \$5.8 billion at June 30, 2016. This decrease was primarily due to a \$1.0 billion decrease in performing residential first mortgage loans from loan sales of \$1.2 billion unpaid principal balance resulting from a change in management's intent, partially offset by an increase in our higher spread, relationship-based commercial loan portfolio.

For further information relating to the concentration of credit of our loans held-for-investment, see Note 5 of the Notes to the Consolidated Financial Statements, herein.

Residential first mortgage loans. We originate or purchase various types of conforming and non-conforming fixed and adjustable rate loans underwritten using Fannie Mae and Freddie Mac guidelines for the purpose of purchasing or refinancing owner occupied and second home properties. The LTV requirements vary depending on occupancy, property type, loan amount, and FICO. Loans with LTVs exceeding 80 percent are required to obtain mortgage insurance.

At June 30, 2016, the largest geographic concentrations of our residential first mortgage loans in our held-for-investment portfolio were in California, Michigan and Florida, which represented 53.8 percent of such loans outstanding.

The following table identifies our held-for-investment residential mortgages by major category, at June 30, 2016 and December 31, 2015:

	Unpaid Principal Balance (1)	Average Note Rate	Average Original FICO Score	Average Current FICO Score (2)	Weighted Average Maturity (months)	Average Original LTV Ratio	Housing Price Index LTV, as recalculated (3)
June 30, 2016 (Dollars in millions)							
Residential first mortgage loans							
Amortizing	\$1,984	3.48 %	753	754	319	66.6 %	57.8 %
Interest-only (4)	66	3.68 %	758	761	323	60.4 %	52.1 %
Other (5)	11	3.48 %	710	730	262	68.8 %	60.1 %
Total residential first mortgage loans	\$2,061	3.48 %	753	754	319	66.4 %	57.6 %
December 31, 2015							
Residential first mortgage loans							
Amortizing	\$2,999	3.52 %	752	752	304	68.3 %	62.5 %
Interest-only (4)	64	3.48 %	753	755	320	62.0 %	55.1 %
Other (5)	13	3.29 %	710	728	268	69.0 %	62.1 %
Total residential first mortgage loans	\$3,076	3.52 %	752	752	304	68.2 %	62.4 %

(1) Unpaid principal balance, net of write downs, does not include premiums or discounts.

(2) Current FICO scores obtained at various times during the six months ended June 30, 2016.

(3) The HPI LTV is updated from the original LTV based on Metropolitan Statistical Area-level, Office of Federal Housing Enterprise Oversight ("OFHEO") data as of March 31, 2016.

(4) Includes only those loans that are currently in the interest-only phase of repayment. Loans originated as interest-only that are now amortizing are included in amortizing loans.

(5) Primarily Option ARMs.



The following table identifies our residential first mortgage loans held-for-investment by major category, at June 30, 2016:

June 30, 2016	Unpaid Principal Balance (1)	Average Note Rate	Average Original FICO Score	Average Current FICO Score (2)	Weighted Average Maturity (months)	Average Original LTV Ratio	Housing Price Index LTV, as recalculated (3)
(Dollars in millions)							
Residential first mortgage loans							
Amortizing							
3/1 ARM	\$58	3.84 %	706	706	218	75.7 %	55.9 %
5/1 ARM	743	3.15 %	758	759	315	63.4 %	54.3 %
7/1 ARM	796	3.30 %	766	767	349	65.4 %	58.9 %
Other ARM	136	3.45 %	744	750	333	73.6 %	55.2 %
Fixed mortgage loans	251	4.92 %	716	711	257	73.6 %	65.2 %
Total amortizing	1,984	3.48 %	753	754	319	66.6 %	57.8 %
Interest-only							
3/1 ARM	1	3.26 %	632	710	255	69.4 %	64.4 %
5/1 ARM	10	3.24 %	733	729	269	70.0 %	77.7 %
7/1 ARM	1	3.13 %	694	712	247	53.4 %	51.9 %
Other ARM	49	3.43 %	772	776	344	56.4 %	43.1 %
Other interest-only	6	6.50 %	711	705	269	77.2 %	82.3 %
Interest-only (4)	66	3.68 %	758	761	323	60.4 %	52.1 %
Other (5)	11	3.48 %	710	730	262	68.8 %	60.1 %
Total residential first mortgage loans	\$2,061	3.48 %	753	754	319	66.4 %	57.6 %

(1) Unpaid principal balance, net of write downs, does not include premiums or discounts.

(2) Current FICO scores obtained at various times during the six months ended June 30, 2016.

(3) The HPI LTV is updated from the original LTV based on Metropolitan Statistical Area-level OFHEO data as of March 31, 2016.

(4) Includes only those loans that are currently in the interest-only phase of repayment. Loans originated as interest-only that are now amortizing are included in amortizing loans.

(5) Primarily Option ARMs.

Adjustable-rate mortgage loans. Adjustable rate mortgage ("ARM") loans held-for-investment were originated using Fannie Mae and Freddie Mac guidelines as a base framework, and the debt-to-income ratio guidelines and documentation typically followed the automated underwriting system guidelines. Our underwriting guidelines were designed with the intent to minimize layered risk. The maximum ratios allowable for purposes of both the LTV ratio and the combined loan-to-value ("CLTV") ratio, which includes second mortgages on the same collateral, was 95 percent, but subordinate (or second mortgage) financing was not allowed over a 95 percent LTV ratio. At a 95 percent LTV ratio with private mortgage insurance, the minimum acceptable FICO score, or the "floor," was 620, and at lower LTV ratio levels, the FICO floor was also 620.

Set forth below as of June 30, 2016, are the amounts of the ARM loans in our held-for-investment loan portfolio with interest rate reset dates in the periods noted. As noted in the above table, loans may reset more than once over a three-year period and nonperforming loans do not reset while in the nonperforming status. Accordingly, the table below may include the same loans in more than one period. In addition, the table below excludes purchased loan portfolios.

1<sup>st</sup> Quarter 2<sup>nd</sup> Quarter 3<sup>rd</sup> Quarter 4<sup>th</sup> Quarter

(Dollars in millions)

2016 (1)	N/A	N/A	\$ 124	\$ 117
2017	\$121	125	130	120
2018	123	126	133	122
Later years (2)	373	603	790	867

N/A - Not applicable

(1) Reflects loans that have reset through June 30, 2016.

(2) Later years reflect one reset period per loan.

Second mortgage loans. The majority of second mortgages we currently originate are closed in conjunction with the closing of the residential first mortgages originated by us. We generally require the same levels of documentation and ratios as with our residential first mortgages. Our current allowable debt-to-income ratio for approval of second mortgages is capped at 43 percent. We currently limit the maximum CLTV to 80 percent and FICO scores to a minimum of 680. Current fixed rate loans are available with terms up to 15 years. The second mortgage loans require full documentation and are underwritten and priced to ensure high credit quality and loan profitability.

Home Equity Line of Credit loans. Underwriting guidelines for our HELOC originations have been established to attract higher credit quality loans with long-term profitability. The minimum FICO is 680, maximum CLTV up to 89 percent, and the maximum debt-to-income ratio is 43 percent. HELOCs are adjustable-rate loans that generally contain a 10-year interest-only draw period followed by a 20-year amortizing period. We also offer HELOC loans for a term period of five to 15 years to repay. The minimum FICO is 680, maximum CLTV up to 89 percent, and the maximum debt-to-income ratio is 43 percent. Included in HELOC loans are interest-only loans. At June 30, 2016, the unpaid principal balance of our interest-only mortgage loans was \$66 million.

Commercial loans held-for-investment. During the six months ended June 30, 2016, we have continued to grow our longer term commercial real estate and commercial and industrial loans. Our Business and Commercial Banking group includes relationships with relationship managers primarily throughout Michigan's major markets. Our commercial loans held-for-investment totaled \$3.2 billion at June 30, 2016 and \$2.7 billion at December 31, 2015. The portfolio consists of three loan types: commercial real estate, commercial and industrial, and warehouse loans, each of which is discussed in more detail below.

The following table identifies the commercial loans held-for-investment portfolio by loan type and selected criteria at June 30, 2016 and December 31, 2015:

Commercial Loans Held-for-Investment

	June 30, 2016			December 31, 2015		
	Balance	Average Note Rate		Balance	Average Note Rate	
(Dollars in millions)						
Commercial real estate loans:						
Fixed rate	\$56	4.8 %		\$52	4.9 %	
Adjustable rate	927	2.9 %		769	2.8 %	
Total commercial real estate loans (1)	983			821		
Net deferred fees and other	(7 )			(7 )		
Total commercial real estate loans, net	\$976			\$814		
Commercial and industrial loans:						
Fixed rate	\$51	4.8 %		\$44	4.7 %	
Adjustable rate	569	3.4 %		512	3.0 %	
Total commercial and industrial loans	620			556		
Net deferred fees and other	(5 )			(4 )		
Total commercial and industrial loans, net	\$615			\$552		
Warehouse loans:						
Adjustable rate	\$1,676	3.5 %		\$1,367	3.4 %	
Net deferred fees and other	(25 )			(31 )		
Total warehouse loans, net	\$1,651			\$1,336		
Total commercial loans:						
Fixed rate	\$107	4.8 %		\$96	4.8 %	
Adjustable rate	3,172	3.1 %		2,648	3.1 %	
Total commercial loans	3,279			2,744		
Net deferred fees and other	(37 )			(42 )		
Total commercial loans, net	\$3,242			\$2,702		

(1) Includes \$221 million and \$188 million, respectively, of commercial owner occupied real estate loans at June 30, 2016 and December 31, 2015.

Commercial real estate loans. Our commercial real estate held-for-investment loan portfolio is comprised of loans that are collateralized by real estate properties intended to be income-producing in the normal course of business. This portfolio also includes owner occupied real estate loans, in addition to home builder loans.

The following table discloses our total unpaid principal balance (net of write downs) of commercial real estate held-for-investment loans by borrower geographic concentration and collateral type at June 30, 2016:

Collateral Type	State				Total (1)
	Michigan	California	Florida	Other	
	(Dollars in millions)				
Retail	\$127	\$ 29	\$ 9	\$21	\$186
Office	155	—	7	—	162
Apartments	117	—	—	39	156
Industrial	113	—	10	4	127
Hotel/motel	52	—	—	—	52
Single family residence, which includes land	14	20	—	14	48
Shopping Center	41	—	—	—	41
Senior living facility	37	—	—	—	37
Non Profit	32	—	—	—	32
Other	100	11	13	18	142
Total	\$788	\$ 60	\$ 39	\$96	\$983
Percent	80.1 %	6.1 %	4.0 %	9.8 %	100.0%

(1) Unpaid principal balance, net of write downs, does not include premiums or discounts.

(2) Includes \$221 million and \$188 million, respectively, of commercial owner occupied real estate loans at June 30, 2016 and December 31, 2015.

Commercial and industrial loans. Commercial and industrial held-for-investment loan facilities typically include lines of credit and term loans to small and middle market businesses for use in normal business operations to finance working capital needs, equipment purchases, and expansion projects. Most of our commercial and industrial loans earn interest at a variable rate and we offer our customers the ability to enter into interest rate swaps for which we offset our risk by entering into offsetting market trades.

Warehouse lending. We also offer warehouse lines of credit to other mortgage lenders. These allow the lender to fund the closing of residential first mortgage loans. Each extension or draw-down on the line is collateralized by mortgage loans being funded and is paid off once the underlying loan is sold to an outside investor which may be ourselves. Underlying mortgage loans are predominately originated using the agencies' underwriting standards. We believe we are increasing market share in the warehouse lending market through our strategic initiative to increase lending to customers who originate loans they then sell to outside third party investors. The aggregate committed amount of adjustable rate warehouse lines of credit granted to other mortgage lenders at June 30, 2016 was \$2.4 billion, of which \$1.7 billion was outstanding, compared to \$2.2 billion at December 31, 2015, of which \$1.3 billion was outstanding.

#### Credit Quality

Management considers a number of qualitative and quantitative factors in assessing the level of our allowance for loan losses. See the section captioned "Allowance for Loan Losses" in this discussion. As illustrated in the following tables, trends in certain credit quality characteristics such as nonperforming loans and past due statistics have shown improvement. This is predominantly a result of the nonperforming and TDR loan sales, as well as run off of the legacy portfolios and the addition of new loans with strong credit characteristics to the held-for-investment portfolio.

The following table sets forth certain information about our nonperforming assets as of the end of each of the last five quarters:

## NONPERFORMING LOANS AND ASSETS

	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015
	(Dollars in millions)				
Nonperforming loans held-for-investment	\$23	\$ 27	\$ 31	\$ 37	\$ 41
Nonperforming TDRs	6	6	7	6	11
Nonperforming TDRs at inception but performing for less than six months	15	20	28	20	13
Total nonperforming loans held-for-investment (1)	44	53	66	63	65
Real estate and other nonperforming assets	19	14	17	17	18
Nonperforming assets held-for-investment, net	\$63	\$ 67	\$ 83	\$ 80	\$ 83
Ratio of nonperforming assets to total assets	0.46%	0.49 %	0.61 %	0.64 %	0.69 %
Ratio of nonperforming loans held-for-investment to loans held-for-investment	0.76%	0.95 %	1.05 %	1.15 %	1.22 %
Ratio of allowance for loan losses to loans held-for-investment (2)	2.62%	2.93 %	3.00 %	3.66 %	4.31 %
Ratio of allowance for loan losses to LHFIs and loans with government guarantees (2)	2.43%	2.70 %	2.78 %	3.34 %	3.86 %
Ratio of net charge-offs to average loans held-for-investment (annualized) (2)	0.62%	0.86 %	0.62 %	1.84 %	1.49 %
Ratio of nonperforming assets to loans held-for-investment and repossessed assets	1.09%	1.20 %	1.32 %	1.45 %	1.55 %
Ratio of nonperforming assets to Tier 1 capital + allowance for loan losses	3.79%	4.15 %	5.12 %	5.03 %	5.42 %

Does not include nonperforming loans held-for-sale of \$5 million, \$6 million, \$12 million, \$14 million and \$14 million at June 30, 2016, March 31, 2016, December 31, 2015, September 30, 2015 and June 30, 2015, respectively.

(2) Excludes loans carried under the fair value option.

## Past due loans held-for-investment

For all portfolios within the consumer and commercial loan portfolio, loans are placed on nonaccrual status when any portion of principal or interest is 90 days past due (or nonperforming), or earlier when we become aware of information indicating that collection of principal and interest is in doubt. While it is the goal of management to collect on loans, we attempt to work out a satisfactory repayment schedule or modification with past due borrowers and will undertake foreclosure proceedings if the delinquency is not satisfactorily resolved. Our practices regarding past due loans are designed to both assist borrowers in meeting their contractual obligations and minimize losses incurred by the bank. When a loan is placed on nonaccrual status, the accrued interest income is reversed. Loans return to accrual status when principal and interest become current and are anticipated to be fully collectible. At June 30, 2016, we had \$51 million of past due loans held-for-investment. Of those past due loans, \$44 million loans were nonperforming. At December 31, 2015, we had \$80 million of past due loans held-for-investment. Of those past due loans, \$66 million loans were nonperforming. The decrease from December 31, 2015 to June 30, 2016 was primarily due to the sale of nonperforming residential first mortgage loans.



Consumer loans. As of June 30, 2016, nonperforming consumer loans decreased from December 31, 2015, primarily due to the sale of nonperforming residential first mortgage loans. Net charge-offs in consumer loans totaled \$9 million and \$21 million for the three and six months ended June 30, 2016, respectively, compared to \$18 million and \$60 million during the three and six months ended June 30, 2015, respectively, primarily due to the charge-offs of \$8 million and \$51 million related to the sale or transfer of loans during the six months ended June 30, 2016 and June 30, 2015, respectively.

Commercial loans. As of June 30, 2016, there were no nonperforming commercial loans, compared to \$2 million at December 31, 2015. There were no net charge-offs in commercial loans for the six months ended June 30, 2016, compared to recoveries of \$2 million for the six months ended June 30, 2015.

The following table sets forth information regarding past due loans held-for-investment at the dates listed:

Days Past Due	June 30, December 31,	
	2016	2015
	(Dollars in millions)	
30 – 59 days		
Consumer loans		
Residential first mortgage	\$3	\$ 7
HELOC	2	2
Other	—	1
Total 30-59 days past due	5	10
60 – 89 days		
Consumer loans		
Residential first mortgage	1	3
HELOC	1	1
Total 60-89 days past due	2	4
90 days or greater		
Consumer loans		
Residential first mortgage	32	53
Second mortgage	3	2
HELOC	9	9
Commercial loans		
Commercial and industrial	—	2
Total 90 days or greater past due (1)	44	66
Total past due loans	\$51	\$ 80

(1) Includes performing nonaccrual loans that are less than 90 days delinquent and for which interest cannot be accrued.

The \$29 million decrease in total past due loans at June 30, 2016, compared to December 31, 2015 was primarily due to improved asset quality coupled with the sale of \$20 million nonperforming residential first mortgage loans during the six months ended June 30, 2016. The 30 to 59 days past due loans decreased to \$5 million at June 30, 2016, compared to \$10 million at December 31, 2015, primarily driven by improved asset quality.

The following table sets forth information regarding loans held-for-investment and nonperforming loans (i.e., 90 days or greater past due loans) as to which we have ceased accruing interest:

	June 30, 2016		As a % of		As a % of	
	Loans Held-for-Investment	Nonaccrual Loans	Loan Specified Portfolio		Nonaccrual Loans	
	(Dollars in millions)					
Consumer loans						
Residential first mortgage	\$2,075	\$ 32	1.5 %		72.7 %	
Second mortgage	127	3	2.4 %		6.8 %	
HELOC	346	9	2.6 %		20.5 %	
Other consumer	32	—	— %		— %	
Total consumer loans	2,580	44	1.7 %		100.0 %	
Commercial loans						
Commercial real estate	976	—	— %		— %	
Commercial and industrial	615	—	— %		— %	
Warehouse lending	1,651	—	— %		— %	
Total commercial loans	3,242	—	— %		— %	
Total loans (1)	\$5,822	\$ 44	0.8 %		100.0 %	
Less allowance for loan losses	(150 )					
Total loans held-for-investment, net	\$5,672					

(1) Includes \$10 million of nonaccrual loans carried under the fair value option at June 30, 2016.

#### Troubled debt restructurings (held-for-investment)

The following table provides a summary of TDRs by performing status:

	TDRs Held-for-Investment		
	Performing	Nonperforming	Total
	(Dollars in millions)		
June 30, 2016			
Consumer loans (1)	\$ 72	\$ 21	\$ 93
Commercial loans (2)	1	—	1
Total TDRs	\$ 73	\$ 21	\$ 94
December 31, 2015			
Consumer loans (1)	\$ 101	\$ 35	\$ 136
Commercial loans (2)	—	—	—
Total TDRs	\$ 101	\$ 35	\$ 136

Consumer loans include: residential first mortgage, second mortgage, HELOC and other consumer loans. The (1) allowance for loan losses on consumer TDR loans totaled \$12 million and \$15 million at June 30, 2016 and December 31, 2015, respectively.

(2) Commercial loans include: commercial real estate, commercial and industrial and warehouse loans.

Troubled debt restructurings ("TDRs") are modified loans in which a borrower demonstrates financial difficulties and for which a concession has been granted. The decrease of \$42 million in our total TDR loans at June 30, 2016, compared to December 31, 2015 was primarily due to the sale of TDR loans during the six months ended June 30, 2016. Nonperforming TDRs were 48.3 percent and 53.4 percent of total nonperforming loans at June 30, 2016 and

December 31, 2015, respectively.

Nonperforming TDRs are included in nonaccrual loans. TDRs remain in nonperforming status until a borrower has made at least six consecutive months of payments under the modified terms. Performing TDRs are excluded from nonaccrual loans because it is reasonably assured that all contractual principal and interest due under the restructured terms will be collected. Within consumer nonperforming loans, residential first mortgage TDRs were 40 percent of residential first mortgage nonperforming loans at June 30, 2016, compared to 51 percent at December 31, 2015.

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The following table sets forth the activity during each of the periods presented with respect to performing TDRs and nonperforming TDRs:

	Three Months Ended June 30, 2016		Six Months Ended June 30, 2015	
(Dollars in millions)				
Performing				
Beginning balance	\$74	\$111	\$101	\$362
Additions	2	24	7	51
Transfer to nonperforming TDR	(4 )	(2 )	(6 )	(5 )
Transfer from nonperforming TDR	4	1	5	1
Principal repayments	(1 )	(1 )	(2 )	(2 )
Reductions (1)	(2 )	(25 )	(32 )	(299 )
Ending balance	\$73	\$108	\$73	\$108
Nonperforming				
Beginning balance	\$27	\$28	\$35	\$46
Additions	1	7	5	10
Transfer from performing TDR	4	2	6	5
Transfer to performing TDR	(4 )	(1 )	(5 )	(1 )
Principal repayments	(1 )	—	—	—
Reductions (1)	(6 )	(12 )	(20 )	(36 )
Ending balance	\$21	\$24	\$21	\$24

(1) Includes loans paid in full or otherwise settled, sold or charged-off.

#### Allowance for Loan Losses

The allowance for loan losses represents management's estimate of probable losses that are inherent in our loans held-for-investment portfolio but which have not yet been realized. The consumer loan portfolio includes residential first mortgages, second mortgages, HELOC, and other consumer loans. The commercial loan portfolio includes commercial real estate, commercial and industrial and warehouse lending. See Note 5 to the Consolidated Financial Statements for further information.

The allowance for loan losses decreased \$37 million to \$150 million at June 30, 2016, compared to \$187 million at December 31, 2015. The decrease from December 31, 2015 was primarily driven by a decrease in the amount of residential first mortgage loans as a result of sales along with the sale of \$110 million unpaid principal balance of nonperforming, TDR and non-agency loans during the six months ended June 30, 2016.

The allowance for loan losses as a percentage of loans held-for-investment decreased to 2.6 percent as of June 30, 2016 from 3.0 percent as of December 31, 2015. At June 30, 2016, we had a 4.5 percent allowance coverage of our consumer loan portfolio. The commercial loan allowance for loan losses coverage ratio was 1.2 percent at June 30, 2016, reflecting the percentage of warehouse loans in the portfolio and improved level of overall quality.

The following tables set forth certain information regarding the allocation of our allowance for loan losses to each loan category:

	June 30, 2016			Allowance	
	Loans	Percent	Allowance	as a	
	Held-for-	of	Amount	Percent of	
	Investment	Investment		Loan	
	Portfolio	Portfolio		Portfolio	
	(Dollars in millions)				
Consumer loans					
Residential first mortgage (1)	\$2,070	36.1 %	\$ 81	3.9 %	
Second mortgage	88	1.5 %	10	11.4 %	
HELOC	302	5.3 %	20	6.6 %	
Other	32	0.6 %	1	3.1 %	
Total consumer loans	2,492	43.5 %	112	4.5 %	
Commercial loans					
Commercial real estate	976	17.0 %	19	1.9 %	
Commercial and industrial	615	10.7 %	11	1.8 %	
Warehouse lending	1,651	28.8 %	8	0.5 %	
Total commercial loans	3,242	56.5 %	38	1.2 %	
Total consumer and commercial loans (2)	\$5,734	100.0 %	\$ 150	2.6 %	

(1) Includes the allowance related to loans with government guarantees.

(2) Excludes loans carried under the fair value option.

## ACTIVITY IN THE ALLOWANCE FOR LOAN LOSSES

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)			
Beginning balance	\$162	\$253	\$187	\$297
Provision (benefit) for loan losses	(3 )	(13 )	(16 )	(17 )
Charge-offs				
Consumer loans				
Residential first mortgage	(8 )	(19 )	(19 )	(60 )
Second mortgage	(1 )	(1 )	(2 )	(2 )
HELOC	—	—	(1 )	(1 )
Other consumer	(1 )	(1 )	(2 )	(1 )
Total charge offs	(10 )	(21 )	(24 )	(64 )
Recoveries				
Consumer loans				
Residential first mortgage	1	1	1	2
Second mortgage	1	1	1	1
HELOC	(1 )	—	—	—
Other consumer	—	1	1	1
Total consumer loans	1	3	3	4
Commercial loans				
Commercial real estate	—	—	—	2
Total recoveries	1	3	3	6
Charge-offs, net of recoveries	(9 )	(18 )	(21 )	(58 )
Ending balance	\$150	\$222	\$150	\$222
Net charge-off to LHFI ratio (1)	0.62 %	1.49 %	0.74 %	2.63 %
Net charge-off ratio, adjusted (1) (2)	0.18 %	0.26 %	0.44 %	0.34 %

(1) Excludes loans carried under the fair value option.

Excludes charge-offs of \$2 million and \$15 million related to the sale or transfer of loans during the three months ended June 30, 2016 and June 30, 2015, respectively, and \$8 million and \$51 million related to the sale or transfer (2) of loans during the six months ended June 30, 2016 and June 30, 2015, respectively. Also excludes charge-offs related to loans with government guarantees of \$4 million and \$7 million during the three and six months ended June 30, 2016.

## Liquidity Risk

Liquidity risk is the risk that we will not have sufficient funds to meet current and future cash flow needs as they become due. The liquidity of a financial institution reflects our ability to meet loan requests, to accommodate possible outflows in deposits and to take advantage of interest rate and market opportunities. The ability of a financial institution to meet current financial obligations is a function of the balance sheet structure, the ability to liquidate assets, and access to various sources of funds.

We primarily originate agency-eligible loans held-for-sale and therefore the majority of new residential first mortgage loan originations are readily convertible to cash, either by selling them as part of our monthly agency sales, private party whole loan sales, or by pledging them to the Federal Home Loan Bank of Indianapolis and borrowing against them. We use the Federal Home Loan Bank of Indianapolis as a significant source for funding our residential mortgage banking business due to our flexibility in terms of being able to borrow or repay borrowings as daily cash

needs require.

Our principal uses of funds include loan originations and operating expenses. At June 30, 2016, we had outstanding rate-lock commitments of \$6.4 billion, compared to \$3.8 billion at December 31, 2015. Fallout-adjusted mortgage rate lock commitments are adjusted by a percentage of mortgage loans in the pipeline that are not expected to close based on previous historical experience and the level of interest rates. The increase in fallout adjusted locks was driven by the lower interest rate environment at June 30, 2016. Total commitments were \$8.3 billion at June 30, 2016 and \$5.5 billion at December 31, 2015. See Note 17 to the Consolidated Financial Statements for further information on commitments.



The amount we can borrow, or the value we receive for the assets pledged to our liquidity providers, varies based on the amount and type of pledged collateral as well as the perceived market value of the assets and the "haircut" of the market value of the assets. That value is sensitive to the pricing and policies of our liquidity providers and can change with little or no notice.

In addition to operating expenses at a particular level of mortgage originations, our cash flows are fairly predictable and relate primarily to the funding cash outflows to originate or purchase residential first mortgages and cash inflows from sales of those residential first mortgages. Our mortgage warehouse funding line of business also generates cash flows as funds are extended to correspondent relationships to close new loans. Those loans are repaid when the correspondent sells the loan. Other material cash flows relate to growing our commercial lines of business and the loans we service for others and consist primarily of monthly principal, interest, taxes and insurance escrow payments.

Our Consolidated Statements of Cash Flows shows cash used in operating activities of \$5.2 billion and \$5.0 billion for the six months ended June 30, 2016 and 2015, respectively. This primarily reflects our mortgage operations and is a reflection of the manner in which we execute certain loan sales for which the cash outflow is included in operating activities and the corresponding cash inflow is included in the investing section.

As governed and defined by our internal liquidity policy, we maintain adequate excess liquidity levels appropriate to cover unanticipated liquidity needs. In addition to this liquidity, we also maintain targeted minimum levels of unused collateralized borrowing capacity as another cushion against unexpected liquidity needs. Each business day, we forecast 90 days of daily cash needs. This allows us to determine our projected near term daily cash fluctuations and also to plan and adjust, if necessary, future activities. As a result, in an adverse environment, we would be able to make adjustments to operations as required to meet the liquidity needs of our business, including adjusting deposit rates to increase deposits, planning for additional Federal Home Loan Bank borrowings, accelerating sales of loans held-for-sale (agencies and/or private), selling loans held-for-investment or securities, borrowing through the use of repurchase agreements, reducing originations, making changes to warehouse funding facilities, or borrowing from the discount window.

Our liquidity position is continuously monitored and adjustments are made to the balance between sources and uses of funds as deemed appropriate. Management is not aware of any events that are reasonably likely to have a material adverse effect on our liquidity, capital resources or operations.

#### Parent Company Liquidity

The Company obtains its liquidity from multiple sources, including dividends from the Bank and the issuance of debt and equity securities. The primary uses of the Company's liquidity are debt service, dividends to common and preferred stockholders, capital contributions to the Bank and operating expenses. The Company's most liquid assets are cash it holds at the Bank and interest-bearing demand accounts at correspondent banks, all of which totaled \$33 million at June 30, 2016.

The OCC regulates all capital distributions made by the Bank, directly or indirectly, to the holding company, including dividend payments. A subsidiary of a savings and loan holding company, such as the Bank, must file a notice or application with the OCC at least 30 days prior to each proposed capital distribution. Whether an application is required is based on a number of factors including whether the institution qualifies for expedited treatment under the OCC rules and regulations or if the total amount of all capital distributions (including each proposed capital distribution) for the applicable calendar year exceeds net income for that year to date plus the retained net income for the preceding two years. Under the Consent Order, the Bank may not pay a dividend or make a capital distribution if it

is not in compliance with its approved capital plan or would not remain in compliance after making the dividend or capital distribution, and the Bank must receive OCC approval under the generally applicable application or notice requirements. In addition, as a subsidiary of a savings and loan holding company, the Bank must receive approval from the Federal Reserve Bank ("FRB") before declaring any dividends. Additional restrictions on dividends apply if the Bank fails the QTL test. We anticipate that as long as we remain under the consent order, we will be required to obtain approval from the OCC prior to any capital distribution.

For additional details and restrictions related to the Bank's payment of dividends, refer to the Capital section of Management's Discussion and Analysis within this Form S-4.

## Deposits

Our deposits consist of three primary categories: retail deposits, government deposits, and company controlled deposits. Total deposits increased \$636 billion, or 8 percent at June 30, 2016, compared to December 31, 2015, primarily due to increases in company controlled deposits.

We have continued to focus on increasing our core deposit accounts such as branch and commercial demand deposits, savings and money market accounts. These core deposits provide a lower cost funding source to the Bank. During the six months ended June 30, 2016, our core deposits increased \$64 million primarily driven by growth in commercial demand deposits, partially offset by a decline in retail savings accounts.

We utilize local governmental agencies, and other public units, as an additional source for deposit funding. These deposit accounts include \$376 million of certificates of deposit with maturities typically less than one year and \$598 million in checking and savings accounts at June 30, 2016.

Company controlled deposits arise due to our servicing of loans for others and represent the portion of the investor custodial accounts on deposit with the Bank. Certain deposits require us to reimburse the owner for the spread on these funds. This cost is a component of net loan administration income. During the six months ended June 30, 2016, these deposits increased \$464 million, primarily due to an increase in loan prepayments due to higher refinance activity.

We participate in the Certificates of Deposit Account Registry Service ("CDARS") program, through which certain customer certificates of deposit ("CD") are exchanged for CDs of similar amounts from other participating banks. This gives customers the potential to receive FDIC insurance up to \$50 million. At June 30, 2016, we had \$252 million of total CDs enrolled in the CDARS program.

The composition of our deposits was as follows:

	June 30, 2016 (Dollars in millions)			December 31, 2015		
	Balance	Yield/Rate	% of Deposits	Balance	Yield/Rate	% of Deposits
<b>Retail deposits</b>						
<b>Branch retail deposits</b>						
Demand deposit accounts	\$816	0.07 %	9.5 %	\$797	0.07 %	10.0 %
Savings accounts	3,660	0.79 %	42.7 %	3,717	0.79 %	46.8 %
Money market demand accounts	147	0.15 %	1.7 %	163	0.15 %	2.1 %
Certificates of deposit/CDARS (1)	1,012	1.00 %	11.8 %	811	0.86 %	10.2 %
Total branch retail deposits	5,635	0.71 %	65.7 %	5,488	0.68 %	69.2 %
<b>Commercial retail deposits</b>						
Demand deposit accounts	319	0.23 %	3.7 %	194	0.41 %	2.4 %
Savings accounts	38	0.50 %	0.4 %	34	0.56 %	0.4 %
Money market demand accounts	91	0.77 %	1.1 %	104	0.76 %	1.3 %
Certificates of deposit/CDARS (1)	11	1.07 %	0.1 %	14	1.03 %	0.2 %
Total commercial retail deposits	459	0.38 %	5.4 %	346	0.55 %	4.3 %
Total retail deposits subtotal	\$6,094	0.68 %	71.1 %	\$5,834	0.67 %	73.5 %
<b>Government deposits</b>						
Demand deposit accounts	\$207	0.39 %	2.4 %	\$302	0.39 %	3.8 %
Savings accounts	391	0.52 %	4.6 %	363	0.51 %	4.6 %
Certificates of deposit/CDARS (1)	376	0.66 %	4.4 %	397	0.55 %	5.0 %
Total government deposits (2)	974	0.54 %	11.4 %	1,062	0.49 %	13.4 %
Company controlled deposits (3)	1,503	— %	17.5 %	1,039	— %	13.1 %
Total deposits (4)	\$8,571	0.55 %	100.0 %	\$7,935	0.56 %	100.0 %

(1) The aggregate amount of certificates of deposit with a minimum denomination of \$100,000 was approximately \$1.0 billion and \$0.9 billion at June 30, 2016 and December 31, 2015, respectively.

(2) Government deposits include funds from municipalities and schools.

(3) These accounts represent a portion of the investor custodial accounts and escrows controlled by us in connection with loans serviced, or subserviced for others and that have been placed on deposit with the Bank.

(4) The aggregate amount of deposits with a balance over \$250,000 was approximately \$3.9 billion and \$3.4 billion at June 30, 2016 and December 31, 2015, respectively.

## Borrowings

The Federal Home Loan Bank provides loans, also referred to as advances, on a fully collateralized basis, to savings banks and other member financial institutions. We are currently authorized through a resolution of our board of directors to apply for advances from the Federal Home Loan Bank using approved loan types as collateral. At June 30, 2016, we had the authority and approval from the Federal Home Loan Bank to utilize a line of credit of up to \$7.0 billion and we may access that line to the extent that collateral is provided. At June 30, 2016, we had \$2.6 billion of advances outstanding and an additional \$0.9 billion of collateralized borrowing capacity available at Federal Home Loan Bank.

We have arrangements with the Federal Reserve Bank of Chicago to borrow as appropriate from its discount window. The discount window is a borrowing facility that is intended to be used only for short-term liquidity needs arising from special or unusual circumstances. The amount we are allowed to borrow is based on the lendable value of the collateral that we provide. To collateralize the line, we pledge commercial and industrial loans that are eligible based

on Federal Reserve Bank of Chicago guidelines. At June 30, 2016, we had pledged commercial and industrial loans amounting to \$266 million with a lendable value of \$259 million. At December 31, 2015, we had pledged commercial and industrial loans amounting to \$75 million with a lendable value of \$45 million. At June 30, 2016 and December 31, 2015, we had no borrowings outstanding against this line of credit.

Federal Home Loan Bank advances. Federal Home Loan Bank advances decreased \$895 million at June 30, 2016 from December 31, 2015. We rely upon advances from the Federal Home Loan Bank as a source of funding for the origination or purchase of loans for sale in the secondary market and for providing duration specific short-term and long-term financing. The outstanding balance of Federal Home Loan Bank advances fluctuates from time to time depending on our current

inventory of mortgage loans held-for-sale and the availability of lower cost funding sources. Our portfolio includes short-term fixed and variable rate advances, long-term LIBOR adjustable advances, and long-term fixed rate advances. Interest rates on the LIBOR index advances reset every three-months and the advances may be prepaid without penalty, with notification, at scheduled three-month intervals after an initial 12-month lockout period.

See Note 9 of the Notes to the Consolidated Financial Statements, for further information about Federal Home Loan Bank advances.

Debt. As part of our overall capital strategy, we previously raised capital through the issuance of trust-preferred securities by our special purpose financing entities formed for the offerings. The outstanding trust preferred securities mature 30 years from issuance, are callable by us after five years and pay interest quarterly. Under these trust preferred arrangements, we have the right to defer interest payments to the trust preferred security holders for up to five years without default or penalty.

On January 27, 2012, we notified holders of our junior subordination notes (trust preferred securities) our intention to exercise the contractual right to defer regularly scheduled quarterly payments of interest, beginning with the February 2012 payment. These payments will be periodically evaluated and reinstated when appropriate, subject to provisions of the Consent Order and Supervisory Agreement. At June 30, 2016, we have deferred interest payments for 18 consecutive quarters for a total amount of \$31 million. In July 2016, we made a payment to the holders of the trust preferred securities to bring current all prior deferred interest payments.

For further information relating to debt, see Note 9 of the Notes to the Consolidated Financial Statements.

#### Market Risk

Market risk is the risk of reduced earnings and or declines in the net market value of the balance sheet primarily due to changes in interest rates, currency exchange rates, or equity prices. We do not have any material foreign currency exchange risk or equity price risk. The primary market risk is interest rate risk and results from timing differences in the repricing of our assets and liabilities, changes in the relationships between rate indices, and the potential exercise of explicit or embedded options.

Interest rate risk is monitored by the asset liability committee ("ALCO"), which is composed of our executive officers and other members of management, in accordance with policies approved by our board of directors. In determining the appropriate level of interest rate risk, the ALCO considers the impact projected interest rate scenarios have on earnings and capital, liquidity, business strategies, and other factors. The ALCO meets monthly or as deemed necessary to review, among other things, the sensitivity of assets and liabilities to interest rate changes, the book and fair values of assets and liabilities, unrealized gains and losses, purchase and sale activity, loans held-for-sale and commitments to originate loans, and the maturities of investments, borrowings and time deposits.

Financial instruments used to manage interest rate risk include derivative financial instruments such as interest rate swaps and forward sales commitments. Further discussion of the use of and the accounting for derivative instruments is included in Notes 8 and 18 of the Notes to Consolidated Financial Statements. All of our derivatives are accounted for at fair market value. All mortgage loan production originated for sale is accounted for on a fair value basis.

To effectively measure and manage interest rate risk, sensitivity analysis is used to determine the impact on earnings and the net market value of the balance sheet across various interest rate scenarios, balance sheet trends, and strategies. From these simulations, interest rate risk is quantified and appropriate strategies are developed and implemented. Additionally, duration and net interest income sensitivity measures are utilized when they provide

added value to the overall interest rate risk management process. The overall interest rate risk position and strategies are reviewed by executive management and the board of directors on an ongoing basis. Business is traditionally managed to reduce overall exposure to changes in interest rates. However, management has the latitude to increase interest rate sensitivity within certain limits if, in management's judgment, the increase will enhance profitability.

Net interest income simulation analysis provides estimated net interest income of the current balance sheet across alternative interest rate scenarios. The net interest income analysis measures the sensitivity of interest sensitive earnings over a 12 month time horizon. The analysis holds the current balance sheet values constant and does not take into account management intervention. The net interest income simulation demonstrates the level of interest rate risk inherent in the existing balance sheet.

The following table is a summary of the changes in our net interest income that are projected to result from hypothetical changes in market interest rates. The interest rate scenarios presented in the table include interest rates as of June 30, 2016 and December 31, 2015 and adjusted by instantaneous parallel rate changes plus or minus 200 basis points. The minus 200 basis point shock scenario is a flattener scenario as rates are floored at zero given the current interest rate levels.

June 30, 2016

Scenario	Net interest income (Dollars in millions)	\$ Change	% Change
200	\$321	\$ 29	10.0 %
Constant	292	—	— %
(200)	252	(39 )	14.0 %

December 31, 2015

Scenario	Net interest income (Dollars in millions)	\$ Change	% Change
200	\$312	\$ 6	2.0 %
Constant	306	—	— %
(200)	258	(48 )	(16.0 )%

At June 30, 2016, the \$14 million decline in the net interest margin in the constant scenario as compared to December 31, 2015, was primarily driven by a decrease in investment securities and residential first mortgage loans held-for-investment, partially offset by an increase in mortgage loans held-for-sale and warehouse loans.

We have also projected the potential impact to net interest income in a hypothetical "bear flattener" interest rate scenario as of June 30, 2016. When increasing short-term interest rates instantaneously by 100 basis points and holding the longer term interest rates unchanged, the decrease to net interest income over a 12-month and 24-month period based on our forecasted balance sheet is a loss of \$14 million and \$34 million, respectively.

In the net interest income simulation, our balance sheet exhibits slight asset sensitivity. When interest rates rise our interest income increases, conversely when interest rates fall our interest income decreases. The net interest income simulation measures the interest rate risk of the balance sheet over a short period of time, typically 12 months. An additional analysis is completed that measures the interest rate risk over an extended period of time. The Economic Value of Equity ("EVE") analysis provides a fair value of the balance sheet in alternative interest rate scenarios. The EVE analysis does not take into account management intervention and assumes the new rate environment is constant and the change is instantaneous.

The following table is a summary of the changes in our EVE that are projected to result from hypothetical changes in market interest rates. EVE is the market value of assets, less the market value of liabilities, adjusted for the market value of off-balance sheet instruments. The interest rate scenarios presented in the table include interest rates at June 30, 2016 and December 31, 2015, and as adjusted by instantaneous parallel rate changes upward to 300 basis points and downward to 100 basis points. The scenarios are not comparable due to differences in the interest rate environments, including the absolute level of rates and the shape of the yield curve. Each rate scenario reflects unique prepayment, repricing, and reinvestment assumptions. Management derives these assumptions by considering



published market prepayment expectations, the repricing characteristics of individual instruments or groups of similar instruments, our historical experience, and our asset and liability management strategy. Further, this analysis assumes that certain instruments would not be affected by the changes in interest rates or would be partially affected due to the characteristics of the instruments.

Further, as this framework evaluates risks to the current statement of financial condition only, changes to the volumes and pricing of new business opportunities that can be expected in the different interest rate outcomes are not incorporated in this analytical framework. For instance, analysis of our history suggests that declining interest rate levels are associated with higher loan production volumes at higher levels of profitability. While this "natural business hedge" historically offsets most, if not all, of the identified risks associated with declining interest rate scenarios, these factors fall outside of the EVE framework. Further, there can be no assurance that this natural business hedge would positively affect the economic value of equity in the same manner and to the same extent as in the past.

There are limitations inherent in any methodology used to estimate the exposure to changes in market interest rates. It is not possible to fully model the market risk in instruments with leverage, option, or prepayment risks. Also, we are affected by basis risk, which is the difference in repricing characteristics of similar term rate indices. As such, this analysis is not intended to be a precise forecast of the effect a change in market interest rates would have on us.

If EVE increases in any interest rate scenario, that would indicate an increasing direction for the margin in that hypothetical rate scenario. A perfectly matched balance sheet would possess no change in the EVE, no matter what the rate scenario. The following table presents the EVE in the stated interest rate scenarios:

June 30, 2016					December 31, 2015				
Scenario	EVE	EVE%	\$ Change	% Change	Scenario	EVE	EVE%	\$ Change	% Change
	(Dollars in millions)					(Dollars in millions)			
300	\$1,815	13.4 %	\$ (218 )	(10.7 )%	300	\$1,788	14.6 %	\$ (247 )	(12.1 )%
200	1,916	14.1 %	(117 )	(5.7 )%	200	1,889	14.9 %	(146 )	(7.2 )%
100	2,004	14.8 %	(29 )	(1.4 )%	100	1,978	15.1 %	(57 )	(2.8 )%
Current	2,033	15.0 %	—	— %	Current	2,035	15.0 %	—	— %
(100)	1,932	14.2 %	(101 )	(5.0 )%	(100)	2,001	14.7 %	(34 )	(1.7 )%

Our balance sheet exhibits sensitivity in a rising interest rate scenario as the EVE decreases. The decrease in EVE is the result of the amount of liabilities that would be expected to reprice that amount of liabilities repricing exceeding amount of assets repricing in the up to 200 scenario. The (100) is a flattener scenario as shorter term rates are unable to decrease 100 basis points due to the absolute level of rates. Therefore, the yields of the longer term variable rate assets decrease by the full 100 basis points, but the liabilities repricing to shorter term rates decrease to less than 100 basis points, leading to a reduction in EVE.

#### Mortgage servicing rights

At June 30, 2016, MSR at fair value increased \$5 million to \$301 million, compared to \$296 million at December 31, 2015, primarily due to additions from loan sales where we retained servicing, partially offset by reductions in actual and anticipated prepayments due to the lower interest rate environment experienced at the end of the second quarter.

Once fully phased in, the Basel III capital rules will significantly reduce the allowable amount of the fair value of MSR included in Tier 1 capital. We have continued to reduce our MSR concentration which should result in a decrease of the exclusion to our allowable capital levels under Basel III. Our ratio of MSR to Tier 1 capital was 19.9 percent and 20.6 percent at June 30, 2016 and December 31, 2015, respectively.

The principal balance of the loans underlying our total MSR was \$30.4 billion at June 30, 2016, compared to \$26.1 billion at December 31, 2015, primarily attributable to an increase in servicing loan volume, partially offset by loan payoffs and MSR sales of \$7.3 billion in underlying loans.

For further information relating to the mortgage servicing rights, see Note 7 of the Notes to the Consolidated Financial Statements, herein.

#### Operational Risk

Operational risk is the risk of loss due to human error; inadequate or failed internal systems and controls; violations of, or noncompliance with, laws, rules and regulations, prescribed practices, or ethical standards; and external influences such as market conditions, fraudulent activities, disasters, and security risks. We continuously strive to strengthen our system of internal controls to ensure compliance with laws, rules, and regulations, and to improve the oversight of our operational risk. We evaluate internal systems, processes, and controls to mitigate loss from cyber-attacks and, to date, have not experienced any material losses. The goal of this framework is to implement effective operational risk techniques and strategies, minimize operational and fraud losses, and enhance our overall performance.

Loans with government guarantees

The amount of loans with government guarantees totaled \$435 million at June 30, 2016 and the loans which we have not yet repurchased but had the unilateral right to repurchase totaled \$10 million and were classified as loans with government guarantees. At December 31, 2015, loans with government guarantees totaled \$485 million and those loans which we had not yet repurchased but had the unilateral right to repurchase totaled \$9 million and were classified as loans with government guarantees. The balance of this portfolio decreased at June 30, 2016, primarily due to loans with government guarantees transferred to held-for-sale and loan liquidations, partially offset by an increase in repurchased loans.

Substantially all of these loans continue to be insured or guaranteed by the Federal Housing Administration ("FHA") or the U.S. Department of Veterans Affairs and management believes that the reimbursement process is proceeding appropriately. These repurchased loans earn interest at a statutory rate, which varies for each loan, but is based on the 10-year U.S. Treasury note rate at the time the loan becomes greater than 60 days delinquent. Certain loans within our portfolio may be subject to indemnifications and insurance limits which do not allow for the full satisfaction of the amounts due. This risk is reserved for as a component of our allowance for loan losses on residential first mortgages.

For further information on loans with government guarantees, see Note 4 of the Notes to the Consolidated Financial Statements, herein.

#### Representation and warranty reserve

When we sell mortgage loans, we make customary representations and warranties to the purchasers, including sponsored securitization trusts and their insurers (primarily Fannie Mae and Freddie Mac).

During the six months ended June 30, 2016, we had \$11 million in Fannie Mae new repurchase demands and \$9 million in Freddie Mac new repurchase demands. These amounts are down as compared to the six months ended June 30, 2015 when we had \$68 million in Fannie Mae new repurchase demands and \$17 million in Freddie Mac new repurchase demands. Due to our sustained low level of charge-offs and a lower level of open and forecasted future repurchase demands, we have reduced our new repurchase demands.

The following table summarizes the trends with respect to key model attributes and assumptions for estimating the representation and warranty reserve:

June 30, 2016	December 31, 2015
------------------	----------------------

(Dollars in millions)

UPB		
of		
\$171,738	\$ 162,301	
lost		
(1)		
Losses		
expected		
from		
put-backs		
0.03	%	0.03 %
of		
loans		
sold)		
(2)		

(1) Includes original unpaid principal balance of 2009 and later vintage loans sold to Fannie Mae and Freddie Mac through June 30, 2016.

(2) Estimated losses from expected repurchases to be made (post appeal loss).

See Note 10 of the Notes to the Consolidated Financial Statements.

#### Capital

Under the capital distribution regulations, a savings bank that is a subsidiary of a savings and loan holding company must either notify or seek approval from the OCC of an association capital distribution at least 30 days prior to the declaration of a dividend or the approval by the board of directors of the proposed capital distribution. The 30-day period allows the OCC to determine whether the distribution would not be advisable. Because we are under the Consent Order, we currently must seek approval from the OCC prior to making a capital distribution from the Bank. Also, under Federal Reserve requirements, the Bank must provide a 30-day notice to the Federal Reserve prior to declaring or paying dividends. In addition, under the Supervisory Agreement, the Company agreed to request prior non-objection of the Federal Reserve to pay dividends or other capital distributions. We seek to manage our capital levels and overall business in a manner which we consider to be prudent and work with our regulators to ensure that our capital levels are appropriate considering our risk profile and evaluation of the capital levels maintained by peer institutions.

Under the terms of the TARP Preferred, we may defer payments of dividends for up to 20 quarters. Beginning with the February 2012 payment, we exercised our contractual right to defer regularly scheduled quarterly payments of dividends on the TARP Preferred, and therefore have been in arrears on the dividend payments. As of June 30, 2016, the amount of the arrearage on the dividend payments of the TARP Preferred was \$102 million. A deferred dividend payment results in a reduction of equity. The impact of the deferred dividends is deducted from net income for purposes of calculating our earnings per share.

On July 29, 2016, we completed the previously announced \$267 million redemption of our TARP Preferred. This transaction will reduce stockholders equity by approximately \$371 million with a \$267 million reduction in Preferred Stock and a \$104 million reduction in additional paid in capital on the consolidated statement of financial condition. At June 30, 2016, our common equity to assets ratio was 9.7 percent and our book value per share was \$23.54. Adjusting for TARP Preferred

redemption, the common equity to assets ratio was 9.0 percent and book value per share was \$21.73 at June 30, 2016 (see Non-GAAP financial measures).

#### Consent Orders

Effective October 23, 2012, the Bank's board of directors executed a Stipulation and Consent (the "Stipulation"), accepting the issuance of a Consent Order (the "Consent Order") by the OCC. The Consent Order replaced the supervisory agreement entered into between the Bank and the Office of Thrift Supervision (the "OTS") on January 27, 2010, which the OCC terminated simultaneous with issuance of the Consent Order. For further information and a complete description of all of the terms of the Consent Order, please refer to the copy of the Consent Order filed with the SEC as an exhibit to our Current Report on Form 8-K filed on October 24, 2012.

On September 29, 2014, the Bank entered into a Consent Order with the Consumer Financial Protection Bureau (the "CFPB"). The Consent Order relates to alleged violations of federal consumer financial laws arising from the Bank's residential first mortgage loan loss mitigation practices and default servicing operations dating back to 2011. Under the terms of the Consent Order, the Bank paid \$28 million for borrower remediation and \$10 million in civil money penalties. The settlement does not involve any admission of wrongdoing on the part of the Bank or our employees, directors, officers, or agents. For further information and a complete description of all of the terms of the Consent Order, please refer to our Current Report on Form 8-K filed on September 29, 2014.

#### Supervisory Agreement

On January 28, 2010, we became subject to the Supervisory Agreement, which will remain in effect until terminated, modified, or suspended in writing by the Federal Reserve. The failure to comply with the Supervisory Agreement could result in the initiation of further enforcement action by the Federal Reserve, including the imposition of further operating restrictions, and could result in additional enforcement actions against us. We have taken actions which we believe are appropriate to comply with, and intend to maintain compliance with, all of the requirements of the Supervisory Agreement. For further information and a complete description of all of the terms of the Supervisory Agreement, please refer to the copy of the Supervisory Agreement filed with the SEC as an exhibit to our Current Report on Form 8-K filed on January 28, 2010.

#### Department of Justice Settlement Agreement

On February 24, 2012, the Bank entered into a Settlement Agreement with the Department of Justice ("DOJ") under which we made an initial payment of \$15 million and agreed to make future payments totaling \$118 million in annual increments of up to \$25 million upon meeting certain conditions. Those conditions are as follows: (a) the reversal of the deferred tax asset valuation allowance, which occurred at the end of 2013; (b) the repayment of the Fixed Rate Cumulative Perpetual Preferred Stock, Series C (the "TARP Preferred") (or, in the absence of a redemption, adjusting our Bank Tier 1 Capital Ratio for any unextinguished TARP Preferred); and (c) our Bank's Tier 1 Leverage Capital Ratio is 11 percent or more. Additionally, if the Bank or Bancorp become party to a business combination in which the Bank or Bancorp represent less than 33.3 percent of the resulting company's assets, annual payments would commence twelve months after the date of that business combination.

Upon satisfying the conditions specified above, the Bank would commence the annual payments, provided that doing so would not violate any material banking regulatory requirement or the OCC does not object in writing. The Bank has further agreed to seek in good faith to fulfill these conditions and not to undertake any conduct or fail to take any action the purpose, consistent with our business and regulatory requirements, of which is to frustrate or delay its ability to fulfill these conditions.

In July 2016, we paid a \$200 million dividend from the Bank to the Bancorp and issued \$250 million in Senior Notes to a) bring current the interest payments on our junior subordination notes (trust preferred securities), b) become current on our deferred interest and dividends related to our TARP Preferred and c) to repay our TARP Preferred. To support the on-going debt service and other Bancorp expenses, we also intend to reduce our double leverage and Bancorp debt to equity ratios to be more consistent with such ratios at other mid-sized banks, which would likely require further dividend payments from the Bank to the Bancorp for the foreseeable future. For further information on the TARP Preferred redemption, see Note 21 of the Notes to the Consolidated Financial Statements, herein.

Future annual payments of \$25 million or the final payment of the remaining balance under the Settlement Agreement could be required if the Tier 1 Leverage Ratio of the Bank meets or exceeds 11 percent after adjusting for any outstanding TARP Preferred. Management anticipates that, following the TARP Preferred redemption, which included a \$200 million dividend from the Bank to Bancorp, the Bank's Tier 1 Leverage Ratio will be less than 11 percent. The combination of (a)

future dividends from the Bank to Bancorp and (b) continued growth in earning assets at the Bank are expected to continue to limit the growth rate of the Bank's Tier 1 Leverage Ratio, which could have an impact on the timing of expected cash flows under the Settlement Agreement.

The Settlement Agreement meets the definition of a financial instrument for which we elected the fair value option. The fair value of the liability is subject to significant uncertainty and is impacted by forecasted estimates of equity, earnings, timing and amount of dividends and growth of the balance sheet and their related impacts on forecasted Tier 1 Capital and the assumptions we believe a market participant would make to transfer that liability.

#### Regulatory Capital Composition - Transition

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by regulators about components, risk weightings, and other factors. We are currently subject to regulatory capital rules issued by U.S. banking regulators

Effective January 1, 2015, we became subject to the Basel III rules, which include certain transition provisions. Capital deductions related to the Company's MSR's and deferred tax assets are recognized in 20 percent annual increments, and will be fully recognized as of January 1, 2018. When presented on a fully phased-in basis, capital, risk-weighted assets, and the capital ratios assume all regulatory capital adjustments and deductions are fully recognized. As of June 30, 2016, the Company and the Bank were subject to the transitional phase-in limitation on deductions related to MSR's and certain deferred tax assets. The annual incremental change in the deductions due to the increase in the transitional phase-in from 40 percent in 2015 to 60 percent in 2016 reduced our regulatory capital ratios.

Effective January 1, 2016, we became subject to the capital conservation buffer under the Basel III rules, subjecting a banking organization to certain limitations on capital distributions and discretionary bonus payments to executive officers if the organization does not maintain a capital conservation buffer above the minimum risk based capital requirements. The capital conservation buffer for 2016 must be greater than 0.625 percent in order to not be subject to limitations. The Company and the Bank had a capital conservation buffer of 9.0 percent and 12.8 percent, respectively as of June 30, 2016. When fully phased-in on January 1, 2019, the capital conservation buffer must be greater than 2.5 percent and will effectively increase the minimum common equity Tier 1 capital ratio to 7.0 percent, the minimum Tier 1 risk-based capital ratio to 8.5 percent and the minimum total risk-based capital ratio to 10.5 percent.

The new regulations grandfather the regulatory capital treatment of hybrid debt and equity securities, such as trust preferred securities issued prior to May 19, 2010, for banks or holding companies with less than \$15.0 billion in total consolidated assets as of December 31, 2009.



At June 30, 2016, we were considered "well-capitalized" for regulatory purposes. The following tables show the regulatory capital ratios as of the dates indicated:

Bancorp	June 30, 2016		December 31, 2015	
	Amount	Ratio	Amount	Ratio
	(Dollars in millions)			
Tier 1 leverage (to adjusted tangible assets)	\$1,514	11.59%	\$1,435	11.51%
Total adjusted tangible asset base (1)	13,068		12,474	
Tier 1 capital (to risk-weighted assets)	\$1,514	18.89%	\$1,435	18.98%
Common equity Tier 1 (to RWA)	1,086	13.55%	1,065	14.09%
Total risk-based capital (to risk-weighted assets)	1,618	20.19%	1,534	20.28%
Risk-weighted asset base (1)	\$8,014		\$7,561	
Bank	June 30, 2016		December 31, 2015	
	Amount	Ratio	Amount	Ratio
	(Dollars in millions)			
Tier 1 leverage (to adjusted tangible assets)	\$1,576	12.03%	\$1,472	11.79%
Total adjusted tangible asset base (1)	13,102		12,491	
Tier 1 capital (to risk-weighted assets)	\$1,576	19.58%	\$1,472	19.42%
Common equity Tier 1 (to RWA)	1,576	19.58%	1,472	19.42%
Total risk-based capital (to risk-weighted assets)	1,679	20.86%	1,570	20.71%
Risk-weighted asset base (1)	\$8,048		\$7,582	

(1) Based on adjusted total assets for purposes of Tier 1 leverage capital and risk-weighted assets for purposes Tier 1, common equity Tier 1, and total risk-based capital.

Our Tier 1 leverage ratio for the Corporation and the Bank increased at June 30, 2016, compared to December 31, 2015, primarily as a result of the positive impact of earnings partially offset by the growth in the total adjusted tangible asset base and an increase in the deductions related to DTAs and MSRs due to the change in the transitional phase-in limitation from 40 percent at December 31, 2015 to 60 percent at June 30, 2016. The Tier 1, Common Equity Tier 1, and Total Risk-Based capital ratios were both positively impacted by earnings. This was offset by the impact of the change in the transitional phase-in limitation on deductions related to MSRs and certain deferred tax assets.

Adjusting for the TARP Preferred redemption on July 29, 2016, the Tier 1 leverage ratio was 8.59 percent and the adjusted Common Equity Tier I was 12.17 percent at June 30, 2016 (see Non-GAAP financial measures).

Banks with assets greater than \$10 billion are required to submit a Dodd-Frank stress test ("DFAST") under the final rules established by their primary regulator. DFAST requires banks to project results over a nine-quarter planning horizon under three scenarios (baseline, adverse, and severely adverse) published by the Federal Reserve and to show that the bank would exceed regulatory minimum capital standards for the Tier 1 leverage ratio, Tier 1 common ratio, Tier 1 risk-based capital ratio, and the Total risk-based capital ratio under all of these scenarios. We are not subject to the Federal Reserve's Comprehensive Capital Analysis and Review ("CCAR") program.

Certain regulatory capital ratios for the Bank and the Company as of June 30, 2016 are shown in the following table:

June 30, 2016	Regulatory Minimums	Regulatory Minimums to be Well-Capitalized	
		Bank	Bancorp

Basel III Ratios (transitional)

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Common equity Tier I capital ratio	4.50	%	6.50	%	19.58%	13.55%
Tier I leverage ratio	4.00	%	5.00	%	12.03%	11.59%

Basel III Ratios (fully phased-in) (1)

Common equity Tier I capital ratio	4.50	%	6.50	%	17.76%	10.59%
Tier I leverage ratio	4.00	%	5.00	%	11.31%	10.53%

(1) See "Non-GAAP Financial Measures."

The impact to our Tier 1 leverage ratio is mostly driven by the treatment that mortgage servicing rights receive under Basel III. Over the long term, we plan to continue to reduce our mortgage servicing rights to Tier 1 ratio, taking into consideration market conditions to guide our pace of MSR reduction. At June 30, 2016, we had \$301 million of mortgage servicing rights, representing 19.9 percent of Tier 1 capital. We will continue to look for opportunities to reduce our mortgage servicing rights exposure over time

	Common Equity Tier 1 (to Risk Weighted Assets) (Dollars in millions) (unaudited)	Tier 1 Leverage (to Adjusted Tangible Assets) (1)	Tier 1 Capital (to Risk Weighted Assets)	Total Risk-Based Capital (to Risk-Weighted Assets)
June 30, 2016				
Flagstar Bancorp				
Regulatory capital - Basel III (transitional) to Basel III (fully phased-in)				
Basel III (transitional)	\$1,086	\$1,514	\$1,514	\$ 1,618
Increased deductions related to deferred tax assets, mortgage servicing rights, and other capital components	(233 )	(154 )	(154 )	(153 )
Basel III (fully phased-in) capital	\$853	\$1,360	\$1,360	\$ 1,465
Risk-weighted assets - Basel III (transitional) to Basel III (fully phased-in)				
Basel III assets (transitional)	\$8,014	\$13,068	\$8,014	\$ 8,014
Net change in assets	40	(155 )	40	40
Basel III (fully phased-in) assets	\$8,054	\$12,913	\$8,054	\$ 8,054
Capital ratios				
Basel III (transitional)	13.55 %	11.59 %	18.89 %	20.19 %
Basel III (fully phased-in)	10.59 %	10.53 %	16.88 %	18.19 %
June 30, 2016				
Flagstar Bank				
Regulatory capital - Basel III (transitional) to Basel III (fully phased-in)				
Basel III (transitional)	\$1,576	\$1,576	\$1,576	\$ 1,679
Increased deductions related to deferred tax assets, mortgage servicing rights, and other capital components	(105)	(105 )	(105 )	(102 )
Basel III (fully phased-in) capital	\$1,471	\$1,471	\$1,471	\$ 1,577
Risk-weighted assets - Basel III (transitional) to Basel III (fully phased-in)				
Basel III assets (transitional)	\$8,048	\$13,102	\$8,048	\$ 8,048
Net change in assets	230	(105 )	230	230
Basel III (fully phased-in) assets	\$8,278	\$12,997	\$8,278	\$ 8,278

Capital ratios

Basel III (transitional)	19.58	%	12.03	%	19.58	%	20.86	%
Basel III (fully phased-in)	17.76	%	11.31	%	17.76	%	19.05	%

Off-balance Sheet Arrangements and Commitments

We have a continuing involvement, but are not the primary beneficiary for one unconsolidated VIE related to the FSTAR 2007-1 mortgage securitization trust. In accordance with the settlement agreement with MBIA Insurance Corporation ("MBIA"), there is no further recourse to us related to FSTAR 2007-1, unless MBIA fails to meet their obligations. At June 30, 2016 and December 31, 2015, the FSTAR 2007-1 mortgage securitization trust included 2,762 loans and 3,061 loans, respectively, with an aggregate principal balance of \$103 million and \$117 million, respectively.

A summary of the contractual amount of significant commitments is as follows:

	June 30,	December 31,
	2016	2015
	(Dollars in millions)	
Commitments to extend credit		
Mortgage loans interest-rate lock commitments	\$6,398	\$ 3,792
HELOC commitments	161	150
Other consumer commitments	33	22
Warehouse loan commitments	779	871
Standby and commercial letters of credit	18	13
Commercial and industrial commitments	157	151
Other commercial commitments	723	497

For further information, see Note 17 in the Consolidated Financial Statements and Notes as of and for the period ended June 30, 2015, included in this document.

#### QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

A discussion regarding our management of market risk is included in "Market Risk" in this report in "Management's Discussion and Analysis of Financial Condition and Results of Operations."

#### DIRECTORS

The Board is a diverse group of sophisticated leaders and professionals who meet the standards and qualifications for our directors as described in more detail below. Many of the director nominees have prior experience in senior leadership roles at large companies where they gained significant and diverse man