Section 1: 10-K (FORM 10-K)

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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2015

OR

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

For the transition period from to

Commission file number: 001-35424

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

Washington	**91-0186600**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

601 Union Street, Ste. 2000
Seattle, WA 98101
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (206) 623-3050

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, no par value	**Nasdaq Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act:
None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

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

As of June 30, 2015, the last business day of the registrant’s most recently completed second fiscal quarter, the aggregate market value of common stock held by non-affiliates was approximately $380.5 million, based on a closing price of $22.82 per share of common stock on the Nasdaq Global Select Market on such date. Shares of common stock held by each executive officer and director and by each person known to the Company who beneficially owns more than 5% of the outstanding common stock have been excluded in that such persons may under certain circumstances be deemed to be affiliates. This determination of executive officer or affiliate status is not necessarily a conclusive determination for other purposes.

The number of outstanding shares of the registrant's common stock as of March 7, 2016 was 24,550,296.6.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information that will be contained in the definitive proxy statement for the registrant's annual meeting to be held in May 2016 is incorporated by reference into Part III of this Form 10-K.

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Unless we state otherwise or the content otherwise requires, references in this Form 10-K to “HomeStreet,” “we,” “our,” “us” or the “Company” refer collectively to HomeStreet, Inc., a Washington corporation, HomeStreet Bank (“Bank”), HomeStreet Capital Corporation (“HomeStreet Capital”) and other direct and indirect subsidiaries of HomeStreet, Inc.

PART I

FORWARD-LOOKING STATEMENTS

This Form 10-K and the documents incorporated by reference contain, in addition to historical information, “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements relate to our future plans, objectives, expectations, intentions and financial performance, and assumptions that underlie these statements. All statements other than statements of historical fact are "forward-looking statements" for the purpose of these provisions. When used in this Form 10-K, terms such as “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “should,” or “will” or the negative of those terms or other comparable terms are intended to identify such forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause us to fall short of our expectations or may cause us to deviate from our current plans, as expressed or implied by these statements. The known risks that could cause our results to differ, or may cause us to take actions that are not currently planned or expected, are described in Item 1A, Risk Factors.

Unless required by law, we do not intend to update any of the forward-looking statements after the date of this Form 10-K to conform these statements to actual results or changes in our expectations. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Form 10-K.

Except as otherwise noted, references to “we,” “our,” “us” or “the Company” refer to HomeStreet, Inc. and its subsidiaries that are consolidated for financial reporting purposes.

ITEM 1 BUSINESS

General

HomeStreet, Inc. is a diversified financial services company founded in 1921 headquartered in Seattle, Washington and serving customers primarily in the western United States, including Hawaii. The Company is principally engaged in real estate lending, including mortgage banking activities, and commercial and consumer banking. Our primary subsidiaries are HomeStreet Bank and HomeStreet Capital Corporation. The Bank is a Washington state-chartered commercial bank that provides consumer, mortgage and commercial loans, deposit products and services, non-deposit investment products, private banking and cash management services. Our primary loan products include consumer loans, single family residential mortgages, loans secured by commercial real estate, construction loans for residential and commercial real estate projects, commercial business loans and agricultural loans. HomeStreet Capital Corporation, a Washington corporation, originates, sells and services multifamily mortgage loans under the Fannie Mae Delegated Underwriting and Servicing Program ("DUS"®)[1] in conjunction with HomeStreet Bank. Doing business as HomeStreet Insurance Agency, we provide insurance products and services for consumers and businesses. We also offer single family home loans through our partial ownership of WMS Series LLC, an affiliated business arrangement with various owners of Windermere Real Estate Company franchises whose home loan businesses are known as Windermere Mortgage Services and Penrith Home Loans.

Shares of our common stock are traded on the Nasdaq Global Select Market under the symbol "HMST."

At December 31, 2015, we had total assets of $4.89 billion, net loans held for investment of $3.19 billion, deposits of $3.23 billion and shareholders' equity of $465.3 million.

We generate revenue by earning net interest income and noninterest income. Net interest income is primarily the difference between interest income earned on loans and investment securities less the interest we pay on deposits and other borrowings. We earn noninterest income from the origination, sale and servicing of loans and from fees earned on deposit services and investment and insurance sales.

At December 31, 2015, we had a network of 44 retail deposit branches located in Washington state, Southern California, Portland, Oregon and Hawaii, as well as 64 stand-alone lending centers located both within our retail deposit branch footprint as well as in Phoenix, Arizona; northern California (including the San Francisco Bay Area); Eugene, Salem and Bend, Oregon; the Denver area of Colorado; Spokane, Washington and Boise and northern Idaho. We also have a construction lending office in Salt Lake City, Utah. WMS Series LLC provides point-of-sale loan origination services at 41 Windermere Real Estate offices in Washington and Oregon. On February 1, 2016, we added one retail deposit branch and related business banking operations in Irvine, California with the acquisition of Orange County Business Bank ("OCBB").

Commercial and Consumer Banking. We provide diversified financial products and services to our commercial and consumer customers through bank branches, ATMs, and online, mobile and telephone banking. These products and services include deposit products; residential, consumer, business and agricultural loans for our portfolio; non-deposit investment products; insurance products and cash management services. We originate construction loans, bridge loans and permanent loans for the Company's portfolio, primarily on single family residences, and on office, retail, industrial and multifamily properties. We originate multifamily real estate loans through our Fannie Mae DUS business, whereby loans are sold to or securitized by Fannie Mae, while the Company generally retains the servicing rights. This segment is also responsible for managing the Company's investment securities portfolio.

During the first quarter of 2015, we launched HomeStreet commercial capital as a division of HomeStreet Bank. HomeStreet commercial capital is an Orange County, California-based commercial real estate lending group originating permanent loans primarily up to $10 million in principal amount, a portion of which we intend to pool and sell into the secondary market. We also added a team specializing in U.S. Small Business Administration ("SBA") lending which is also located in Orange County, California.

Mortgage Banking. We originate single family residential mortgage loans for sale in the secondary markets. The majority of our mortgage loans are sold to or securitized by Fannie Mae, Freddie Mac or Ginnie Mae, while we retain the right to service these loans. We have become a rated originator and servicer of jumbo loans, allowing us to sell the loans we originate to other entities for inclusion in securities. Additionally, we purchase loans from WMS Series LLC through a correspondent arrangement with that company. We also sell loans on a servicing-released and servicing-retained basis to securitizers and correspondent lenders. A small percentage of our loans are brokered to other lenders or sold on a servicing-released basis to correspondent lenders. On occasion, we may sell a portion of our mortgage servicing rights ("MSR") portfolio. We manage the

[1] DUS® is a registered trademark of Fannie Mae

loan funding and the interest rate risk associated with the secondary market loan sales and the retained single family mortgage servicing rights within this business segment.

Expansion Activities

Through the 2013 acquisitions of Fortune Bank ("Fortune") and Yakima National Bank ("YNB"), we increased our commercial business loan portfolio, added experienced commercial lending officers and managers, and grew our presence in Washington state. During 2014 and into 2015, we continued to expand our banking and lending operations as well as our geographic footprint.

On March 1, 2015, we entered the retail banking market in Southern California with our acquisition of Simplicity Bancorp, Inc. ("Simplicity"), acquiring seven retail deposit branches in the Los Angeles area. This provided our Southern California operations with a significant retail deposit customer base, reducing our reliance on time deposits and increasing our portfolio of single family mortgage loans. Simplicity's results of operations are included in the consolidated results of operations since the date of the merger.

In early 2015, we further expanded into Orange County, California with the launch of HomeStreet commercial capital and a team specializing in SBA lending. Through HomeStreet commercial capital, our commercial real estate lending group provides permanent financing for a range of commercial real estate property types including multifamily, industrial, retail, office, mobile home parks and self-storage facilities.

On December 11, 2015, we acquired a retail deposit branch and certain related assets in Dayton, Washington. This acquisition increased HomeStreet’s network of branches in Eastern Washington to a total of five retail deposit branches.

Recent Developments

On February 1, 2016, we acquired Orange County Business Bank ("OCBB"), a California banking corporation in Irvine, California. Management believes that this acquisition complements HomeStreet's recent expansion of its commercial and consumer banking activities into Southern California.

Reflecting the continued growth and diversification of our banking business, we converted the Bank to a Washington state chartered commercial bank on February 28, 2016. To facilitate this bank charter conversion, HomeStreet, Inc. also became a bank holding company and elected to become a financial holding company effective on the same date.

Business Strategy

During 2015, we made significant progress in building a strong foundation for growth and diversification. We grew our Commercial and Consumer Banking segment by expanding our business development capacity and our geographic footprint through hiring additional loan officers and adding 11 retail deposit branches, three de novo and eight through acquisitions. The 2016 acquisition of OCBB adds another retail deposit branch in Southern California. In our Mortgage Banking segment, we continued to build on our heritage as a single family mortgage lender by increasing the number of mortgage lending offices within our current footprint, including significant growth in California while also expanding into Arizona, along with targeted hiring throughout our network of mortgage lending offices.

We are pursuing the following strategies in our business segments:

Commercial and Consumer Banking. Our Commercial and Consumer Banking strategy involves organic growth and strategic acquisitions along with improvements in operations and productivity intended to drive cost efficiencies. Through our acquisitions of Fortune and YNB in November 2013, we increased our portfolio of commercial business loans and added experienced commercial lending officers and managers, increasing our commercial banking presence in the Puget Sound area through the Fortune acquisition and expanding into central and eastern Washington through our acquisition of YNB. In March 2015, we entered the retail banking market in Southern California with our acquisition of Simplicity, and further expanded our commercial banking presence there with the opening of two Orange County based commercial lending teams, HomeStreet commercial capital and our SBA lending team. The 2016 acquisition of OCBB adds another retail deposit branch to our Southern California presence, and we expect to continue to grow our commercial real estate and residential construction lending in Southern California and to continue building teams that are well located throughout our footprint to provide commercial banking services generally, including SBA lending.

We plan to expand our commercial real estate business with a focus on multifamily mortgage origination, including through our Fannie Mae DUS origination and servicing relationships. We expect to continue to benefit from being one of only 25 companies nationally that is an approved Fannie Mae DUS seller and servicer. In addition, we will continue to support our DUS program by providing new construction and short-term bridge loans to experienced borrowers who intend to build or purchase apartment buildings for renovation, which we then seek to replace with permanent financing upon completion of the projects. We also originate commercial real estate construction loans, bridge loans and permanent loans for our portfolio, primarily on office, retail, industrial and multifamily property types located within the Company's geographic footprint and may in the future place those types of loans with capital market sources such as life insurance companies.

On the retail side, we seek to meet the financial needs of our consumer and business customers through our retail deposit branches by providing targeted banking products and services, investment services and products, and insurance products through our bank branches and through dedicated investment advisors, insurance agents and business banking officers. We intend to grow our network of retail deposit branches and in turn grow our core deposits and increase business deposits from new cash management and business lending customers, primarily focusing on high-growth areas of Puget Sound and California, building loyalty with our customers and growing market share. The expansion of our branch network in 2015, including through our acquisitions in Southern California, is a part of this strategy.

We are also in the process of growing our consumer banking business in central and eastern Washington, and in late 2015 we acquired one additional retail deposit branch in eastern Washington. We intend to continue to add de novo retail deposit branches in new and existing markets.

Mortgage Banking. We have leveraged our reputation for high quality service and reliable loan closing to increase our single family mortgage market share significantly over the last five years. In addition, we plan to continue to grow our business in the western U.S. through targeted hiring of loan originators with successful track records and an emphasis on purchase mortgage transactions. We intend to continue to focus on conventional conforming and government insured or guaranteed single family mortgage origination. We will also continue to offer portfolio loan products to complement secondary market lending, particularly for well-qualified borrowers with loan sizes greater than the conventional conforming limits. There will also be continued focus on increasing efficiency within our fulfillment, servicing and compliance departments.

For a discussion of operating results of these lines of business, see *"Business Segments"* within Management's Discussion and Analysis of this Form 10-K.

Market and Competition

The financial services industry is highly competitive. We compete with other banks, savings and loan associations, credit unions, mortgage banking companies, insurance companies, finance companies, and investment and mutual fund companies. In particular, we compete with many financial institutions with greater resources, including the capacity to make larger loans, fund extensive advertising campaigns and offer a broader array of products and services. The number of competitors for middle-market business customers has, however, decreased in recent years primarily due to consolidations. At the same time, national banks have been focused on larger customers to achieve economies of scale in lending and depository relationships and have also consolidated business banking operations and support and reduced service levels in the Pacific Northwest. We have taken advantage of the failures and takeovers of certain of our competitors by recruiting well-qualified employees and attracting new customers who seek long-term stability, local decision-making, quality products and outstanding expertise and customer service. We believe there is a significant opportunity for a well-capitalized, community-focused bank that emphasizes responsive and personalized service to provide a full range of financial services to small- and middle-market commercial and consumer customers in markets that are not well served by existing community banks focused on that demographic, including Southern California. Accordingly, during 2014 we opened additional home lending centers in Southern California while also expanding our home loan production into Arizona, and in 2015 we increased our presence in Southern California through the acquisition of Simplicity Bank and its seven retail branch network. We have continued to increase our presence in Southern California by adding commercial lending teams and additional single family mortgage loan production personnel. In 2016, we added another retail deposit branch and increased our commercial lending business further with the acquisition of Orange County Business Bank.

We believe we are well positioned to take advantage of changes in the single family mortgage origination and servicing industry that have helped to reduce the number of competitors. The mortgage industry is compliance-intensive and requires significant expertise and internal control systems to ensure mortgage loan origination and servicing providers meet all origination, processing, underwriting, servicing and disclosure requirements. The recently implemented TILA-RESPA Integrated Disclosure (commonly known as "TRID") requirements have substantially increased documentation requirements and responsibilities for the mortgage industry, further complicating work flow and increasing training costs, thereby increasing barriers to entry and costs of operations across the mortgage industry. The new rules have added to the work involved in originating mortgage loans and added to processing costs for all mortgage originators. In some cases, these new rules have lengthened the time needed to close loans. These added requirements, increased costs and additional compliance burdens are causing some competitors to exit the industry. Mortgage lenders must make significant investments in experienced personnel and specialized systems to manage the compliance process, which creates a significant barrier to entry. In addition, lending in conventional and government guaranteed or insured mortgage products, including Federal Housing Administration ("FHA") and Department of Veterans' Affairs ("VA") loans, requires significantly higher capitalization than had previously been required for mortgage brokers and non-bank mortgage companies.

In addition to TRID, our single family mortgage origination and servicing business is highly dependent upon compliance with underwriting and servicing guidelines of Fannie Mae, Freddie Mac, FHA, VA and Ginnie Mae as well as a myriad of federal and state consumer compliance regulations. However, our demonstrated expertise in these activities, together with our significant volume of lending in low- and moderate-income areas and direct community investment, contribute to our uninterrupted record of “Outstanding” Community Reinvestment Act (“CRA”) ratings since 1986. We believe our historically strong compliance culture represents a significant competitive advantage in today's market, especially in the face of increasing regulatory compliance requirements.

Employees

As of December 31, 2015 we employed 2,139 full-time equivalent employees, compared to 1,611 full-time equivalent employees at December 31, 2014.

Where You Can Obtain Additional Information

We file annual, quarterly, current and other reports with the Securities and Exchange Commission (the "SEC"). We make available free of charge on or through our website http://www.homestreet.com all of these reports (and all amendments thereto), as soon as reasonably practicable after we file these materials with the SEC. Please note that the contents of our website do not constitute a part of our reports, and those contents are not incorporated by reference into this report or any of our other securities filings. You may review a copy of our reports, including exhibits and schedules filed therewith, and obtain copies of such materials at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website (http://www.sec.gov) that contains reports, proxy and information statements and other information regarding registrants, such as HomeStreet, that file electronically with the SEC.

REGULATION AND SUPERVISION

The following is a brief description of certain laws and regulations that are applicable to us. The description of these laws and regulations, as well as descriptions of laws and regulations contained elsewhere in this annual report on Form 10-K, does not purport to be complete and is qualified in its entirety by reference to the applicable laws and regulations.

The bank regulatory framework to which we are subject is intended primarily for the protection of bank depositors and the Deposit Insurance Fund and not for the protection of shareholders or other security holders.

General

The Company is a bank holding company which has made an election to be a financial holding company. It is regulated by the Board of Governors of the Federal Reserve System (the "Federal Reserve") and the Washington State Department of Financial Institutions, Division of Banks (the "WDFI"). The Company is required to register and file reports with, and otherwise comply with, the rules and regulations of the Federal Reserve and the WDFI.

The Bank is a Washington state-chartered commercial bank. The Bank is subject to regulation, examination and supervision by the WDFI and the Federal Deposit Insurance Corporation (the "FDIC").

On February 28, 2016, the Bank converted from a Washington state-chartered savings bank to a Washington state-chartered commercial bank. The conversion is not expected to have any significant impact on the Bank’s powers or authorities. As a result of the conversion, the Company, which previously was a savings and loan holding company, became a bank holding company. The conversion did not result in any change in the primary federal and state regulators of either the Bank or the Company.

New statutes, regulations and guidance are considered regularly that could contain wide-ranging potential changes to the competitive landscape for financial institutions operating and doing business in the United States. We cannot predict whether or in what form any proposed statute, regulation or other guidance will be adopted or promulgated, or the extent to which our business may be affected. Any change in policies, whether by the Federal Reserve, the WDFI, the FDIC, the Washington legislature or the United States Congress, could have a material adverse impact on us and our operations and shareholders. In addition, the Federal Reserve, the WDFI and the FDIC have significant discretion in connection with their supervisory and enforcement activities and examination policies, including, among other things, policies with respect to the Bank's capital levels, the classification of assets and establishment of adequate loan loss reserves for regulatory purposes.

Our operations and earnings will be affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. In addition to its role as the regulator of bank holding companies, the Federal Reserve has, and is likely to continue to have, an important impact on the operating results of financial institutions through its power to implement national monetary and fiscal policy including, among other things, actions taken in order to curb inflation or combat a recession. The Federal Reserve affects the levels of bank loans, investments and deposits in various ways, including through its control over the issuance of United States government securities, its regulation of the discount rate applicable to member banks and its influence over reserve requirements to which banks are subject. In recent years, in response to the financial crisis, the Federal Reserve has created several innovative programs to stabilize certain financial institutions, to help ensure the availability of credit and to purchase financial assets through programs such as quantitative easing. Quantitative easing has had a significant impact on the market for mortgage-backed securities ("MBS") and by some accounts has stimulated the national economy. We believe these policies have had a beneficial effect on the Company and the mortgage banking industry as a whole. In late 2014, the Federal Reserve discontinued its quantitative easing program of purchasing financial assets and in December 2015, the Federal Reserve increased short-term interest rates and further increases may occur in 2016. We cannot predict the effects of these actions. In addition, we cannot predict the nature or impact of future changes in monetary and fiscal policies of the Federal Reserve.

Regulation of the Company

General

The Company is a bank holding company and is subject to Federal Reserve regulations, examinations, supervision and reporting requirements relating to bank holding companies. Among other things, the Federal Reserve is authorized to restrict or prohibit activities that are determined to be a serious risk to the financial safety, soundness or stability of a subsidiary bank. Since the Bank is chartered under Washington law, the WDFI has authority to regulate the Company generally relating to its conduct affecting the Bank.

Capital / Source of Strength

During 2015, the Company was a savings and loan holding company. Under the Dodd-Frank Act, beginning in 2015, savings and loan holding companies became subject to capital requirements. As a bank holding company, the Company will continue to be subject to capital requirements. See "Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements - Capital Requirements*."

Regulations and historical practice of the Federal Reserve have required bank holding companies to serve as a "source of strength" for their subsidiary banks. The Dodd-Frank Act codifies this requirement and extends it to all companies that control an insured depository institution. Accordingly, the Company is required to act as a source of strength for the Bank.

Restrictions Applicable to Bank Holding Companies

Federal law prohibits a bank holding company, including the Company, directly or indirectly (or through one or more subsidiaries), from acquiring:

- control of another depository institution (or a holding company parent) without prior approval of the Federal Reserve (as "control" is defined under the Bank Holding Company Act);
- another depository institution (or a holding company thereof), through merger, consolidation or purchase of all or substantially all of the assets of such institution (or holding company) without prior approval from the Federal Reserve or FDIC;
- more than 5.0% of the voting shares of a non-subsidiary depository institution or a holding company subject to certain exceptions; or
- control of any depository institution not insured by the FDIC (except through a merger with and into the holding company's bank subsidiary that is approved by the FDIC).

In evaluating applications by holding companies to acquire depository institutions or holding companies, the Federal Reserve must consider the financial and managerial resources and future prospects of the company and institution involved, the effect of the acquisition on the risk to the insurance funds, the convenience and needs of the community and competitive factors.

Acquisition of Control

Under the federal Change in Bank Control Act, a notice must be submitted to the Federal Reserve if any person (including a company), or group acting in concert, seeks to acquire "control" of a bank holding company. An acquisition of control can occur upon the acquisition of 10.0% or more of the voting stock of a bank holding company or as otherwise defined by the Federal Reserve. Under the Change in Bank Control Act, the Federal Reserve has 60 days from the filing of a complete notice to act (the 60-day period may be extended), taking into consideration certain factors, including the financial and managerial resources of the acquirer and the antitrust effects of the acquisition. Control can also exist if an individual or company has, or exercises, directly or indirectly or by acting in concert with others, a controlling influence over the Bank. Washington law also imposes certain limitations on the ability of persons and entities to acquire control of banking institutions and their parent companies.

Dividend Policy

Under Washington law, the Company is generally permitted to make a distribution, including payments of dividends, only if, after giving effect to the distribution, in the judgment of the board of directors, (1) the Company would be able to pay its debts as they become due in the ordinary course of business and (2) the Company's total assets would at least equal the sum of its total liabilities plus the amount that would be needed if the Company were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

The Company's ability to pay dividends to shareholders is significantly dependent on the Bank's ability to pay dividends to the Company. Capital rules implemented beginning in January 2015 impose additional requirements on the ability of the Company and the Bank to pay dividends. See "Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements - Capital Requirements*."

Compensation Policies

Compensation policies and practices at the Company and the Bank are subject to regulation by their respective banking regulators and the SEC.

Guidance on Sound Incentive Compensation Policies. Effective on June 25, 2010, federal banking regulators adopted Sound Incentive Compensation Policies Final Guidance (the “Final Guidance”) designed to help ensure that incentive compensation policies at banking organizations do not encourage imprudent risk-taking and are consistent with the safety and soundness of the organization. The Final Guidance applies to senior executives and others who are responsible for oversight of HomeStreet's company-wide activities and material business lines, as well as other employees who, either individually or as a part of a group, have the ability to expose the Bank to material amounts of risk.

Dodd-Frank Act. In addition to the Final Guidance, the Dodd-Frank Act contains a number of provisions relating to compensation applying to public companies such as the Company. The Dodd-Frank Act added a new Section 14A(a) to the Exchange Act that requires companies to include a separate non-binding resolution subject to shareholder vote in their proxy materials approving the executive compensation disclosed in the materials. In addition, a new Section 14A(b) to the Exchange Act requires any proxy or consent solicitation materials for a meeting seeking shareholder approval of an acquisition, merger, consolidation or disposition of all or substantially all of the company's assets to include a separate non-binding shareholder resolution approving certain “golden parachute” payments made in connection with the transaction. A new Section 10D to the Exchange Act requires the SEC to direct the national securities exchanges to require companies to implement a policy to “claw back” certain executive payments that were made based on improper financial statements.

In addition, Section 956 of the Dodd-Frank Act requires certain regulators (including the FDIC, SEC and Federal Reserve) to adopt requirements or guidelines prohibiting excessive compensation or compensation that could lead to material loss as well as rules relating to disclosure of compensation. On April 14, 2011, these regulators published a joint proposed rulemaking to implement Section 956 of Dodd-Frank for depository institutions, their holding companies and various other financial institutions with $1 billion or more in assets. Section 956 prohibits incentive-based compensation arrangements which encourage inappropriate risk taking by covered financial institutions and are deemed to be excessive, or that may lead to material losses. The proposed rule would (1) prohibit incentive-based compensation arrangements for covered persons that would encourage inappropriate risks by providing excess compensation, (2) prohibit incentive-based compensation arrangements for covered persons that would expose the institution to inappropriate risks by providing compensation that could lead to a material financial loss, (3) require policies and procedures for incentive-based compensation arrangements that are commensurate with the size and complexity of the institutions and (4) require annual reports on incentive compensation structures to the institution's appropriate federal regulator.

FDIC Regulations. We are further restricted in our ability to make certain “golden parachute” and “indemnification” payments under Part 359 of the FDIC regulations, and the FDIC also regulates payments to executives under Part 364 of its regulations relating to excessive executive compensation.

Emerging Growth Company

We are an “Emerging Growth Company,” as defined in the Jumpstart Our Business Startups Act (the “JOBS Act”), and are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not Emerging Growth Companies. These include, but are not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from certain requirements under the Dodd-Frank Act, including the requirement to hold a non-binding advisory vote on executive compensation and the requirement to obtain shareholder approval of any golden parachute payments not previously approved. We currently take advantage of some or all of these reporting exemptions and intend to continue to do so until we no longer qualify as an Emerging Growth Company.

We will remain an Emerging Growth Company for up to five years from the end of the year of our initial public offering, or until (1) we have total annual gross revenues of at least $1 billion, (2) we qualify as a large accelerated filer, or (3) we issue more than $1 billion in nonconvertible debt in a three-year period.

Regulation and Supervision of HomeStreet Bank

General

As a commercial bank chartered under the laws of the State of Washington, HomeStreet Bank is subject to applicable provisions of Washington law and regulations of the WDFI. As a state-chartered commercial bank that is not a member of the Federal Reserve System, the Bank's primary federal regulator is the FDIC. It is subject to regulation and examination by the WDFI and the FDIC, as well as enforcement actions initiated by the WDFI and the FDIC, and its deposits are insured by the FDIC.

Washington Banking Regulation

As a Washington bank, the Bank's operations and activities are substantially regulated by Washington law and regulations, which govern, among other things, the Bank's ability to take deposits and pay interest, make loans on or invest in residential and other real estate, make consumer and commercial loans, invest in securities, offer various banking services to its customers and establish branch offices. Under state law, commercial banks in Washington also generally have, subject to certain limitations or approvals, all of the powers that Washington chartered savings banks have under Washington law and that federal savings banks and national banks have under federal laws and regulations.

Washington law also governs numerous corporate activities relating to the Bank, including the Bank's ability to pay dividends, to engage in merger activities and to amend its articles of incorporation, as well as limitations on change of control of the Bank. Under Washington law, the board of directors of the Bank generally may not declare a cash dividend on its capital stock if payment of such dividend would cause its net worth to be reduced below the net worth requirements, if any, imposed by the WDFI and dividends may not be paid in an amount greater than its retained earnings without the approval of the WDFI. These restrictions are in addition to restrictions imposed by federal law. Mergers involving the Bank and sales or acquisitions of its branches are generally subject to the approval of the WDFI. No person or entity may acquire control of the Bank until 30 days after filing an application with the WDFI, which has the authority to disapprove the application. Washington law defines “control” of an entity to mean directly or indirectly, alone or in concert with others, to own, control or hold the power to vote 25.0% or more of the outstanding stock or voting power of the entity. Any amendment to the Bank's articles of incorporation requires the approval of the WDFI.

The Bank is subject to periodic examination by and reporting requirements of the WDFI, as well as enforcement actions initiated by the WDFI. The WDFI's enforcement powers include the issuance of orders compelling or restricting conduct by the Bank and the authority to bring actions to remove the Bank's directors, officers and employees. The WDFI has authority to place the Bank under supervisory direction or to take possession of the Bank and to appoint the FDIC as receiver.

Insurance of Deposit Accounts and Regulation by the FDIC

The FDIC is the Bank's principal federal bank regulator. As such, the FDIC is authorized to conduct examinations of and to require reporting by the Bank. The FDIC may prohibit the Bank from engaging in any activity determined by law, regulation or order to pose a serious risk to the institution, and may take a variety of enforcement actions in the event the Bank violates a law, regulation or order or engages in an unsafe or unsound practice or under certain other circumstances. The FDIC also has the authority to appoint itself as receiver of the Bank or to terminate the Bank's deposit insurance if it were to determine that the Bank has engaged in unsafe or unsound practices or is in an unsafe or unsound condition.

The Bank is a member of the Deposit Insurance Fund (“DIF”) administered by the FDIC, which insures customer deposit accounts. Under the Dodd-Frank Act, the amount of federal deposit insurance coverage was permanently increased from $100,000 to $250,000, per depositor, for each account ownership category at each depository institution. This change made permanent the coverage increases that had been in effect since October 2008.

In order to maintain the DIF, member institutions, such as the Bank, are assessed insurance premiums. The Dodd-Frank Act required the FDIC to make numerous changes to the DIF and the manner in which assessments are calculated. The minimum ratio of assets in the DIF to the total of estimated insured deposits was increased from 1.15% to 1.35%, and the FDIC is given until September 30, 2020 to meet the reserve ratio. In December 2010, the FDIC adopted a final rule setting the reserve ratio of the DIF at 2.0%. As required by the Dodd-Frank Act, assessments are now based on an insured institution's average consolidated assets less tangible equity capital.

For the purpose of determining an institution's assessment rate, each institution is provided an assessment risk assignment, which is generally based on the risk that the institution presents to the DIF. Insured institutions with assets of less than $10 billion are placed in one of four risk categories. These risk categories are generally determined based on an institution's capital levels and its supervisory evaluation. These institutions generally have an assessment rate that can range from 2.5 to 45 basis points. However, the FDIC does have flexibility to adopt assessment rates without additional rule-making provided that the total base assessment rate increase or decrease does not exceed 2 basis points. In the future, if the reserve ratio reaches certain levels, these assessment rates will generally be lowered. As of December 31, 2015, the Bank's assessment rate was 6 basis points on average assets less average tangible equity capital.

In addition, all FDIC-insured institutions are required to pay a pro rata portion of the interest due on obligations issued by the Financing Corporation to fund the closing and disposal of failed thrift institutions by the Resolution Trust Corporation. The Financing Corporation rate is adjusted quarterly to reflect changes in assessment bases of the DIF. These assessments will continue until the Financing Corporation bonds mature in 2019. The annual rate for the first quarter of 2016 is 0.58 basis points.

Capital and Prompt Corrective Action Requirements

Capital Requirements

In July 2013, federal banking regulators (including the FDIC and the FRB) adopted new capital rules (the “Rules”). The Rules apply to both depository institutions (such as the Bank) and their holding companies (such as the Company). The Rules reflect, in part, certain standards initially adopted by the Basel Committee on Banking Supervision in December 2010 (which standards are commonly referred to as “Basel III”) as well as requirements contemplated by the Dodd-Frank Act. The Rules apply to both the Company and the Bank beginning in 2015.

The Rules recognize three components, or tiers, of capital: common equity Tier 1 capital, additional Tier 1 capital and Tier 2 capital. Common equity Tier 1 capital generally consists of retained earnings and common stock instruments (subject to certain adjustments), as well as accumulated other comprehensive income (“AOCI”) except to the extent that the Company and the Bank exercise a one-time irrevocable option to exclude certain components of AOCI. Both the Company and the Bank made this election in 2015. Additional Tier 1 capital generally includes non-cumulative preferred stock and related surplus subject to certain adjustments and limitations. Tier 2 capital generally includes certain capital instruments (such as subordinated debt) and portions of the amounts of the allowance for loan and lease losses, subject to certain requirements and deductions. The term “Tier 1 capital” means common equity Tier 1 capital plus additional Tier 1 capital, and the term “total capital” means Tier 1 capital plus Tier 2 capital.

The Rules generally measure an institution’s capital using four capital measures or ratios. The common equity Tier 1 capital ratio is the ratio of the institution’s common equity Tier 1 capital to its total risk-weighted assets. The Tier 1 capital ratio is the ratio of the institution’s Tier 1 capital to its total risk-weighted assets. The total capital ratio is the ratio of the institution’s total capital to its total risk-weighted assets. The leverage ratio is the ratio of the institution’s Tier 1 capital to its average total consolidated assets. To determine risk-weighted assets, assets of an institution are generally placed into a risk category and given a percentage weight based on the relative risk of that category. The percentage weights range from 0% to 1,250%. An asset’s risk-weighted value will generally be its percentage weight multiplied by the asset’s value as determined under generally accepted accounting principles. In addition, certain off-balance-sheet items are converted to balance-sheet credit equivalent amounts, and each amount is then assigned to one of the risk categories. An institution’s federal regulator may require the institution to hold more capital than would otherwise be required under the Rules if the regulator determines that the institution’s capital requirements under the Rules are not commensurate with the institution’s credit, market, operational or other risks.

Both the Company and the Bank are required to have a common equity Tier 1 capital ratio of at least 4.5%, a Tier 1 leverage ratio of 4.0%, a Tier 1 risk-based ratio of 6.0% and a total risk-based ratio of 8.0%. In addition to the preceding requirements, institutions, including both the Company and the Bank, are required to establish a “conservation buffer,” consisting of common equity Tier 1 capital, which is at least 2.5% above each of the preceding common equity Tier 1 capital ratio, the Tier 1 risk-based ratio and the total risk-based ratio. An institution that does not meet the conservation buffer will be subject to restrictions on certain activities including payment of dividends, stock repurchases and discretionary bonuses to executive officers.

The Rules set forth the manner in which certain capital elements are determined, including but not limited to, requiring certain deductions related to mortgage servicing rights and deferred tax assets. When the federal banking regulators initially proposed new capital rules in 2012, the rules would have phased out trust preferred securities as a component of Tier 1 capital. As finally adopted, however, the Rules permit holding companies with less than $15 billion in total assets as of December 31, 2009 (which includes the Company) to continue to include trust preferred securities issued prior to May 19, 2010 in Tier 1 capital, generally up to 25% of other Tier 1 capital.

The Rules made changes in the methods of calculating certain risk-based assets, which in turn affects the calculation of risk- based ratios. Higher or more sensitive risk weights are assigned to various categories of assets, among which are commercial real estate, credit facilities that finance the acquisition, development or construction of real property, certain exposures or credits that are 90 days past due or are nonaccrual, foreign exposures, certain corporate exposures, securitization exposures, equity exposures and in certain cases mortgage servicing rights and deferred tax assets.

Both the Company and the Bank were generally required to begin compliance with the Rules on January 1, 2015. The conservation buffer will be phased in beginning in 2016 and will take full effect on January 1, 2019. Certain calculations under the Rules will also have phase-in periods. We believe that the current capital levels of the Company and the Bank are in compliance with the standards under the Rules including the conservation buffer.

Prompt Corrective Action Regulations

Section 38 of the Federal Deposit Insurance Act establishes a framework of supervisory actions for insured depository institutions that are not adequately capitalized, also known as “prompt corrective action” regulations. All of the federal banking agencies have promulgated substantially similar regulations to implement a system of prompt corrective action. These regulations apply to the Bank but not the Company. As modified by the Rules, the framework establishes five capital categories; under the Rules, a bank is:

- “well capitalized” if it has a total risk-based capital ratio of 10.0% or more, a Tier 1 risk-based capital ratio of 8.0% or more, a common equity Tier 1 risk-based ratio of 6.5% or more, and a leverage capital ratio of 5.0% or more, and is not subject to any written agreement, order or capital directive to meet and maintain a specific capital level for any capital measure;
- “adequately capitalized” if it has a total risk-based capital ratio of 8.0% or more, a Tier 1 risk-based capital ratio of 6.0% or more, a common equity Tier 1 risk-based ratio of 4.5% or more, and a leverage capital ratio of 4.0% or more;
- “undercapitalized” if it has a total risk-based capital ratio less than 8.0%, a Tier 1 risk-based capital ratio less than 6.0%, a common equity risk-based ratio less than 4.5% or a leverage capital ratio less than 4.0%;
- “significantly undercapitalized” if it has a total risk-based capital ratio less than 6.0%, a Tier 1 risk-based capital ratio less than 4.0%, a common equity risk-based ratio less than 3.0% or a leverage capital ratio less than 3.0%; and
- “critically undercapitalized” if it has a ratio of tangible equity to total assets that is equal to or less than 2.0%.

A bank that, based upon its capital levels, is classified as “well capitalized,” “adequately capitalized” or “undercapitalized” may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for a hearing, determines that an unsafe or unsound condition, or an unsafe or unsound practice, warrants such treatment.

At each successive lower capital category, an insured bank is subject to increasingly severe supervisory actions. These actions include, but are not limited to, restrictions on asset growth, interest rates paid on deposits, branching, allowable transactions with affiliates, ability to pay bonuses and raises to senior executives and pursuing new lines of business. Additionally, all “undercapitalized” banks are required to implement capital restoration plans to restore capital to at least the “adequately capitalized” level, and the FDIC is generally required to close “critically undercapitalized” banks within a 90-day period.

Limitations on Transactions with Affiliates

Transactions between the Bank and any affiliate are governed by Sections 23A and 23B of the Federal Reserve Act. An affiliate of the Bank is any company or entity which controls, is controlled by or is under common control with the Bank but which is not a subsidiary of the Bank. The Company and its non-bank subsidiaries are affiliates of the Bank. Generally, Section 23A limits the extent to which the Bank or its subsidiaries may engage in “covered transactions” with any one affiliate to an amount equal to 10.0% of the Bank's capital stock and surplus, and imposes an aggregate limit on all such transactions with all affiliates in an amount equal to 20.0% of such capital stock and surplus. Section 23B applies to “covered transactions” as well as certain other transactions and requires that all transactions be on terms substantially the same, or at least as favorable to the Bank, as those provided to a non-affiliate. The term “covered transaction” includes the making of loans to an affiliate, the purchase of or investment in the securities issued by an affiliate, the purchase of assets from an affiliate, the acceptance of securities issued by an affiliate as collateral security for a loan or extension of credit to any person or company, the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate, or certain transactions with an affiliate that involves the borrowing or lending of securities and certain derivative transactions with an affiliate.

In addition, Sections 22(g) and (h) of the Federal Reserve Act place restrictions on loans, derivatives, repurchase agreements and securities lending to executive officers, directors and principal shareholders of the Bank and its affiliates.

Standards for Safety and Soundness

The federal banking regulatory agencies have prescribed, by regulation, a set of guidelines for all insured depository institutions prescribing safety and soundness standards. These guidelines establish general standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, earnings standards, compensation, fees and benefits. In general, the guidelines require appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines before capital becomes impaired. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director, or principal shareholder.

Each insured depository institution must implement a comprehensive written information security program that includes administrative, technical and physical safeguards appropriate to the institution's size and complexity and the nature and scope of its activities. The information security program also must be designed to ensure the security and confidentiality of customer information, protect against any unanticipated threats or hazards to the security or integrity of such information, protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer and ensure the proper disposal of customer and consumer information. Each insured depository institution must also develop and implement a risk-based response program to address incidents of unauthorized access to customer information in customer information systems. If the FDIC determines that the Bank fails to meet any standard prescribed by the guidelines, it may require the Bank to submit an acceptable plan to achieve compliance with the standard. The Bank maintains a program to meet the information security requirements.

Real Estate Lending Standards

FDIC regulations require the Bank to adopt and maintain written policies that establish appropriate limits and standards for real estate loans. These standards, which must be consistent with safe and sound banking practices, must establish loan portfolio diversification standards, prudent underwriting standards (including loan-to-value ratio limits) that are clear and measurable, loan administration procedures and documentation, approval and reporting requirements. The Bank is obligated to monitor conditions in its real estate markets to ensure that its standards continue to be appropriate for current market conditions. The Bank's board of directors is required to review and approve the Bank's standards at least annually.

The FDIC has published guidelines for compliance with these regulations, including supervisory limitations on loan-to-value ratios for different categories of real estate loans. Under the guidelines, the aggregate amount of all loans in excess of the supervisory loan-to-value ratios should not exceed 100.0% of total capital, and the total of all loans for commercial, agricultural, multifamily or other non-one-to-four family residential properties in excess of such ratios should not exceed 30.0% of total capital. Loans in excess of the supervisory loan-to-value ratio limitations must be identified in the Bank's records and reported at least quarterly to the Bank's board of directors.

The FDIC and the federal banking agencies have also issued guidance on sound risk management practices for concentrations in commercial real estate lending. The particular focus is on exposure to commercial real estate loans that are dependent on the cash flow from the real estate held as collateral and that are likely to be sensitive to conditions in the commercial real estate market (as opposed to real estate collateral held as a secondary source of repayment or as an abundance of caution). The purpose of the guidance is not to limit a bank's commercial real estate lending but to guide banks in developing risk management practices and capital levels commensurate with the level and nature of real estate concentrations.

Risk Retention

The Dodd-Frank Act requires that, subject to certain exemptions, securitizers of mortgage and other asset-backed securities retain not less than five percent of the credit risk of the mortgages or other assets and that the securitizer not hedge or otherwise transfer the risk it is required to retain. In December 2014, the federal banking regulators, together with the SEC, the Federal Housing Finance Agency and the Department of Housing and Urban Development, published a final rule implementing this requirement. Generally, the final rule provides various ways in which the retention of risk requirement can be satisfied and also describes exemptions from the retention requirements for various types of assets, including mortgages. Compliance with the final rule with respect to residential mortgage securitizations was required beginning in December 2015 and will be required beginning in December 2016 for all other securitizations.

Volcker Rule

In December 2013, the FDIC, the FRB and various other federal agencies issued final rules to implement certain provisions of the Dodd-Frank Act commonly known as the “Volcker Rule.” Subject to certain exceptions, the final rules generally prohibit banks and affiliated companies from engaging in short-term proprietary trading of certain securities, derivatives, commodity futures and options on those instruments, for their own account. The final rules also impose restrictions on banks and their affiliates from acquiring or retaining an ownership interest in, sponsoring or having certain other relationships with hedge funds or private equity funds.

Activities and Investments of Insured State-Chartered Financial Institutions

Federal law generally prohibits FDIC-insured state banks from engaging as a principal in activities, and from making equity investments, other than those that are permissible for national banks. An insured state bank is not prohibited from, among other things, (1) acquiring or retaining a majority interest in certain subsidiaries, (2) investing as a limited partner in a partnership the sole purpose of which is direct or indirect investment in the acquisition, rehabilitation or new construction of a qualified housing project, provided that such limited partnership investments may not exceed 2.0% of the bank's total assets, (3) acquiring up to 10.0% of the voting stock of a company that solely provides or reinsures directors', trustees' and officers' liability insurance coverage or bankers' blanket bond group insurance coverage for insured depository institutions and (4) acquiring or retaining the voting shares of a depository institution if certain requirements are met.

Washington State has enacted a law regarding financial institution parity. The law generally provides that Washington-chartered commercial banks may exercise any of the powers of Washington-chartered savings banks, national banks or federally-chartered savings banks, subject to the approval of the Director of the WDFI in certain situations.

Environmental Issues Associated With Real Estate Lending

The Comprehensive Environmental Response, Compensation and Liability Act, or the CERCLA, is a federal statute that generally imposes strict liability on all prior and present “owners and operators” of sites containing hazardous waste. However, Congress has acted to protect secured creditors by providing that the term “owner and operator” excludes a person whose ownership is limited to protecting its security interest in the site. Since the enactment of the CERCLA, this “secured creditor” exemption has been the subject of judicial interpretations which have left open the possibility that lenders could be liable for cleanup costs on contaminated property that they hold as collateral for a loan. To the extent that legal uncertainty exists in this area, all creditors, including the Bank, that have made loans secured by properties with potential hazardous waste contamination (such as petroleum contamination) could be subject to liability for cleanup costs, which costs often substantially exceed the value of the collateral property.

Reserve Requirements

The Bank is subject to Federal Reserve regulations pursuant to which depositary institutions may be required to maintain non-interest-earning reserves against their deposit accounts and certain other liabilities. Currently, reserves must be maintained against transaction accounts (primarily negotiable order of withdrawal and regular checking accounts). The regulations generally required in 2015 that reserves be maintained as follows:

- Net transaction accounts up to $14.5 million were exempt from reserve requirements.
- A reserve of 3.0% of the aggregate is required for transaction accounts over $14.5 million up to $103.6 million.
- A reserve of 10% is required for any transaction accounts over $103.6 million.

In 2016, the regulations generally require that reserves be maintained as follows:

- Net transaction accounts up to $15.2 million were exempt from reserve requirements.
- A reserve of 3.0% of the aggregate is required for transaction accounts over $15.2 million up to $110.2 million.
- A reserve of 10% is required for any transaction accounts over $110.2 million.

Federal Home Loan Bank System

The Federal Home Loan Bank system consists of eleven regional Federal Home Loan Banks. Among other benefits, each of these serves as a reserve or central bank for its members within its assigned region. Each of the Federal Home Loan Banks makes available loans or advances to its members in compliance with the policies and procedures established by its board of directors. The Bank is a member of the Federal Home Loan Bank of Des Moines and the Federal Home Loan Bank of San Francisco ("FHLB"). As a member, the Bank is required to own stock in the FHLB and currently owns $44.3 million of stock in the FHLB.

Community Reinvestment Act of 1977

Banks are subject to the provisions of the CRA of 1977, which requires the appropriate federal bank regulatory agency to assess a bank's record in meeting the credit needs of the assessment areas serviced by the bank, including low and moderate income neighborhoods. The regulatory agency's assessment of the bank's record is made available to the public. Further, these assessments are considered by regulators when evaluating mergers, acquisitions and applications to open or relocate a branch or facility. The Bank currently has a rating of “Outstanding” under the CRA.

Dividends

Dividends from the Bank constitute an important source of funds for dividends that may be paid by the Company to shareholders. The amount of dividends payable by the Bank to the Company depends upon the Bank's earnings and capital position and is limited by federal and state laws. Under Washington law, the Bank may not declare or pay a cash dividend on its capital stock if this would cause its net worth to be reduced below the net worth requirements, if any, imposed by the WDFI. In addition, dividends on the Bank's capital stock may not be paid in an amount greater than its retained earnings without the approval of the WDFI.

The amount of dividends actually paid during any one period will be strongly affected by the Bank's policy of maintaining a strong capital position. Federal law prohibits an insured depository institution from paying a cash dividend if this would cause the institution to be “undercapitalized,” as defined in the prompt corrective action regulations. Moreover, the federal bank regulatory agencies have the general authority to limit the dividends paid by insured banks if such payments are deemed to constitute an unsafe and unsound practice. New capital rules that went into effect in 2015 impose additional requirements on the Bank’s ability to pay dividends. See “- *Capital and Prompt Corrective Action Requirements - Capital Requirements*.”

Liquidity

The Bank is required to maintain a sufficient amount of liquid assets to ensure its safe and sound operation. See “Management's Discussion and Analysis - *Liquidity Risk and Capital Resources.”*

Compensation

The Bank is subject to regulation of its compensation practices. See “Regulation and Supervision - *Regulation of the Company* - *Compensation Policies*.”

Bank Secrecy Act and USA Patriot Act

The Company and the Bank are subject to the Bank Secrecy Act, as amended by the USA PATRIOT Act, which gives the federal government powers to address money laundering and terrorist threats through enhanced domestic security measures, expanded surveillance powers and mandatory transaction reporting obligations. By way of example, the Bank Secrecy Act imposes an affirmative obligation on the Bank to report currency transactions that exceed certain thresholds and to report other transactions determined to be suspicious.

Like all United States companies and individuals, the Company and the Bank are prohibited from transacting business with certain individuals and entities named on the Office of Foreign Asset Control's list of Specially Designated Nationals and Blocked Persons. Failure to comply may result in fines and other penalties. The Office of Foreign Asset Control (“OFAC”) has issued guidance directed at financial institutions in which it asserted that it may, in its discretion, examine institutions determined to be high-risk or to be lacking in their efforts to comply with these prohibitions.

The Bank maintains a program to meet the requirements of the Bank Secrecy Act, USA PATRIOT Act and OFAC.

Identity Theft

Section 315 of the Fair and Accurate Credit Transactions Act ("FACT Act") requires each financial institution or creditor to develop and implement a written Identity Theft Prevention Program to detect, prevent and mitigate identity theft “red flags” in connection with the opening of certain accounts or certain existing accounts.

The Bank maintains a program to meet the requirements of Section 315 of the FACT Act.

Consumer Protection Laws and Regulations

The Bank and its affiliates are subject to a broad array of federal and state consumer protection laws and regulations that govern almost every aspect of its business relationships with consumers. While this list is not exhaustive, these include the Truth-in-Lending Act, the Truth in Savings Act, the Electronic Fund Transfer Act, the Expedited Funds Availability Act, the Equal Credit Opportunity Act, the Fair Housing Act, the Secure and Fair Enforcement in Mortgage Licensing Act, the Real Estate Settlement Procedures Act, the Home Mortgage Disclosure Act, the Fair Credit Reporting Act, the Fair Debt Collection Practices Act, the Service Members' Civil Relief Act, the Right to Financial Privacy Act, the Home Ownership and Equity Protection Act, the Consumer Leasing Act, the Fair Credit Billing Act, the Homeowners Protection Act, the Check Clearing for the 21st Century Act, laws governing flood insurance, laws governing consumer protections in connection with the sale of insurance, federal and state laws prohibiting unfair and deceptive business practices, foreclosure laws and various regulations that implement some or all of the foregoing. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans, collecting loans and providing other services. Failure to comply with these laws and regulations can subject the Bank to various penalties, including but not limited to, enforcement actions, injunctions, fines, civil liability, criminal penalties, punitive damages and the loss of certain contractual rights. The Bank has a compliance governance structure in place to help ensure its compliance with these requirements.

The Dodd-Frank Act established the CFPB as a new independent bureau that is responsible for regulating consumer financial products and services under federal consumer financial laws. The CFPB has broad rulemaking authority with respect to these laws and exclusive examination and primary enforcement authority with respect to banks with assets of more than $10 billion.

The Dodd-Frank Act also contains a variety of provisions intended to reform consumer mortgage practices. The provisions include (1) a requirement that lenders make a determination that at the time a residential mortgage loan is consummated the consumer has a reasonable ability to repay the loan and related costs, (2) a ban on loan originator compensation based on the interest rate or other terms of the loan (other than the amount of the principal), (3) a ban on prepayment penalties for certain types of loans, (4) bans on arbitration provisions in mortgage loans and (5) requirements for enhanced disclosures in connection with the making of a loan. The Dodd-Frank Act also imposes a variety of requirements on entities that service mortgage loans.

The Dodd-Frank Act contains provisions further regulating payment card transactions. The Dodd-Frank Act required the Federal Reserve to adopt regulations limiting any interchange fee for a debit transaction to an amount which is “reasonable and proportional” to the costs incurred by the issuer. The Federal Reserve has adopted final regulations limiting the amount of debit interchange fees that large bank issuers may charge or receive on their debit card transactions. There is an exemption from the rules for issuers with assets of less than $10 billion and the Federal Reserve has stated that it will monitor and report to Congress on the effectiveness of the exemption.

Future Legislation or Regulation

In light of recent conditions in the United States economy and the financial services industry, the Obama administration, Congress, the regulators and various states continue to focus attention on the financial services industry. Additional proposals that affect the industry have been and will likely continue to be introduced. We cannot predict whether any of these proposals will be enacted or adopted or, if they are, the effect they would have on our business, our operations or our financial condition.

ITEM 1A RISK FACTORS

This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this report.

Risks Related to Our Operations

We are growing rapidly, and we may fail to manage our growth properly.

In 2012, HomeStreet completed its initial public offering of common stock (the “IPO”). At that time HomeStreet had been operating under regulatory orders that had been imposed during the financial crisis of 2007 through 2010 as a result of HomeStreet Bank having experienced operating losses, capital impairment, asset quality deterioration and a number of related operational and management issues. In late 2009 we began recruiting a new management team, and the recapitalization brought about by our IPO, together with aggressive management strategies, helped us substantially improve all of the major aspects of our operations and financial condition. As a result of a combination of these factors, our regulators removed all extraordinary restrictions on our operations by early 2013. Since those restrictions were lifted, we have made four whole-bank acquisitions - Fortune Bank and Yakima National Bank in November 2013, Simplicity Bancorp and its subsidiary, Simplicity Bank, in March 2015, and Orange County Business Bank in February 2016 - along with three branch acquisitions in 2014 and 2015. These acquisitions represent both significant operational growth and a substantial geographic expansion of our commercial and consumer banking operations. Simultaneously with this growth of our banking operations through acquisition, we have grown our mortgage origination operations opportunistically but quickly, opening new offices in Northern and Southern California starting in 2013, and further expanding our mortgage origination operations into Arizona beginning in the fourth quarter of 2014 and Central California in the second quarter of 2015, while also continuing to grow those operations in the Pacific Northwest. We also expanded our commercial lending activities, opening a new office in Salt Lake City, Utah and adding production personnel in Southern California focused on residential construction during 2014 and early 2015 and a team focused on SBA loans in 2015.

Since we completed our IPO in February 2012, we have grown substantially in terms of total assets, total deposits, total loans and employees. We plan to continue both strategic and opportunistic growth, which can present substantial demands on management personnel, line employees, and other aspects of our operations, especially if growth occurs rapidly. We may face difficulties in managing that growth, and we may experience a variety of adverse consequences, including:

- Loss of or damage to key customer relationships;
- Distraction of management from ordinary course operations;
- Costs incurred in the process of vetting potential acquisition candidates which we may not recoup;
- Loss of key employees or significant numbers of employees;
- The potential of litigation from prior employers relating to the portability of their employees;
- Costs associated with opening new offices and systems expansion to accommodate our growth in employees;
- Increased costs related to hiring, training and providing initial compensation to new employees, which may not be recouped if those employees do not remain with us long enough to be profitable;
- Challenges in complying with legal and regulatory requirements in new jurisdictions;
- Inadequacies in our computer systems, accounting policies and procedures, and management personnel (some of which may be difficult to detect until other problems become manifest);
- Challenges integrating different systems, practices, and customer relationships;
- An inability to attract and retain personnel whose experience and (in certain circumstances) business relationships promote the achievement of our strategic goals; and
- Increasing volatility in our operating results as we progress through these initiatives.

The integration of recent and future acquisitions could consume significant resources and may not be successful.

In February 2016, we acquired Orange County Business Bank by merger, representing our fourth whole-bank acquisition in three years, and have begun the process of integrating the operations of that bank into the operations of HomeStreet. We have also acquired three stand-alone branches in the same time period, including the acquisition of a branch in Dayton, Washington in December 2015. There are certain risks related to the integration of operations of acquired banks and branches, which we may continue to encounter if we acquire other banks or branches in the near future as part of our strategy to grow our business and our market share.

Any future acquisition we may undertake may involve numerous risks related to the investigation and consideration of the potential acquisition and the costs of undertaking such a transaction, as well as the integration of any acquired entities or assets into HomeStreet or HomeStreet Bank, including risks that arise after the transaction is completed. These risks include:

- Diversion of management's attention from normal daily operations of the business;
- Difficulties in integrating the operations, technologies, and personnel of the acquired companies;
- Difficulties in implementing, upgrading and maintaining our internal controls over financial reporting and our disclosure controls and procedures;
- Inability to maintain the key business relationships and the reputations of acquired businesses;
- Entry into markets in which we have limited or no prior experience and in which competitors have stronger market positions;
- Potential responsibility for the liabilities of acquired businesses;
- Inability to maintain our internal standards, procedures and policies at the acquired companies or businesses; and
- Potential loss of key employees of the acquired companies.

Difficulties in pursuing or integrating any new acquisitions may increase our costs and adversely impact our financial condition and results of operations. Further, even if we successfully address these factors and are successful in closing acquisitions and integrating our systems with the acquired systems, we may nonetheless experience customer losses, or we may fail to grow the acquired businesses as we intend.

The significant concentration of real estate secured loans in our portfolio has had and may continue to have a negative impact on our asset quality and profitability.

Substantially all of our loans are secured by real property. Our real estate secured lending is generally sensitive to national, regional and local economic conditions, making loss levels difficult to predict. Declines in real estate sales and prices, significant increases in interest rates, and a degeneration in prevailing economic conditions may result in higher than expected loan delinquencies, foreclosures, problem loans, OREO, net charge-offs and provisions for credit and OREO losses. Although real estate prices are stable in the markets in which we operate, if market values decline, the collateral for our loans may provide less security and our ability to recover the principal, interest and costs due on defaulted loans by selling the underlying real estate will be diminished, leaving us more likely to suffer additional losses on defaulted loans. Such declines may have a greater effect on our earnings and capital than on the earnings and capital of financial institutions whose loan portfolios are more geographically diversified.

Worsening conditions in the real estate market and higher than normal delinquency and default rates on loans could cause other adverse consequences for us, including:

- The reduction of cash flows and capital resources, as we are required to make cash advances to meet contractual obligations to investors, process foreclosures, and maintain, repair and market foreclosed properties;
- Declining mortgage servicing fee revenues because we recognize these revenues only upon collection;
- Increasing loan servicing costs;
- Declining fair value on our mortgage servicing rights; and
- Declining fair values and liquidity of securities held in our investment portfolio that are collateralized by mortgage obligations.

We have previously had deficiencies in our internal controls over financial reporting, and those deficiencies or others that we have not discovered may result in our inability to maintain control over our assets or to identify and accurately report our financial condition, results of operations, or cash flows.

Our internal controls over financial reporting are intended to assure we maintain accurate records, promote the accuracy and timely , maintain adequate control over our assets, and detect unauthorized acquisition, use or disposition of our assets. Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed.

As part of our ongoing monitoring of internal control from time to time we have discovered deficiencies in our internal controls that have required remediation. These deficiencies have included “material weaknesses,” defined as a deficiency or combination of deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. We also have discovered “significant deficiencies,” defined as a control deficiency or combination of control deficiencies, that adversely affect a company’s ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is a more than remote likelihood that a misstatement of a company’s annual or interim financial statements that is more than inconsequential will not be prevented or detected.

Management identified and implemented remedial measures intended to resolve all known deficiencies. To support our growth initiatives and to create operating efficiencies the company has implemented, and will continue to implement, new systems and processes. If our project management processes are not sound and adequate resources are not deployed to these implementations, we may experience additional internal control lapses that could expose the company to operating losses.
However, any failure to maintain effective controls or timely effect any necessary improvement of our internal and disclosure controls in the future could harm operating results or cause us to fail to meet our reporting obligations.

If our internal controls over financial reporting are subject to additional defects we have not identified, we may be unable to maintain adequate control over our assets, or we may experience material errors in recording our assets, liabilities and results of operations. Repeated or continuing deficiencies may cause investors to question the reliability of our internal controls or our financial statements, and may result in an erosion of confidence in our management or result in penalties or other potential enforcement action by the Securities and Exchange Commission.

Our allowance for loan losses may prove inadequate or we may be negatively affected by credit risk exposures. Future additions to our allowance for loan losses, as well as charge-offs in excess of reserves, will reduce our earnings.

Our business depends on the creditworthiness of our customers. As with most financial institutions, we maintain an allowance for loan losses to provide for defaults and nonperformance, which represents management's best estimate of probable incurred losses inherent in the loan portfolio. Management's estimate is the result of our continuing evaluation of specific credit risks and loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions, industry concentrations and other factors that may indicate future loan losses. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and judgment and requires us to make estimates of current credit risks and future trends, all of which may undergo material changes. Generally, our nonperforming loans and OREO reflect operating difficulties of individual borrowers and weaknesses in the economies of the markets we serve. This allowance may not be adequate to cover actual losses, and future provisions for losses could materially and adversely affect our financial condition, results of operations and cash flows.

In addition, as we have acquired new operations, we have added the loans previously held by the acquired companies or related to the acquired branches to our books. We expect that any future acquisition we may make will bring additional loans originated by other institutions onto our books. Although we review loan quality as part of our due diligence in considering any acquisition, the addition of such loans may increase our credit risk exposure, requiring an increase in our allowance for loan losses or we may experience adverse effects to our financial condition, results of operations and cash flows stemming from losses on those additional loans.

Our accounting policies and methods are fundamental to how we report our financial condition and results of operations, and we use estimates in determining the fair value of certain of our assets, which estimates may prove to be imprecise and result in significant changes in valuation.

A portion of our assets are carried on the balance sheet at fair value, including investment securities available for sale, mortgage servicing rights related to single family loans and single family loans held for sale. Generally, for assets that are reported at fair value, we use quoted market prices or internal valuation models that utilize observable market data inputs to estimate their fair value. In certain cases, observable market prices and data may not be readily available or their availability may be diminished due to market conditions. We use financial models to value certain of these assets. These models are complex and use asset-specific collateral data and market inputs for interest rates. Although we have processes and procedures in place governing internal valuation models and their testing and calibration, such assumptions are complex as we must make judgments about the effect of matters that are inherently uncertain. Different assumptions could result in significant changes in valuation, which in turn could affect earnings or result in significant changes in the dollar amount of assets reported on the balance sheet.

We cannot assure you that we will remain profitable.

We have sustained significant losses in the past. We cannot guarantee that we will remain profitable or be able to maintain the level of profit we are currently experiencing. Many factors determine whether or not we will be profitable, and our ability to remain profitable is threatened by a myriad of issues, including:

- Increases in interest rates may limit our ability to make loans, decrease our net interest income and noninterest income, reduce demand for loans, increase the cost of deposits and otherwise negatively impact our financial situation;
- Volatility in mortgage markets, which is driven by factors outside of our control such as interest rate changes, housing inventory and general economic conditions, may negatively impact our ability to originate loans and change the fair value of our existing loans and servicing rights;
- Changes in regulations may negatively impact the Company or the Bank and may limit our ability to offer certain products or services or may increase our costs of compliance;
- Increased costs from growth through acquisition could exceed the income growth anticipated from these opportunities, especially in the short term as these acquisitions are integrated into our business;
- Increased costs for controls over data confidentiality, integrity, and availability due to growth or to strengthen the security profile of our computer systems and computer networks;
- Changes in government-sponsored enterprises and their ability to insure or to buy our loans in the secondary market may result in significant changes in our ability to recognize income on sale of our loans to third parties;
- Competition in the mortgage market industry may drive down the interest rates we are able to offer on our mortgages, which will negatively impact our net interest income;
- Changes in the cost structures and fees of government-sponsored enterprises to whom we sell many of these loans may compress our margins and reduce our net income and profitability; and
- Our hedging strategies to offset risks related to interest rate changes may not prove to be successful and may result in unanticipated losses for the Company.

These and other factors may limit our ability to generate revenue in excess of our costs, which in turn may result in a lower rate of profitability or even substantial losses for the Company.

We may incur significant losses as a result of ineffective hedging of interest rate risk related to our loans sold with a reservation of servicing rights.

Both the value of our single family mortgage servicing rights, or MSRs, and the value of our single family loans held for sale change with fluctuations in interest rates, among other things, reflecting the changing expectations of mortgage prepayment activity. To mitigate potential losses of fair value of single family loans held for sale and MSRs related to changes in interest rates, we actively hedge this risk with financial derivative instruments. Hedging is a complex process, requiring sophisticated models, experienced and skilled personnel and continual monitoring. Changes in the value of our hedging instruments may not correlate with changes in the value of our single family loans held for sale and MSRs, and we could incur a net valuation loss as a result of our hedging activities. Following the expansion of our single family mortgage operations in early 2012 through the addition of a significant number of single family mortgage origination personnel, the volume of our single family loans held for sale and MSRs has increased. The increase in volume in turn increases our exposure to the risks associated with the impact of interest rate fluctuations on single family loans held for sale and MSRs.

If we breach any of the representations or warranties we make to a purchaser or securitizer of our mortgage loans or MSRs, we may be liable to the purchaser or securitizer for certain costs and damages.

When we sell or securitize mortgage loans in the ordinary course of business, we are required to make certain representations and warranties to the purchaser about the mortgage loans and the manner in which they were originated. Our agreements require us to repurchase mortgage loans if we have breached any of these representations or warranties, in which case we may be required to repurchase such loan and record a loss upon repurchase and/or bear any subsequent loss on the loan. We may not have any remedies available to us against a third party for such losses, or the remedies available to us may not be as broad as the remedies available to the purchaser of the mortgage loan against us. In addition, if there are remedies against a third party available to us, we face further risk that such third party may not have the financial capacity to perform remedies that otherwise may be available to us. Therefore, if a purchaser enforces remedies against us, we may not be able to recover our losses from a third party and may be required to bear the full amount of the related loss.

If repurchase and indemnity demands increase on loans or MSRs that we sell from our portfolios, our liquidity, results of operations and financial condition will be adversely affected.

If we breach any representations or warranties or fail to follow guidelines when originating an FHA/HUD-insured loan or a VA-guaranteed loan, we may lose the insurance or guarantee on the loan and suffer losses, pay penalties, and/or be subjected to litigation from the federal government.

We originate and purchase, sell and thereafter service single family loans that are insured by FHA/HUD or guaranteed by the VA. We certify to the FHA/HUD and the VA that the loans meet their requirements and guidelines. The FHA/HUD and VA audit loans that are insured or guaranteed under their programs, including audits of our processes and procedures as well as individual loan documentation. Violations of guidelines can result in monetary penalties or require us to provide indemnifications against loss or loans declared ineligible for their programs. In the past, monetary penalties and losses from indemnifications have not created material losses to the Bank. As a result of the housing crisis, the FHA/HUD has stepped up enforcement initiatives. In addition to regular FHA/HUD audits, HUD's Inspector General has become active in enforcing FHA regulations with respect to individual loans and has partnered with the Department of Justice ("DOJ") in filing lawsuits against lenders for systemic violations. The penalties resulting from such lawsuits can be much more severe, since systemic violations can be applied to groups of loans and penalties may be subject to treble damages. The DOJ has used the Federal False Claims Act and other federal laws and regulations in prosecuting these lawsuits. Because of our significant origination of FHA/HUD insured and VA guaranteed loans, if the DOJ were to find potential violations by the Bank, we could be subject to material monetary penalties and/or losses, and may even be subject to lawsuits alleging systemic violations which could result in treble damages.

We may face risk of loss if we purchase loans from a seller that fails to satisfy its indemnification obligations.

We generally receive representations and warranties from the originators and sellers from whom we purchase loans and servicing rights such that if a loan defaults and there has been a breach of such representations and warranties, we may be able to pursue a remedy against the seller of the loan for the unpaid principal and interest on the defaulted loan. However, if the originator and/or seller breach such representations and warranties and does not have the financial capacity to pay the related damages, we may be subject to the risk of loss for such loan as the originator or seller may not be able to pay such damages or repurchase loans when called upon by us to do so. Currently, we only purchase loans from WMS Series LLC, an affiliated business arrangement with certain Windermere real estate brokerage franchise owners.

Changes in fee structures by third party loan purchasers and mortgage insurers may decrease our loan production volume and the margin we can recognize on conforming home loans, and may adversely impact our results of operations.

Changes in the fee structures by Fannie Mae, Freddie Mac or other third party loan purchasers, such as an increase in guarantee fees and other required fees and payments, may increase the costs of doing business with them and, in turn, increase the cost of mortgages to consumers and the cost of selling conforming loans to third party loan purchasers. Increases in those costs could in turn decrease our margin and negatively impact our profitability. Additionally, increased costs for premiums from mortgage insurers, extensions of the period for which private mortgage insurance is required on a loan purchased by third party purchasers and other changes to mortgage insurance requirements could also increase our costs of completing a mortgage and our margins for home loan origination. Were any of our third party loan purchasers to make such changes in the future, it may have a negative impact on our ability to originate loans to be sold because of the increased costs of such loans and may decrease our profitability with respect to loans held for sale. In addition, any significant adverse change in the level of activity in the secondary market or the underwriting criteria of these third party loan purchasers could negatively impact our results of business, operations and cash flows.

Our real estate lending also exposes us to environmental liabilities.

In the course of our business, it is necessary to foreclose and take title to real estate, which could subject us to environmental liabilities with respect to these properties. Hazardous substances or waste, contaminants, pollutants or sources thereof may be discovered on properties during our ownership or after a sale to a third party. We could be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances or chemical releases at such properties. The costs associated with investigation or remediation activities could be substantial and could substantially exceed the value of the real property. In addition, as the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. We may be unable to recover costs from any third party. These occurrences may materially reduce the value of the affected property, and we may find it difficult or impossible to use or sell the property prior to or following any environmental remediation. If we ever become subject to significant environmental liabilities, our business, financial condition and results of operations could be materially and adversely affected.

Risks Related to our Market

Fluctuations in interest rates could adversely affect the value of our assets and reduce our net interest income and noninterest income, thereby adversely affecting our earnings and profitability.

Interest rates may be affected by many factors beyond our control, including general and economic conditions and the monetary and fiscal policies of various governmental and regulatory authorities. For example, increases in interest rates in early 2014 reduced our mortgage revenues in large part by drastically reducing the market for refinancings, which negatively impacted our noninterest income and, to a lesser extent, our net interest income, as well as demand for our residential loan products and the revenue realized on the sale of loans in the first half of 2014. Market volatility in interest rates can be difficult to predict, however, as anticipated changes in interest rates generally impact the mortgage rate market. For example, in the fourth quarter of 2015, as the market anticipated a change in interest rates by the Federal Reserve, mortgage interest rates increased. However, once the actual interest rate change was announced, mortgage rates began to come back down somewhat in response to the flattening of the yield curve. Our earnings are also dependent on the difference between the interest earned on loans and investments and the interest paid on deposits and borrowings. Changes in market interest rates impact the rates earned on loans and investment securities and the rates paid on deposits and borrowings and may negatively impact our ability to attract deposits, make loans and achieve satisfactory interest rate spreads, which could adversely affect our financial condition or results of operations. In addition, changes to market interest rates may impact the level of loans, deposits and investments and the credit quality of existing loans.

In addition, our securities portfolio includes securities that are insured or guaranteed by U.S. government agencies or government-sponsored enterprises and other securities that are sensitive to interest rate fluctuations. The unrealized gains or losses in our available-for-sale portfolio are reported as a separate component of shareholders' equity until realized upon sale. Interest rate fluctuations may impact the value of these securities and as a result, shareholders' equity, and may cause material fluctuations from quarter to quarter. Failure to hold our securities until maturity or until market conditions are favorable for a sale could adversely affect our financial condition.

A significant portion of our noninterest income is derived from originating residential mortgage loans and selling them into the secondary market. That business has benefited from a long period of historically low interest rates. To the extent interest rates rise, particularly if they rise substantially, we may experience a reduction in mortgage financing of new home purchases and refinancing. These factors have negatively affected our mortgage loan origination volume and our noninterest income in the past and may do so again in the future.

Our mortgage operations are impacted by changes in the housing market, including factors that impact housing affordability and availability.

Housing affordability is directly affected by the level of mortgage interest rates. The housing market recovery has been aided by a protracted period of historically low mortgage interest rates that has made it easier for consumers to qualify for a mortgage and purchase a home. Mortgage rates rose somewhat in the fourth quarter of 2015 in anticipation of a general interest rate increase that was implemented by the Federal Reserve in December 2015. While mortgage rates have slightly declined again following the actual rate increase from the Federal Reserve, should mortgage rates substantially increase over current levels, it would become more difficult for many consumers to qualify for mortgage credit. This could have a dampening effect on home sales and on home values.

In addition, while some parts of the country, including the Pacific Northwest, have seen a resurgence of the housing market in recent months, those recent improvements may not continue, and a return to a recessionary economy could result in financial stress on our borrowers that may result in volatility in home prices, increased foreclosures and significant write-downs of asset values, all of which would adversely affect our financial condition and results of operations. Constraints on the number of houses available for sale in some markets may also adversely impact our ability to originate mortgages and, as a consequence, our results of operations.

Current economic conditions continue to pose significant challenges for us and could adversely affect our financial condition and results of operations.

We generate revenue from the interest and fees we charge on the loans and other products and services we sell, and a substantial amount of our revenue and earnings comes from the net interest and noninterest income that we earn from our mortgage banking and commercial lending businesses. Our operations have been, and will continue to be, materially affected by the state of the U.S. economy, particularly unemployment levels and home prices. Although the U.S. economy has continued to improve from the recessionary levels of 2008 and early 2009, economic growth has at times been slow and uneven and there is no guarantee that it will continue at the current pace or at all.

A prolonged period of slow growth in the U.S. economy, or any deterioration in general economic conditions and/or the financial markets resulting from these factors, or any other events or factors that may disrupt or dampen the economic recovery**,** could materially adversely affect our financial results and condition. If economic conditions do not continue to improve or if the economy worsens and unemployment rises, which also would likely result in a decrease in consumer and business confidence and spending, the demand for our credit products, including our mortgages, may fall, reducing our net interest and noninterest income and our earnings.

In particular, we may face risks related to market conditions that may negatively impact our business opportunities and plans, such as:

- Market developments may affect consumer confidence levels and may cause adverse changes in payment patterns, resulting in increased delinquencies and default rates on loans and other credit facilities;
- The models we use to assess the creditworthiness of our customers may prove less reliable than we had anticipated in predicting future behaviors which may impair our ability to make good underwriting decisions;
- If our forecasts of economic conditions and other economic predictions are not accurate, we may face challenges in accurately estimating the ability of our borrowers to repay their loans;
- Changes in U.S. tax policy may limit our ability to pursue growth and return profits to shareholders; and
- Future political developments and fiscal policy decisions may create uncertainty in the marketplace.

If recovery from the economic recession slows or if we experience another recessionary dip, our ability to access capital and our business, financial condition and results of operations may be adversely impacted.

A substantial portion of our revenue is derived from residential mortgage lending which is a market sector that experiences significant volatility.

A substantial portion of our consolidated net revenues (net interest income plus noninterest income) are derived from originating and selling residential mortgages. Residential mortgage lending in general has experienced substantial volatility in recent periods. An increase in interest rates in the second quarter of 2013 resulted in a significant adverse impact on our business and financial results due primarily to a related decrease in volume of loan originations, especially refinancings. The Federal Reserve increased interest rates in December 2015 and may continue to raise rates in 2016. An increase in interest rates may materially and adversely affect our future loan origination volume, margins, and the value of the collateral securing our outstanding loans, may increase rates of borrower default, and may otherwise adversely affect our business.

We may incur losses due to changes in prepayment rates.

Our mortgage servicing rights carry interest rate risk because the total amount of servicing fees earned, as well as changes in fair-market value, fluctuate based on expected loan prepayments (affecting the expected average life of a portfolio of residential mortgage servicing rights). The rate of prepayment of residential mortgage loans may be influenced by changing national and regional economic trends, such as recessions or depressed real estate markets, as well as the difference between interest rates on existing residential mortgage loans relative to prevailing residential mortgage rates. Changes in prepayment rates are therefore difficult for us to predict. An increase in the general level of interest rates may adversely affect the ability of some borrowers to pay the interest and principal of their obligations. During periods of declining interest rates, many residential borrowers refinance their mortgage loans. The loan administration fee income (related to the residential mortgage loan servicing rights corresponding to a mortgage loan) decreases as mortgage loans are prepaid. Consequently, the fair value of portfolios of residential mortgage loan servicing rights tend to decrease during periods of declining interest rates, because greater prepayments can be expected and, as a result, the amount of loan administration income received also decreases.

Regulatory-Related Risks

We are subject to extensive regulation that may restrict our activities, including declaring cash dividends or capital distributions, and imposes financial requirements or limitations on the conduct of our business.

Our operations are subject to extensive regulation by federal, state and local governmental authorities, including the FDIC, the Washington Department of Financial Institutions and the Federal Reserve, and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on part or all of our operations. Because our business is highly regulated, the laws, rules and regulations to which we are subject are evolving and change frequently. In addition, financial institutions continue to be affected by changing conditions in the real estate and financial markets, along with an arduous and changing regulatory climate in which regulations passed in response to conditions and events during the economic downturn continue to be implemented. Changes to those laws, rules and regulations are also sometimes retroactively applied. For instance, the Dodd-Frank Act significantly changed the laws as they apply to financial institutions and revised and expanded the rulemaking, supervisory and enforcement authority of federal banking regulators. Some of these changes were effective immediately, others are still being phased in gradually, and some still require additional regulatory rulemaking. As a result, a few of the regulations called for by the Dodd-Frank Act have not yet been completed or are not yet in effect, so not all of the precise contours of that law and its effects on us can be fully understood. Expanding regulatory requirements, including the provisions of the Dodd-Frank Act and the subsequent exercise by regulators of their revised and expanded powers thereunder, could materially and negatively impact the profitability of our business, the value of assets we hold or the collateral available for our loans, require changes to business practices or force us to discontinue businesses and expose us to additional costs, taxes, liabilities, enforcement actions and reputational risk.

Regulatory scrutiny of the industry could further increase, leading to stricter regulation of our industry that could lead to a higher cost of compliance, limit our ability to pursue business opportunities and increase our exposure to the judicial system and the plaintiff’s bar. Examination findings by the regulatory agencies may also result in adverse consequences to the Company or the Bank. We have, in the past, been subject to specific regulatory orders that constrained our business and required us to take measures that investors may have deemed undesirable, and we may again in the future be subject to such orders if banking regulators were to determine that our operations require such restrictions. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the authority to restrict our operations, adversely reclassify our assets, determine the level of deposit premiums assessed and require us to increase our allowance for loan losses.

We are subject to more stringent capital requirements under Basel III.

As of January 1, 2015, we became subject to new rules relating to capital standards requirements, including requirements contemplated by Section 171 of 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. Many of these rules apply to both the Company and the Bank, including increased common equity Tier 1 capital ratios, Tier 1 leverage ratios, Tier 1 risk-based ratios and total risk-based ratios. In addition, beginning in 2016, all institutions subject to Basel III, including the Company and the Bank are required to establish a “conservation buffer” that is being phased in beginning in 2016 and will take full effect on January 1, 2019. This conservation buffer consists of common equity Tier 1 capital and will ultimately be required to be 2.5% above existing capital ratio requirements, which means that once the conservation buffer is fully phased in, in order to prevent certain regulatory restrictions, the common equity Tier 1 capital ratio requirement will be 7.0%, the Tier 1 risk-based ratio requirement will be 8.5% and the total risk-based capital ratio requirement will be 10.5%. Any institution that does not meet the conservation buffer will be subject to restrictions on certain activities including payment of dividends, stock repurchases and discretionary bonuses to executive officers.

Additional prompt corrective action rules implemented in 2015 also apply to the Bank, including higher and new ratio requirements for the Bank to be considered well-capitalized. The new rules also modify the manner for determining when certain capital elements are included in the ratio calculations. For more on these regulatory requirements and how they apply to the Company and the Bank, see “Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements - Capital Requirements*.” 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. In addition, if we need to raise additional equity capital in order to meet these more stringent requirements, our shareholders may be diluted.

Federal, state and local consumer protection laws may restrict our ability to offer and/ or increase our risk of liability with respect to certain products and services and could increase our cost of doing business.

Federal, state and local laws have been adopted that are intended to eliminate certain practices considered “predatory” or “unfair and deceptive”. These laws prohibit practices such as steering borrowers away from more affordable products, failing to disclose key features, limitations, or costs related to products and services, selling unnecessary insurance to borrowers, repeatedly refinancing loans, imposing excessive fees for overdrafts, and making loans without a reasonable expectation that the borrowers will be able to repay the loans irrespective of the value of the underlying property. It is our policy not to make predatory loans or engage in deceptive practices, but these laws and regulations create the potential for liability with respect to our lending, servicing, loan investment, deposit taking and other financial activities. As a company with a significant mortgage banking operation, we also, inherently, have a significant amount of risk of noncompliance with fair lending laws and regulations. These laws and regulations are complex and require vigilance to ensure that policies and practices do not create disparate impact on our customers or that our employees do not engage in overt discriminatory practices. Noncompliance can result in significant regulatory actions including, but not limited to, sanctions, fines or referrals to the Department of Justice. As we offer products and services to customers in additional states, we may become subject to additional state and local laws designed to protect consumers. The additional laws and regulations may increase our cost of doing business, and ultimately may prevent us from making certain loans, offering certain products, and may cause us to reduce the average percentage rate or the points and fees on loans and other products and services that we do provide.

A change in federal monetary policy could adversely impact our mortgage banking revenues.

The Federal Reserve is responsible for regulating the supply of money in the United States, and as a result its monetary policies strongly influence our costs of funds for lending and investing as well as the rate of return we are able to earn on those loans and investments, both of which impact our net interest income and net interest margin. The Federal Reserve Board's interest rate policies can also materially affect the value of financial instruments we hold, including debt securities and mortgage servicing rights, or MSRs. These monetary policies can also negatively impact our borrowers, which in turn may increase the risk that they will be unable to pay their loans according to the terms or be unable to pay their loans at all. We have no control over the monetary policies of the Federal Reserve Board and cannot predict when changes are expected or what the magnitude of such changes may be.

For example, as a result of the Federal Reserve Board's concerns regarding continued slow economic growth, the Federal Reserve Board, in 2008 implemented its standing monetary policy known as “quantitative easing,” a program involving the purchase of mortgage backed securities and United States Treasury securities, the volume of which was aligned with specific economic targets or measures intended to bolster the U.S. economy. Although the Federal Reserve Board has ended quantitative easing, it still holds the securities purchased during the program and, if economic conditions worsened, could revive that program.

Because a substantial portion of our revenues and our net income historically have been, and in the foreseeable future are expected to be, derived from gain on the origination and sale of mortgage loans and on the continuing servicing of those loans, the Federal Reserve Board's monetary policies may have had the effect of supporting higher revenues than might otherwise be available. If the rebound in employment and real wages is not adequate to offset the termination of the program, or if the Federal Reserve begins selling off the securities it has accumulated, we may see a reduction in mortgage originations throughout the United States, and may see a corresponding rise in interest rates, which could reduce our mortgage origination revenues and in turn have a material adverse impact upon our business.

Additional federal and state legislation, case law or regulatory action may negatively impact our business.

In addition to expanded regulatory activity in recent years, future federal and state legislation, case law and regulations could also require us to revise our operations and change certain business practices, impose additional costs, reduce our revenue and earnings and otherwise adversely impact our business, financial condition and results of operations. For instance, legislation and judicial decisions made during the financial crisis could be interpreted to allow judges to modify the terms of residential mortgages in bankruptcy proceedings which could hinder our ability to foreclose promptly on defaulted mortgage loans or expand assignee liability for certain violations in the mortgage loan origination process, any or all of which could adversely affect our business or result in our being held responsible for violations in the mortgage loan origination process.

Such judicial decisions or legislative actions may limit our ability to take actions that may be essential to preserve the value of the mortgage loans we service or hold for investment. Any restriction on our ability to foreclose on a loan, any requirement that we forego a portion of the amount otherwise due on a loan or any requirement that we modify any original loan terms may require us to advance principal, interest, tax and insurance payments, which would negatively impact our business, financial condition, liquidity and results of operations. Given the relatively high percentage of our business that derives from originating residential mortgages, any such actions are likely to have a significant impact on our business, and the effects we experience will likely be disproportionately high in comparison to financial institutions whose residential mortgage lending is more attenuated.

In addition, while these legislative and regulatory proposals and courts decisions generally have focused primarily, if not exclusively, on residential mortgage origination and servicing, other laws and regulations may be enacted that affect the manner in which we do business and the products and services that we provide, restrict our ability to grow through acquisition, restrict our ability to compete in our current business or expand into any new business, and impose additional fees, assessments or taxes on us or increase our regulatory oversight. We are unable to predict whether U.S. federal, state or local authorities, or other pertinent bodies, will enact legislation, laws, rules, regulations, handbooks, guidelines or similar provisions that will affect our business or require changes in our practices in the future, and any such changes could adversely affect our cost of doing business and profitability.

Policies and regulations enacted by CFPB may negatively impact our residential mortgage loan business and compliance risk.

Our consumer business, including our mortgage, credit card, and other consumer lending and non-lending businesses, may be adversely affected by the policies enacted or regulations adopted by the Consumer Financial Protection Bureau (CFPB) which under the Dodd-Frank Act has broad rulemaking authority over consumer financial products and services. For example, in January 2014 new federal regulations promulgated by the CFPB took effect which impact how we originate and service residential mortgage loans. Those regulations, among other things, require mortgage lenders to assess and document a borrower’s ability to repay their mortgage loan. The regulations provide borrowers the ability to challenge foreclosures and sue for damages based on allegations that the lender failed to meet the standard for determining the borrower’s ability to repay their loan. While the regulations include presumptions in favor of the lender based on certain loan underwriting criteria, it is uncertain how these presumptions will be construed and applied by courts in the event of litigation. The ultimate impact of these new regulations on the lender’s enforcement of its loan documents in the event of a loan default, and the cost and expense of doing so, is uncertain, but may be significant. In addition, the secondary market demand for loans that do not fall within the presumptively safest category of a “qualified mortgage” as defined by the CFPB is uncertain. The 2014 regulations also require changes to certain loan servicing procedures and practices, which has resulted in increased foreclosure costs and longer foreclosure timelines in the event of loan default, and failure to comply with the new servicing rules may result in additional litigation and compliance risk.

On October 3, 2015, the CFPB's Final Integrated Disclosure Rule, commonly known as TRID, became effective. Among other things, TRID requires lenders to combine the initial Good Faith Estimate and Initial Truth in Lending (“TIL”) disclosures into a single new Loan Estimate disclosure and the HUD-1 and Final TIL disclosures into a single new Closing Disclosure. The definition of an application and timing requirements has changed, and a new Closing Disclosure waiting period has been added. These changes, along with other changes required by TRID, will require significant systems modifications, process and procedures changes and training. Failure to comply with these new requirements may result in regulatory penalties for disclosure violations under the Real Estate Settlement Procedures Act (“RESPA”) and the Truth In Lending Act (“TILA”), and private right of action under TILA, and may impact our ability to sell or the price we receive for certain loans.

In addition, the CFPB recently adopted additional rules under the Home Mortgage Disclosure Act (“HMDA”) that are intended to improve information reported about the residential mortgage market and increase disclosure about consumer access to mortgage credit. The updates to the HMDA increase the types of dwelling-secured loans that will be subject to the disclosure requirements of the rule and expand the categories of information that financial institutions such as the Bank will be required to report with respect to such loans and such borrowers, including potentially sensitive customer information. Most of the rule's provisions will become effective January 1, 2018. These changes may increase our compliance costs due to the anticipated need for additional resources to meet the enhanced disclosure requirements, including additional personnel and training costs as well as informational systems to allow the Bank to properly capture and report the additional mandated information. The volume of new data that will be required to be reported under the updated rules will also cause the Bank to face an increased risk of errors in the information. More importantly, because of the sensitive nature of some of the additional customer information to be included in such reports, the Bank may face a higher potential for a security breach resulting in the disclosure of sensitive customer information in the event the HMDA reporting files were obtained by an unauthorized party.

While the full impact of CFPB's activities on our business is still unknown, we anticipate that the rule change under the HMDA and other CFPB actions that may follow could increase our compliance costs and require changes in our business practices as a result of new regulations and requirements and could limit the products and services we are able to provide to customers.

Any restructuring or replacement of Fannie Mae and Freddie Mac and changes in existing government-sponsored and federal mortgage programs could adversely affect our business.

We originate and purchase, sell and thereafter service single family and multifamily mortgages under the Fannie Mae, and to a lesser extent the Freddie Mac single family purchase programs and the Fannie Mae multifamily DUS program. In 2008, Fannie Mae and Freddie Mac were placed into conservatorship, and since then Congress, various executive branch agencies and certain large private investors in Fannie Mae and Freddie Mac have offered a wide range of proposals aimed at restructuring these agencies. While the Obama administration and certain members of Congress have called for scaling back the role of the U.S. government in, and promoting the return of private capital to, the mortgage markets and the reduction of the role of Fannie Mae and Freddie Mac in the mortgage markets by, among other things, reducing conforming loan limits, increasing guarantee fees and requiring larger down payments by borrowers with the ultimate goal of winding down Fannie Mae and Freddie Mac, others have focused on ways to bring additional private capital into the system in order to reduce taxpayer risk. We expect that Congress will continue to hold hearings and consider legislation on the future status of Fannie Mae and Freddie Mac, including proposals that would result in Fannie Mae’s liquidation or dissolution.

We cannot be certain if or when Fannie Mae and Freddie Mac ultimately will be restructured or wound down, if or when additional reform of the housing finance market will be implemented or what the future role of the U.S. government will be in the mortgage market, and, accordingly, we will not be able to determine the impact that any such reform may have on us until a definitive reform plan is adopted. However, any restructuring or replacement of Fannie Mae and Freddie Mac that restricts the current loan purchase programs of those entities may have a material adverse effect on our business and results of operations. Moreover, we have recorded on our balance sheet an intangible asset (mortgage servicing rights, or MSRs) relating to our right to service single and multifamily loans sold to Fannie Mae and Freddie Mac. That MSR asset was valued at $171.3 million at December 31, 2015. Changes in the policies and operations of Fannie Mae and Freddie Mac or any replacement for or successor to those entities that adversely affect our single family residential loan and DUS mortgage servicing assets may require us to record impairment charges to the value of these assets, and significant impairment charges could be material and adversely affect our business.

In addition, our ability to generate income through mortgage sales to institutional investors depends in part on programs sponsored by Fannie Mae, Freddie Mac and Ginnie Mae, which facilitate the issuance of mortgage-backed securities in the secondary market. Any discontinuation of, or significant reduction in, the operation of those programs could have a material adverse effect on our loan origination and mortgage sales as well as our results of operations. Also, any significant adverse change in the level of activity in the secondary market or the underwriting criteria of these entities could negatively impact our results of business, operations and cash flows.

HomeStreet, Inc. primarily relies on dividends from the Bank, which may be limited by applicable laws and regulations.

HomeStreet, Inc. is a separate legal entity from the Bank, and although we may receive some dividends from HomeStreet Capital Corporation, the primary source of our funds from which we service our debt, pay any dividends that we may declare to our shareholders and otherwise satisfy our obligations is dividends from the Bank. The availability of dividends from the Bank is limited by various statutes and regulations, as well as by our policy of retaining a significant portion of our earnings to support the Bank's operations. New capital rules impose more stringent capital requirements to maintain “well capitalized” status which may additionally impact the Bank’s ability to pay dividends to the Company. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - *Capital Management*” as well as “Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements*” in Item 1 of this Form 10-K. If the Bank cannot pay dividends to us, we may be limited in our ability to service our debts, fund the Company's operations and acquisition plans and pay dividends to the Company's shareholders. While the Company has made special dividend distributions to its public shareholders in prior quarters, the Company has not adopted a dividend policy and the board of directors has determined that it was in the best interests of the shareholders not to declare a dividend to be paid for each of the last seven quarters. As such, our dividends are not regular and are subject to restriction due to cash flow limitations, capital requirements, capital needs of the business or other factors.

Risks Related to Information Systems and Security

A failure in or breach of our security systems or infrastructure, including breaches resulting from cyber-attacks, could disrupt our businesses, result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause losses.

Information security risks for financial institutions have generally increased in recent years in part because of the proliferation of new technologies, the use of the Internet and telecommunications technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. Those parties also may attempt to fraudulently induce employees, customers, or other users of our systems to disclose confidential information in order to gain access to our data or that of our customers. Our operations rely on the secure processing, transmission and storage of confidential information in our computer systems and networks, either managed directly by us or through our data processing vendors. In addition, to access our products and services, our customers may use personal computers, smartphones, tablet PCs, and other mobile devices that are beyond our control systems. Although we believe we have robust information security procedures and controls, we are heavily reliant on our third party vendors, technologies, systems, networks and our customers' devices all of which may become the target of cyber-attacks, computer viruses, malicious code, unauthorized access, hackers or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, theft or destruction of Company or our customers' confidential, proprietary and other information, or otherwise disrupt the Company's or its customers' or other third parties' business operations.

To date we are not aware of any material losses relating to cyber-attacks or other information security breaches, but there can be no assurance that we will not suffer such attacks, breaches and losses in the future. Our risk and exposure to these matters remains heightened because of, among other things, the evolving nature of these threats, our plans to continue to implement our Internet banking and mobile banking channel, our expanding operations and the outsourcing of a significant portion of our business operations. As a result, the continued development and enhancement of our information security controls, processes and practices designed to protect customer information, our systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for the Company. As cyber threats continue to evolve, we may be required to expend significant additional resources to insure, modify or enhance our protective measures or to investigate and remediate important information security vulnerabilities or exposures; however, our measures may be insufficient to prevent physical .and electronic break-ins, denial of service and other cyber-attacks or security breaches.

Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber-attacks or security breaches of the networks, systems or devices that our customers use to access our products and services could result in customer attrition, financial losses, the inability of our customers to transact business with us, violations of applicable privacy and other laws, regulatory fines, penalties or intervention, additional regulatory scrutiny, reputational damage, litigation, reimbursement or other compensation costs, and/or additional compliance costs, any of which could materially and adversely affect our results of operations or financial condition.

We rely on third party vendors and other service providers for certain critical business activities, which creates additional operational and information security risks for us.

Third parties with which we do business or that facilitate our business activities, including exchanges, clearing houses, financial intermediaries or vendors that provide services or security solutions for our operations, could also be sources of operational and information security risk to us, including from breakdowns or failures of their own systems or capacity constraints. Specifically, we receive core systems processing, essential web hosting and other Internet systems and deposit and other processing services from third-party service providers. Such third parties may also be target of cyber-attacks, computer viruses, malicious code, unauthorized access, hackers or information security breaches that could compromise the confidential or proprietary information of HomeStreet and our customers. To date none of our third party vendors or service providers have notified us of any security breach in their systems.

In addition, if any third-party service providers experience difficulties or terminate their services and we are unable to replace them with other service providers, our operations could be interrupted and our operating expenses may be materially increased. If an interruption were to continue for a significant period of time, our business financial condition and results of operations could be materially adversely affected.

Some of our primary third party service providers are subject to examination by banking regulators and may be subject to enhanced regulatory scrutiny due to regulatory findings during examinations of such service providers conducted by federal regulators. While we subject such vendors to higher scrutiny and monitor any corrective measures that the vendors are taking or would undertake, we are not able to fully mitigate all risk which could result from a breach or other operational failure of a vendor’s system.

Others provide technology that we use in our own regulatory compliance, including our mortgage loan origination technology. If those providers fail to update their systems or services in a timely manner to reflect new or changing regulations, or if our personnel operate these systems in a non-compliant manner, our ability to meet regulatory requirements may be impacted and may expose us to heightened regulatory scrutiny and the potential for payment of monetary penalties.

In addition, in order to safeguard our online financial transactions, we must provide secure transmission of confidential information over public networks. Our Internet banking system relies on third party encryption and authentication technologies necessary to provide secure transmission of confidential information. Advances in computer capabilities, new discoveries in the field of cryptography or other developments could result in a compromise or breach of the algorithms our third-party service providers use to protect customer data. If any such compromise of security were to occur, it could have a material adverse effect on our business, financial condition and results of operations.

The failure to protect our customers’ confidential information and privacy could adversely affect our business.

We are subject to state and federal privacy regulations and confidentiality obligations that, among other things restrict the use and dissemination of, and access to, the information that we produce, store or maintain in the course of our business. We also have contractual obligations to protect certain confidential information we obtain from our existing vendors and customers. These obligations generally include protecting such confidential information in the same manner and to the same extent as we protect our own confidential information, and in some instances may impose indemnity obligations on us relating to unlawful or unauthorized disclosure of any such information.

The actions we may take in order to promote compliance with these obligations vary by business segment and may change over time, but may include, among other things:

- Training and educating our employees and independent contractors regarding our obligations relating to confidential information;
- Monitoring changes in state or federal privacy and compliance requirements;
- Drafting and enforcing appropriate contractual provisions into any contract that raises proprietary and confidentiality issues;
- Maintaining secure storage facilities and protocols for tangible records;
- Physically and technologically securing access to electronic information; and
- Performing vulnerability scanning and penetration testing of our computer systems and computer networks to identify potential weaknesses and to develop mitigating controls.

If we do not properly comply with privacy regulations and protect confidential information or we experience a security breach, we could experience adverse consequences, including regulatory sanctions, penalties or fines, increased compliance costs, remedial costs such as providing credit monitoring or other services to affected customers, litigation and damage to our reputation, which in turn could result in decreased revenues and loss of customers, all of which would have a material adverse effect on our business, financial condition and results of operations.

The network and computer systems on which we depend could fail for reasons not related to security breaches.

Our computer systems could be vulnerable to unforeseen problems other than a cyber-attack or other security breach. Because we conduct a part of our business over the Internet and outsource several critical functions to third parties, operations will depend on our ability, as well as the ability of third-party service providers, to protect computer systems and network infrastructure against damage from fire, power loss, telecommunications failure, physical break-ins or similar catastrophic events. Any damage or failure that causes interruptions in operations may compromise our ability to perform critical functions in a timely manner and could have a material adverse effect on our business, financial condition and results of operations as well as our reputation and customer or vendor relationships.

We continually encounter technological change, and we may have fewer resources than many of our competitors to continue to invest in technological improvements.

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success will depend, in part, upon our ability to address the needs of our clients by using technology to provide products and services that will satisfy client demands for convenience, as well as to create additional efficiencies in our operations. Many national vendors provide turn-key services to community banks, such as Internet banking and remote deposit capture that allow smaller banks to compete with institutions that have substantially greater resources to invest in technological improvements. We may not be able, however, to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers.

Anti-Takeover Risk

Some provisions of our articles of incorporation and bylaws and certain provisions of Washington law may deter takeover attempts, which may limit the opportunity of our shareholders to sell their shares at a favorable price.

Some provisions of our articles of incorporation and bylaws may have the effect of deterring or delaying attempts by our shareholders to remove or replace management, to commence proxy contests, or to effect changes in control. These provisions include:

- A classified board of directors so that only approximately one third of our board of directors is elected each year;
- Elimination of cumulative voting in the election of directors;
- Procedures for advance notification of shareholder nominations and proposals;
- The ability of our board of directors to amend our bylaws without shareholder approval; and
- The ability of our board of directors to issue shares of preferred stock without shareholder approval upon the terms and conditions and with the rights, privileges and preferences as the board of directors may determine.

In addition, as a Washington corporation, we are subject to Washington law which imposes restrictions on some transactions between a corporation and certain significant shareholders. These provisions, alone or together, could have the effect of deterring or delaying changes in incumbent management, proxy contests or changes in control.

ITEM 1B UNRESOLVED STAFF COMMENTS

None.

ITEM 2 PROPERTIES

We lease principal offices, which are located in downtown Seattle at 601 Union Street, Suite 2000, Seattle, WA 98101. This lease provides sufficient space to conduct the management of our business. The Company conducts Mortgage Lending as well as Commercial and Consumer Banking activities in leased and owned locations in Washington, California, Oregon, Hawaii, Idaho, Arizona, Colorado and Utah. We currently lease space for 113 office locations. We lease 58 Mortgage Banking locations, 35 Commercial and Consumer Banking locations, 12 combined-use Mortgage Banking and Commercial and Consumer Banking location and three combined-use Mortgage Banking and loan fulfillment center locations. We also operate four leased facilities for the purpose of administrative and other functions in addition to the principal offices: a loan fulfillment center and a call center and operations support facility, both located in Federal Way, Washington; and loan fulfillment centers in Pleasanton, California and Vancouver, Washington. We own several properties where our Commercial and Consumer Banking retail deposit branches are or will be located, including properties in Selah, Washington; Yakima, Washington; Edmonds, Washington; Kennewick, Washington; Dayton, Washington; Tacoma, Washington, and an owned building on ground lease in Issaquah, Washington. Furthermore, we plan to sell a surplus office located in Riverside, California which was acquired in the Simplicity acquisition. All facilities are in a good state of repair and appropriately designed for use as banking or administrative office facilities.

ITEM 3 LEGAL PROCEEDINGS

Because the nature of our business involves the collection of numerous accounts, the validity of liens and compliance with various state and federal lending laws, we are subject to various legal proceedings in the ordinary course of our business related to foreclosures, bankruptcies, condemnation and quiet title actions and alleged statutory and regulatory violations. We are also subject to legal proceedings in the ordinary course of business related to employment matters. We do not expect that these proceedings, taken as a whole, will have a material adverse effect on our business, financial position or our results of operations. There are currently no matters that, in the opinion of management, would have a material adverse effect on our consolidated financial position, results of operation or liquidity, or for which there would be a reasonable possibility of such a loss based on information known at this time.

ITEM 4 MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the Nasdaq GlobalSelect Stock Market under the symbol "HMST." The following table sets forth, for the periods indicated, the high and low reported sales prices per share of the common stock as reported on the Nasdaq Global Select Market, our principal trading market.

	High	Low	Special Cash Dividends Declared
For the Year Ended December 31, 2015			
First quarter ended March 31	$ 18.81	$ 16.70	$ —
Second quarter ended June 30	24.43	18.24	—
Third quarter ended September 30	24.36	20.39	—
Fourth quarter ended December 31	23.56	20.05	—
For the Year Ended December 31, 2014			
First quarter ended March 31	$ 20.91	$ 17.02	$ 0.11
Second quarter ended June 30	19.74	16.51	—
Third quarter ended September 30	19.21	16.90	—
Fourth quarter ended December 31	17.60	15.95	—

As of March 7, 2016, there were 2,579 shareholders of record of our common stock.

Dividend Policy

Our board of directors declared a special cash dividend of $0.11 per share in the quarter ended March 31, 2014.

We have not adopted a formal dividend policy and did not pay any dividends in 2015. The amount and timing of any future dividends have not been determined. The payment of dividends will depend upon a number of factors, including regulatory capital requirements, the Company's and the Bank's liquidity, financial condition and results of operations, strategic growth plans, tax considerations, statutory and regulatory limitations and general economic conditions. Our ability to pay dividends to shareholders is significantly dependent on the Bank's ability to pay dividends to the Company, which is limited to the extent necessary for the Bank to meet the regulatory requirements of a "well-capitalized" bank or other formal or informal guidance communicated by our principal regulators. New capital rules implemented on January 1, 2015 have imposed more stringent requirements on the ability of the Bank to maintain "well-capitalized" status and to pay dividends to the Company. See "Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements - Capital Requirements*."

For the foregoing reasons, there can be no assurance that we will pay any further special dividends in any future period.

Sales of Unregistered Securities

We maintain a 401(k) retirement savings plan that is generally available to our employees. This plan allows participants to allocate up to 10% of their eligible account balances to purchases of HomeStreet common stock. For participants who elect such an allocation, the plan's trustee acquires HomeStreet common stock in the open market and allocates that stock to the account of each participant. The plan is considered to be an affiliate of the Company because the plan's trustee is a committee of our board of directors. The trustees have selected Charles Schwab to administer the plan. During 2015, the plan (our affiliate) sold 10,817 shares of common stock to participants that were not properly registered due to an inadvertent failure to file a registration statement on Form S-8 relating to the allocation of such shares to the participant's accounts. On October 15, 2015, together with the plan, we filed a registration statement on Form S-8 to register transactions by the plan after that date and to register potential resales by plan participants who purchased shares through their accounts in the six months prior to the filing of the registration statement. We did not receive any proceeds from the sales of the securities.

Stock Repurchases in the Fourth Quarter

Not applicable.

Equity Compensation Plan Information

The following table gives information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans as of December 31, 2015 under the HomeStreet, Inc. 2014 Equity Incentive Plan (the “2014 Plan”).

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights		(b) Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights		(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))	
Plans approved by shareholders	697,965	(1)	$ 11.97	(2)	682,058	(3)(4)
Plans not approved by shareholders (5)	15,600	(5)	$ 0.97		N/A	
Total	713,565		$ 11.65		682,058	

(1) Consists of 525,317 shares subject to option grants awarded pursuant to the HomeStreet, Inc. 2010 Equity Incentive Plan (the "2010 Plan"), 63,945 shares subject to Restricted Stock Units awarded under the 2014 Plan and 108,703 shares issuable under Performance Share Units awarded under the 2014 Plan, assuming maximum performance goals are met under such awards, resulting in the issuance of the maximum number of shares allowed under those awards.

(2) Shares issued on vesting of Restricted Stock Units and Performance Share Units under the 2014 Plan are done without payment by the participant of any additional consideration and therefore have been excluded from this calculation. The weighted average exercise price reflects only the exercise price of the options issued under the 2010 Plan that are still outstanding as of the date of this table.

(3) Consists of shares remaining available for issuance under the 2014 Plan.

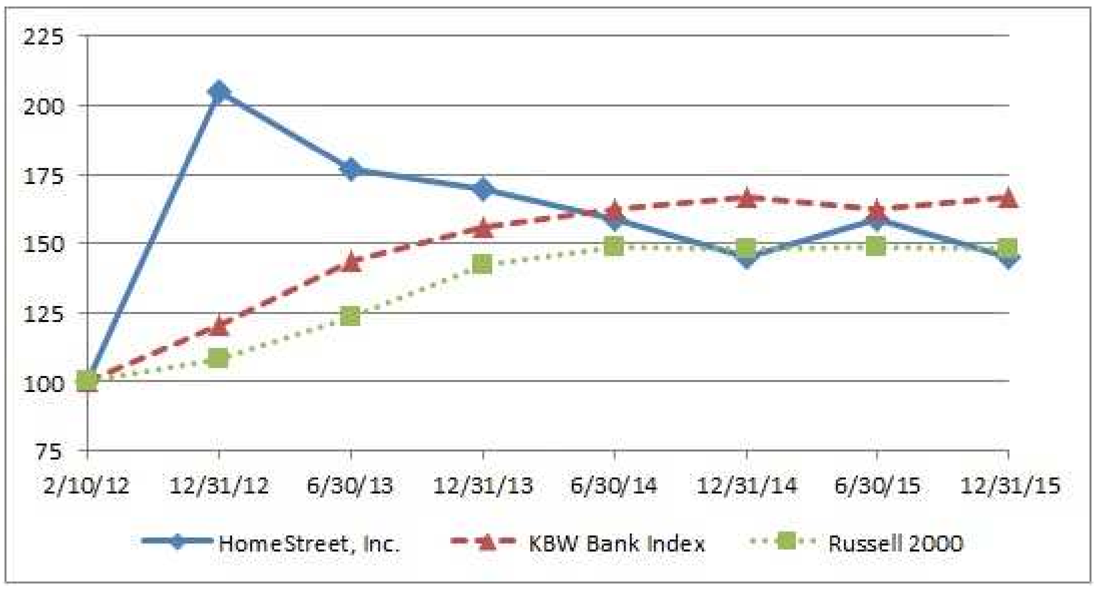
(4) The 2010 Plan was terminated when the 2014 Plan was approved by our shareholders on May 29, 2014. While the terms of the 2010 Plan remain in effect for any awards issued under that plan that are still outstanding, new awards may not be granted under the 2010 Plan.

(5) Consists of retention equity awards granted in 2010 outside of the 2010 Plan but subject to its terms and conditions.

Stock Performance Graph

This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of HomeStreet, Inc. under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph shows a comparison from February 10, 2012 (the date our common stock commenced trading on the Nasdaq GlobalSelect Stock Market) through December 31, 2015 of the cumulative total return for our common stock, the KBW Bank Index (BKX) and the Russell 2000 (RUT) Index. The graph assumes that $100 was invested at the market close on February 10, 2012 in the common stock of HomeStreet, Inc., the KBW Bank Index and the Russell 2000 Index and data for the KBW Bank Index and the Russell 2000 Index assumes reinvestments of dividends. The stock price performance of the following graph is not necessarily indicative of future stock price performance.



ITEM 6 SELECTED FINANCIAL DATA

The data set forth below should be read in conjunction with Item 7, "Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations," and the Consolidated Financial Statements and Notes thereto appearing at Item 8 of this report.

The following table sets forth selected historical consolidated financial and other data for us at and for each of the periods ended as described below. The selected historical consolidated financial data as of December 31, 2015 and 2014 and for each of the years ended December 31, 2015, 2014 and 2013 have been derived from, and should be read together with, our audited consolidated financial statements and related notes included elsewhere in this Form 10-K. The selected historical consolidated financial data as of December 31, 2013, 2012 and 2011 and for each of the years ended December 31, 2012 and 2011 have been derived from our audited consolidated financial statements for those years, which are not included in this Form 10-K. You should read the summary selected historical consolidated financial and other data presented below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and the notes thereto, which are included elsewhere in this Form 10-K. We have prepared our unaudited information on the same basis as our audited consolidated financial statements and have included, in our opinion, all adjustments that we consider necessary for a fair presentation of the financial information set forth in that information.

	At or for the Year Ended December 31,				
(dollars in thousands, except share data)	2015	2014	2013	2012	2011
Income statement data (for the period ended):					
Net interest income	$ 148,338	$ 98,669	$ 74,444	$ 60,743	$ 48,494
Provision (reversal of provision) for credit losses	6,100	(1,000)	900	11,500	3,300
Noninterest income	281,237	185,657	190,745	238,020	97,205
Noninterest expense	366,568	252,011	229,495	183,591	126,494
Income before income taxes	56,907	33,315	34,794	103,672	15,905
Income tax expense (benefit)	15,588	11,056	10,985	21,546	(214)
Net income	$ 41,319	$ 22,259	$ 23,809	$ 82,126	$ 16,119
Basic income per share [1]	$ 1.98	$ 1.50	$ 1.65	$ 6.17	$ 2.98
Diluted income per share [1]	$ 1.96	$ 1.49	$ 1.61	$ 5.98	$ 2.80
Common shares outstanding [1]	22,076,534	14,856,611	14,799,991	14,382,638	5,403,498
Weighted average number of shares outstanding:					
Basic [1]	20,818,045	14,800,689	14,412,059	13,312,939	5,403,498
Diluted [1]	21,059,201	14,961,081	14,798,168	13,739,398	5,748,342
Book value per share [1]	$ 21.08	$ 20.34	$ 17.97	$ 18.34	$ 15.99
Dividends per share	$ —	$ 0.11	$ 0.33	$ —	$ —
Financial position (at year end):					
Cash and cash equivalents	$ 32,684	$ 30,502	$ 33,908	$ 25,285	$ 263,302
Investment securities	572,164	455,332	498,816	416,517	329,242
Loans held for sale	650,163	621,235	279,941	620,799	150,409
Loans held for investment, net	3,192,720	2,099,129	1,871,813	1,308,974	1,300,873
Mortgage servicing rights	171,255	123,324	162,463	95,493	77,281
Other real estate owned	7,531	9,448	12,911	23,941	38,572
Total assets	4,894,495	3,535,090	3,066,054	2,631,230	2,264,957
Deposits	3,231,953	2,445,430	2,210,821	1,976,835	2,009,755
Federal Home Loan Bank advances	1,018,159	597,590	446,590	259,090	57,919
Federal funds purchased and securities sold under agreements to repurchase	—	50,000	—	—	—
Total shareholders' equity	$ 465,275	$ 302,238	$ 265,926	$ 263,762	$ 86,407

Summary Financial Data (continued)

(dollars in thousands, except share data)	At or for the Year Ended December 31, 2015	2014	2013	2012	2011
Financial position (averages):					
Investment securities	$ 523,756	$ 459,060	$ 515,000	$ 410,819	$ 306,813
Loans held for investment	2,834,511	1,890,537	1,496,146	1,303,010	1,477,976
Total interest-earning assets	4,150,089	2,869,414	2,422,136	2,167,363	2,069,858
Total interest-bearing deposits	2,499,538	1,883,622	1,661,568	1,644,859	1,814,464
Federal Home Loan Bank advances	795,368	431,623	293,871	93,325	93,755
Total interest-bearing liabilities	3,368,160	2,386,537	2,020,613	1,817,847	1,970,725
Shareholders’ equity	$ 442,105	$ 289,420	$ 249,081	$ 211,329	$ 68,537
Financial performance:					
Return on average shareholders' equity [2]	9.35%	7.69%	9.56%	38.86%	23.52%
Return on average total assets	0.91%	0.69%	0.88%	3.42%	0.70%
Net interest margin [3]	3.63%	3.51%	3.17% [4]	2.89%	2.36%
Efficiency ratio [5]	85.33%	88.63%	86.54%	61.45%	86.82%
Asset quality:					
Allowance for credit losses	$ 30,659	$ 22,524	$ 24,089	$ 27,751	$ 42,800
Allowance for loan losses/total loans [6]	0.91%	1.04%	1.26%	2.06%	3.18%
Allowance for loan losses/nonaccrual loans	170.54%	137.51%	93.00%	92.20%	55.81%
Total nonaccrual loans [7][8]	$ 17,168	$ 16,014	$ 25,707	$ 29,892	$ 76,484
Nonaccrual loans/total loans	0.53%	0.75%	1.36%	2.24%	5.69%
Other real estate owned	$ 7,531	$ 9,448	$ 12,911	$ 23,941	$ 38,572
Total nonperforming assets	$ 24,699	$ 25,462	$ 38,618	$ 53,833	$ 115,056
Nonperforming assets/total assets	0.50%	0.72%	1.26%	2.05%	5.08%
Net (recoveries) charge-offs	$ (2,035)	$ 565	$ 4,562	$ 26,549	$ 25,066
Regulatory capital ratios for the Bank:					
Basel III - Tier 1 leverage capital (to average assets)	9.46%	NA	NA	NA	NA
Basel III - Tier 1 common equity risk-based capital (to risk-weighted assets)	13.04%	NA	NA	NA	NA
Basel III - Tier 1 risk-based capital (to risk-weighted assets)	13.04%	NA	NA	NA	NA
Basel III - Total risk-based capital (to risk-weighted assets)	13.92%	NA	NA	NA	NA
Basel I - Tier 1 leverage capital (to average assets)	NA	9.38%	9.96%	11.78%	6.04%
Basel I - Tier 1 risk-based capital (to risk-weighted assets)	NA	13.10%	14.12%	18.05%	9.88%
Basel I - Total risk-based capital (to risk-weighted assets)	NA	14.03%	15.28%	19.31%	11.15%
Regulatory capital ratios for the Company:					
Basel III - Tier 1 leverage capital (to average assets)	9.95%	NA	NA	NA	NA
Basel III - Tier 1 common equity risk-based capital (to risk-weighted assets)	10.52%	NA	NA	NA	NA
Basel III - Tier 1 risk-based capital (to risk-weighted assets)	11.94%	NA	NA	NA	NA
Basel III - Total risk-based capital (to risk-weighted assets)	12.70%	NA	NA	NA	NA

(in thousands)	At or for the Year Ended December 31, 2015	2014	2013	2012	2011
SUPPLEMENTAL DATA:					
Loans serviced for others					
Single family	$ 15,347,811	$ 11,216,208	$ 11,795,621	$ 8,870,688	$ 6,885,285
Multifamily	924,367	752,640	720,429	727,118	758,535
Other	79,513	82,354	95,673	53,235	56,785
Total loans serviced for others	$ 16,351,691	$ 12,051,202	$ 12,611,723	$ 9,651,041	$ 7,700,605
Loan origination activity					
Single family	$ 7,440,612	$ 4,697,767	$ 4,852,879	$ 4,901,073	$ 1,721,264
Other	1,540,455	967,500	603,271	255,435	150,401
Total loan origination activity	$ 8,981,067	$ 5,665,267	$ 5,456,150	$ 5,156,508	$ 1,871,665

(1) Share and per share data shown after giving effect to the 2-for-1 forward stock splits effective March 6, 2012 and November 5, 2012 , as well as the 1-for-2.5 reverse stock split effective July 19, 2011.

(2) Net earnings available to common shareholders divided by average shareholders' equity.

(3) Net interest income divided by total average interest-earning assets on a tax equivalent basis.

(4) Net interest margin for the year ended December 31, 2013 included $1.4 million in interest expense related to the correction of the cumulative effect of an error in prior years, resulting from the under accrual of interest due on the trust preferred securities for which the Company had deferred the payment of interest. Excluding the impact of the prior period interest expense correction, the net interest margin was 3.23% for the year ended December 31, 2013.

(5) Noninterest expense divided by total revenue (net interest income and noninterest income).

(6) Includes loans acquired with bank acquisitions during 2015 and 2014. Excluding acquired loans, allowance for loan losses /total loans was 1.12%, 1.10% and 1.40% at December 31, 2015, 2014 and 2013, respectively.

(7) Generally, loans are placed on nonaccrual status when they are 90 or more days past due, unless payment is insured by the FHA or guaranteed by the VA.

(8) Includes $1.2 million and $4.4 million of nonperforming loans at December 31, 2015 and 2014, respectively, which are guaranteed by the Small Business Administration ("SBA").

ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the "Selected Consolidated Financial Data" and the Consolidated Financial Statements and the related Notes included in Items 6 and 8 of this Form 10-K. The following discussion contains statements using the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "will" and "would" and similar expressions (or the negative of these terms) generally identify forward-looking statements. Such statements involve inherent risks and uncertainties, many of which are difficult to predict and are generally beyond the control of the Company and are subject to risks and uncertainties, including, but not limited to, those discussed below and elsewhere in this Form 10-K, particularly in Item 1A "Risk Factors," that could cause actual results to differ significantly from those projected. Although we believe that expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We do not intend to update any of the forward-looking statements after the date of this Form 10-K to conform these statements to actual results or changes in our expectations. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Form 10-K.

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Consolidated Financial Statements and Notes presented elsewhere in this annual report on Form 10-K.

Management's Overview of 2015 Financial Performance

HomeStreet is a diversified financial services company founded in 1921 headquartered in Seattle, Washington and serving customers primarily in the western United States, including Hawaii. HomeStreet, Inc. is a holding company whose operating subsidiaries are principally engaged in real estate lending, including mortgage banking activities, and commercial and consumer banking. Our primary subsidiaries are HomeStreet Bank and HomeStreet Capital Corporation. HomeStreet Bank is a Washington state-chartered commercial bank that provides consumer, mortgage and commercial loans, deposit products and services, non-deposit investment products, private banking and cash management services. Our primary loan products include consumer loans, single family residential mortgages, loans secured by commercial real estate, construction loans for residential and commercial real estate projects, commercial business loans and agricultural loans. Financial results presented in this Item reflect the operations of HomeStreet Bank as a Washington chartered savings bank; we converted the Bank to a Washington chartered commercial bank as of February 28, 2016. In connection with this bank charter conversion, HomeStreet, Inc. also became a bank holding company and elected to be a financial holding company on the same date.

HomeStreet Capital Corporation, a Washington corporation, originates, sells and services multifamily mortgage loans under the Fannie Mae Delegated Underwriting and Servicing Program ("DUS"®)[1] in conjunction with HomeStreet Bank. Doing business as HomeStreet Insurance Agency, we provide insurance products and services for consumers and businesses. We also offer single family home loans through our partial ownership in an affiliated business arrangement with WMS Series LLC, whose home loan businesses are known as Windermere Mortgage Services and Penrith Home Loans.

We generate revenue by earning net interest income and noninterest income. Net interest income is primarily the difference between interest income earned on loans and investment securities less the interest we pay on deposits and other borrowings. We earn noninterest income from the origination, sale and servicing of loans and from fees earned on deposit services and investment and insurance sales.

In 2015, we continued to execute our strategy of diversifying earnings by expanding the commercial and consumer banking business; growing our mortgage banking market share in existing and new markets; growing and improving the quality of our deposits; and bolstering our processing, compliance and risk management capabilities. We continue to expand our retail deposit branch network, primarily focusing on high-growth areas of Puget Sound and Southern California, in order to build convenience and market share. With the March 2015 Simplicity acquisition, we expanded our then existing Southern California single family mortgage origination footprint to attractive new sub-markets. Continuing our expansion into central and eastern Washington that we began with our acquisition of Yakima National Bank in 2014, in December 2015 we acquired a branch in Dayton, Washington, expanding our operations in eastern Washington.

Also, during 2015, we launched HomeStreet commercial capital as a division of HomeStreet Bank. HomeStreet commercial capital is an Orange County, California-based commercial real estate lending group originating permanent loans primarily up to $10 million in size, a portion of which we intend to sell into the secondary market. We also added a team specializing in U.S.

Small Business Administration ("SBA") lending also located in Orange County, California. As discussed in greater detail below, we continued our expansion in Southern California by acquiring Orange County Business Bank on February 1, 2016.

At December 31, 2015, we had total assets of $4.89 billion, net loans held for investment of $3.19 billion, deposits of $3.23 billion and shareholders' equity of $465.3 million. Through the Simplicity merger, we added $850.9 million of assets, $664.1 million of loans and $651.2 million of deposits.

Results for 2015 reflect the continued growth of our mortgage banking business and expansion of our commercial and consumer business. During 2015, we have increased our lending capacity by adding loan origination and operations personnel in all of our lending lines of business. We added 12 lending centers and 11 retail deposit branches to bring our total home loan centers to 64, our total commercial lending centers to six and our total retail deposit branches to 44.

Consolidated Financial Performance

	At or for the Year Ended December 31,		
(in thousands, except per share data and ratios)	2015	2014	2013
Selected statement of operations data			
Total net revenue [1]	$ 429,575	$ 284,326	$ 265,189
Total noninterest expense	366,568	252,011	229,495
Provision (reversal of provision) for credit losses	6,100	(1,000)	900
Income tax expense	15,588	11,056	10,985
Net income	$ 41,319	$ 22,259	$ 23,809
Financial performance			
Diluted income per share	$ 1.96	$ 1.49	$ 1.61
Return on average common shareholders' equity	9.35%	7.69%	9.56%
Return on average assets	0.91%	0.69%	0.88%
Net interest margin	3.63%	3.51%	3.17% [2]

(1) Total net revenue is net interest income and noninterest income.

(2) Net interest margin for the year ended December 31, 2013 included $1.4 million in interest expense related to the correction of the cumulative effect of an error in prior years, resulting from the under accrual of interest due on the trust preferred securities for which the Company had deferred the payment of interest. Excluding the impact of the prior period interest expense correction, the net interest margin was 3.23% for the year ended December 31, 2013.

Commercial and Consumer Banking Segment Results

Commercial and Consumer Banking segment net income increased 22.2% to $18.0 million for the year ended December 31, 2015 from $14.7 million in 2014, primarily due to higher net interest income from higher average balances of interest-earning assets, partially offset by higher noninterest expense. Included in net income for the year ended December 31, 2015 were bargain purchase gains of $7.7 million. There was no such amount recorded in 2014.

Commercial and Consumer Banking segment net interest income was $120.0 million for the year ended December 31, 2015, an increase of $38.0 million, or 46.4%, from $82.0 million for the year ended December 31, 2014, reflecting higher average balances of portfolio loans as a result of organic growth and acquisitions.

The Company recorded $6.1 million of provision for credit losses for the year ended December 31, 2015 compared to a $1.0 million reversal of provision for credit losses for the year ended December 31, 2014. The additional credit loss provision in the year was due in part to overall growth in the loans held for investment portfolio, an extension in the modeled loan loss emergence period for commercial loans and higher qualitative reserves for construction loans, partially offset by the favorable impact of net loan loss recoveries during the year. Net recoveries were $2.0 million in 2015 compared to net charge-off of $565 thousand in 2014. Overall, the allowance for loan losses (which excludes the allowance for unfunded commitments) was 0.91% of loans held for investment at December 31, 2015 compared to 1.04% at December 31, 2014, which primarily reflected the improved credit quality of the Company's loan portfolio. Excluding acquired loans, the allowance for loan losses was 1.12% of loans held for investment at December 31, 2015 compared to 1.10% at December 31, 2014. Nonperforming assets were $24.7 million, or 0.50% of total assets at December 31, 2015, compared to $25.5 million, or 0.72% of total assets at December 31, 2014.

Commercial and Consumer Banking segment noninterest expense of $122.6 million for the year ended December 31, 2015 increased $42.8 million, or 53.6%, from $79.8 million for the year ended December 31, 2014, primarily due to the continued organic growth of our commercial real estate and commercial business lending units and the expansion of our branch banking network. We added 11 retail deposit branches, three de novo and eight from acquisitions, and increased the segment's headcount by 36.2% during the year. During the first quarter of 2015, the commercial and consumer banking segment further expanded its network into California through the merger with Simplicity, the launch of HomeStreet commercial capital and the addition of a team specializing in SBA lending.

Mortgage Banking Segment Results

Mortgage Banking segment net income was $23.3 million for the year ended December 31, 2015, compared to net income of $7.5 million for the year ended December 31, 2014. The 210.2% increase in net income is primarily due to higher net gain on single family mortgage loan origination and sale activities due to higher interest rate lock commitments and composite margin, partially offset by higher commission expense resulting from increased closed loan volume during the year.

Mortgage Banking noninterest income of $251.9 million for the year ended December 31, 2015 increased $84.9 million, or 49.29%, from $167.0 million for the year ended December 31, 2014, primarily due to a 59.5% increase in single family mortgage interest rate lock commitments. Increased interest rate lock commitments reflect growth in the overall segment loan origination capacity through the addition of mortgage production personnel and expansion of our network of mortgage loan centers. We have increased our mortgage production personnel by 14.6% at December 31, 2015 compared to December 31, 2014.

Mortgage Banking noninterest expense of $244.0 million for the year ended December 31, 2015 increased $71.8 million, or 41.68%, from $172.2 million for the year ended December 31, 2014, primarily due to higher commission and incentive expense and general and administrative expenses resulting from a 63.9% increase in closed loan volumes and overall growth in personnel and expansion into new markets. We added nine home loan centers and increased the segment's headcount by 30.7% during 2015.

Regulatory Matters

On January 1, 2015, the Company and the Bank became subject to new capital standards commonly referred to as “Basel III” which raised our minimum capital requirements. The Company and the Bank remain above current “well-capitalized” regulatory minimums. Under the Basel III standards, the Bank's Tier 1 leverage and total risk-based capital ratios at December 31, 2015 were 9.46% and 13.92%, respectively. The Company's Tier 1 leverage and total risk-based capital ratios were 9.95% and 12.70%, respectively. At December 31, 2014, under the Basel I standards, the Bank's Tier 1 leverage and total risk-based capital ratios were 9.38% and 14.03%.

For more on the Basel III requirements as they apply to us, please see “*Capital Management*" within the Liquidity and Capital Resources section of this Form 10-K.

Recent Developments

For details of recent developments, please see *"2015 Expansion Growth"* and "*Recent Developments"* within the Item I Business section of this Form 10-K.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with the accounting principles generally accepted in the United States ("U.S. GAAP") requires management to make a number of judgments, estimates and assumptions that affect the reported amount of assets, liabilities, income and expense in the financial statements. Various elements of our accounting policies, by their nature, involve the application of highly sensitive and judgmental estimates and assumptions. Some of these policies and estimates relate to matters that are highly complex and contain inherent uncertainties. It is possible that, in some instances, different estimates and assumptions could reasonably have been made and used by management, instead of those we applied, which might have produced different results that could have had a material effect on the financial statements.

We have identified the following accounting policies and estimates that, due to the inherent judgments and assumptions and the potential sensitivity of the financial statements to those judgments and assumptions, are critical to an understanding of our financial statements. We believe that the judgments, estimates and assumptions used in the preparation of the Company's financial statements are appropriate. For a further description of our accounting policies, see Note 1–*Summary of Significant Accounting Policies* in the financial statements included in this Form 10-K.

Allowance for Loan Losses

The allowance for loan losses represents management's estimate of incurred credit losses inherent within our loan portfolio. Determining the appropriateness of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. Subsequent evaluations of the loan portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for loan losses in those future periods.

We employ a disciplined process and methodology to establish our allowance for loan losses that has two basic components: first, an asset-specific component involving the identification of impaired loans and the measurement of impairment for each individual loan identified; and second, a formula-based component for estimating probable principal losses for all other loans.

Based upon this methodology, management establishes an asset-specific allowance for impaired loans based on the amount of impairment calculated on those loans and charging off amounts determined to be uncollectible. A loan is considered impaired when it is probable that all contractual principal and interest payments due will not be collected substantially in accordance with the terms of the loan agreement. Factors we consider in determining whether a loan is impaired include payment status, collateral value, borrower financial condition, guarantor support and the probability of collecting scheduled principal and interest payments when due.

When a loan is identified as impaired, we measure impairment as the difference between the recorded investment in the loan and the present value of expected future cash flows discounted at the loan's effective interest rate or based on the loan's observable market price. For impaired collateral-dependent loans, impairment is measured as the difference between the recorded investment in the loan and the fair value of the underlying collateral. The fair value of the collateral is adjusted for the estimated cost to sell if repayment or satisfaction of a loan is dependent on the sale (rather than only on the operation) of the collateral. In accordance with our appraisal policy, the fair value of impaired collateral-dependent loans is based upon independent third-party appraisals or on collateral valuations prepared by in-house appraisers, which generally are updated every twelve months. We require an independent third-party appraisal at least annually for substandard loans and other real estate owned ("OREO"). Once a third-party appraisal is six months old, or if our chief appraiser determines that market conditions, changes to the property, changes in intended use of the property or other factors indicate that an appraisal is no longer reliable, we perform an internal collateral valuation to assess whether a change in collateral value requires an additional adjustment to carrying value. A collateral valuation is a restricted-use report prepared by our internal appraisal staff in accordance with our appraisal policy. When we receive an updated appraisal or collateral valuation, management reassesses the need for adjustments to loan impairment measurements and, where appropriate, records an adjustment. If the calculated impairment is determined to be permanent, fixed or nonrecoverable, the impairment will be charged off. Loans designated as impaired are generally placed on nonaccrual and remain in that status until all principal and interest payments are current and the prospects for future payments in accordance with the loan agreement are reasonably assured, at which point the loan is returned to accrual status. See "*Credit Risk Management – Asset Quality and Nonperforming Assets*" discussions within Management's Discussion and Analysis of this Form 10-K.

In estimating the formula-based component of the allowance for loan losses, loans are segregated into loan classes. Loans are designated into loan classes based on loans pooled by product types and similar risk characteristics or areas of risk concentration. Credit loss assumptions are estimated using a model that categorizes loan pools based on loan type and asset quality rating ("AQR") or delinquency bucket. This model calculates an expected loss percentage for each loan category by considering the probability of default, based on the migration of loans from performing to loss by AQR or delinquency buckets using two-year analysis periods for commercial segments and one-year analysis periods for consumer segments, and the potential severity of loss, based on the aggregate net lifetime losses incurred per loan class.

The formula-based component of the allowance for loan losses also considers qualitative factors for each loan class, including changes in:

- lending policies and procedures;
- international, national, regional and local economic business conditions and developments that affect the collectability of the portfolio, including the condition of various markets;
- the nature of the loan portfolio, including the terms of the loans;
- the experience, ability and depth of the lending management and other relevant staff;
- the volume and severity of past due and adversely classified or graded loans and the volume of nonaccrual loans;
- the quality of our loan review and process;
- the value of underlying collateral for collateral-dependent loans;
- the existence and effect of any concentrations of credit and changes in the level of such concentrations; and
- the effect of external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the existing portfolio.

Qualitative factors are expressed in basis points and are adjusted downward or upward based on management’s judgment as to the potential loss impact of each qualitative factor to a particular loan pool at the date of the analysis.

The provision for loan losses recorded through earnings is based on management’s assessment of the amount necessary to maintain the allowance for loan losses at a level appropriate to cover probable incurred losses inherent within the loans held for investment portfolio. The amount of provision and the corresponding level of allowance for loan losses are based on our evaluation of the collectability of the loan portfolio based on historical loss experience and other significant qualitative factors.

The allowance for loan losses, as reported in our consolidated statements of financial condition, is adjusted by a provision for loan losses, which is recognized in earnings, and reduced by the charge-off of loan amounts, net of recoveries. For further information on the allowance for loan losses, see Note 5–*Loans and Credit Quality* in the notes to the financial statements of this Form 10-K.

Fair Value of Financial Instruments, Single Family MSRs and OREO

A portion of our assets are carried at fair value, including single family mortgage servicing rights ("MSRs"), single family loans held for sale, interest rate lock commitments, investment securities available for sale and derivatives used in our hedging programs. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value is based on quoted market prices, when available. If a quoted price for an asset or liability is not available, the Company uses valuation models to estimate its fair value. These models incorporate inputs such as forward yield curves, loan prepayment assumptions, expected loss assumptions, market volatilities, and pricing spreads utilizing market-based inputs where readily available. We believe our valuation methods are appropriate and consistent with those that would be used by other market participants. However, imprecision in estimating unobservable inputs and other factors may result in these fair value measurements not reflecting the amount realized in an actual sale or transfer of the asset or liability in a current market exchange.

A three-level valuation hierarchy has been established under the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 for disclosure of fair value measurements. The valuation hierarchy is based on the observability of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument’s categorization within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. The levels are defined as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. This includes quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability for substantially the full term of the financial instrument.
- Level 3 – Unobservable inputs for the asset or liability. These inputs reflect the Company’s assumptions of what market participants would use in pricing the asset or liability.

Significant judgment is required to determine whether certain assets and liabilities measured at fair value are included in Level 2 or Level 3. When making this judgment, we consider all available information, including observable market data, indications of market liquidity and orderliness, and our understanding of the valuation techniques and significant inputs used. The classification of Level 2 or Level 3 is based upon the specific facts and circumstances of each instrument or instrument category and judgments are made regarding the significance of the Level 3 inputs to an instrument's fair value measurement in its entirety. If Level 3 inputs are considered significant, the instrument is classified as Level 3.

As of December 31, 2015, our Level 3 recurring fair value measurements consisted of single family MSRs and interest rate lock commitments.

On a quarterly basis, our Asset/Liability Management Committee ("ALCO") and the Finance Committee of the Board review significant modeling variables used to measure the fair value of the Company’s financial instruments, including the significant inputs used in the valuation of single family MSRs. Additionally, ALCO periodically obtains an independent review of the MSR valuation process and procedures, including a review of the model architecture and the valuation assumptions. We obtain an MSR valuation from an independent valuation firm monthly to assist with the validation of our fair value estimate and the reasonableness of the assumptions used in measuring fair value.

In addition to the recurring fair value measurements, from time to time the Company may have certain nonrecurring fair value measurements. These fair value measurements usually result from the application of lower of cost or fair value accounting or impairment of individual assets. As of December 31, 2015 and 2014, the Company's Level 3 nonrecurring fair value measurements were based on the appraised value of collateral used as the basis for the valuation of collateral dependent loans held for investment and OREO.

Real estate valuations are overseen by our appraisal department, which is independent of our lending and credit administration functions. The appraisal department maintains the appraisal policy and recommends changes to the policy subject to approval by the Credit Committee of the Company's Board of Directors and Company's Loan Committee (the "Loan Committee"), established by the Credit Committee of the Company's Board of Directors and comprised of certain of the Company's management. Appraisals are prepared by independent third-party appraisers and our internal appraisers. Appraisals are reviewed either by our in-house appraisal staff or by independent and qualified third-party appraisers.

For further information on the fair value of financial instruments, single family MSRs and OREO, see Note 1–*Summary of Significant Accounting Policies,* Note 12–*Mortgage Banking Operations* and Note 17–*Fair Value Measurements* in the notes to the financial statements of this Form 10-K.

Income Taxes

In establishing an income tax provision, we must make judgments and interpretations about the application of inherently complex tax laws. We must also make estimates about when in the future certain items will affect taxable income. Our interpretations may be subject to review during examination by taxing authorities and disputes may arise over the respective tax positions. We monitor tax authorities and revise our estimates of accrued income taxes due to changes in income tax laws and their interpretation by the courts and regulatory authorities on a quarterly basis. Revisions of our estimate of accrued income taxes also may result from our own income tax planning and strategies and from the resolution of income tax controversies. Such revisions in our estimates may be material to our operating results for any given reporting period.

Income taxes are accounted for using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, a deferred tax asset or liability is determined based on the differences between the tax basis of assets and liabilities and their reported amounts in the financial statements. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company records net deferred tax assets to the extent it is believed that these assets will more likely than not be realized. In making such determination, management considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. After reviewing and weighing all of the positive and negative evidence, if the positive evidence outweighs the negative evidence, then the Company does not record a valuation allowance for deferred tax assets. If the negative evidence outweighs the positive evidence, then a valuation allowance for all or a portion of the deferred tax assets is recorded.

The Company recognizes interest and penalties related to unrecognized tax benefits as income tax expense in the consolidated statements of operations. Accrued interest and penalties are included within the related tax liability line in the consolidated statements of financial condition. For further information regarding income taxes, see Note 14–*Income Taxes* to the financial statements of this Form 10-K.

Business Combinations

The Simplicity acquisition was accounted for under the acquisition method of accounting pursuant to ASC 805, *Business Combinations*. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of acquisition date. The Company made significant estimates and exercised significant judgment in estimating the fair values and accounting for such acquired assets and assumed liabilities. The valuation of acquired loans, mortgage servicing rights, premises and equipment, core deposit intangibles, deferred taxes, deposits, Federal Home Loan Bank advances and any contingent liabilities that arise as a result of the transaction are considered preliminary and such fair value estimates are subject to adjustment for up to one year after the acquisition date or when additional information relative to the closing date fair values becomes available and such information is considered final, whichever is earlier. These estimates were considered final as of December 31, 2015.

The Company used valuation models to estimate the fair value for certain assets and liabilities. These models incorporate inputs such as forward yield curves, loan prepayment expectations, expected credit loss assumptions, market volatilities, and pricing spreads utilizing market-based inputs where available. We believe our valuation methods are appropriate and consistent with those that would be used by other market participants. However, imprecision in estimating unobservable inputs and other factors may result in these fair value measurements not reflecting the amount that could be realized in an actual sale or transfer of the asset or liability in a current market exchange.

Results of Operations

Average Balances and Rates

Average balances, together with the total dollar amounts of interest income and expense, on a tax equivalent basis related to such balances and the weighted average rates, were as follows.

	Year Ended December 31,								
	2015			2014			2013		
(in thousands)	Average Balance	Interest	Average Yield/Cost	Average Balance	Interest	Average Yield/Cost	Average Balance	Interest	Average Yield/Cost
Assets:									
Interest-earning assets: (1)									
Cash and cash equivalents	$ 36,134	$ 67	0.18%	$ 31,137	$ 58	0.18%	$ 29,861	$ 73	0.24%
Investment securities	523,756	14,270	2.72%	459,060	12,945	2.82	515,000	14,608	2.84
Loans held for sale	755,688	29,165	3.86%	488,680	18,569	3.80	381,129	14,180	3.72
Loans held for investment	2,834,511	123,680	4.36%	1,890,537	81,659	4.32	1,496,146	62,384	4.17
Total interest-earning assets	4,150,089	167,182	4.03%	2,869,414	113,231	3.95	2,422,136	91,245	3.77
Noninterest-earning assets (2)	410,404			335,037			296,078		
Total assets	$ 4,560,493			$ 3,204,451			$ 2,718,214		
Liabilities and shareholders' equity:									
Deposits:									
Interest-bearing demand accounts	$ 317,510	1,492	0.46%	$ 270,634	$ 939	0.35%	$ 238,552	$ 925	0.38%
Savings accounts	284,309	1,053	0.38%	173,678	937	0.54	122,602	545	0.44
Money market accounts	1,122,321	4,930	0.44%	980,045	4,361	0.45	810,666	3,899	0.48
Certificate accounts	775,398	4,501	0.58%	459,265	3,244	0.71	489,852	5,073	1.04
Total interest-bearing deposits	2,499,538	11,976	0.48%	1,883,622	9,481	0.50	1,661,672	10,442	0.63
Federal Home Loan Bank advances	795,368	3,669	0.46%	431,623	1,990	0.46	293,871	1,532	0.52
Federal funds purchased and securities sold under agreements to repurchase	11,397	29	0.31%	8,977	22	0.25	2,721	11	0.40
Long-term debt	61,857	1,104	1.78%	62,315	1,121	1.80	62,349	2,546 (3)	4.03
Total interest-bearing liabilities	3,368,160	16,778	0.50%	2,386,537	12,614	0.53	2,020,613	14,531	
Noninterest-bearing liabilities	750,228			528,494			448,520		
Total liabilities	4,118,388			2,915,031			2,469,133		
Shareholders' equity	442,105			289,420			249,081		
Total liabilities and shareholders' equity	$ 4,560,493			$ 3,204,451			$ 2,718,214		
Net interest income (4)		$ 150,404			$ 100,617			$ 76,714	
Net interest spread			3.53%			3.42%			3.05%
Impact of noninterest-bearing sources			0.10%			0.09%			0.12%
Net interest margin			3.63%			3.51%			3.17%

(1) The average balances of nonaccrual assets and related income, if any, are included in their respective categories.

(2) Includes former loan balances that have been foreclosed and are now reclassified to OREO.

(3) Interest expense for the year ended December 31, 2013 included $1.4 million recorded in the first quarter of 2013 related to the correction of the cumulative effect of an error in prior years, resulting from the under accrual of interest due on our Trust Preferred Securities for which the Company had deferred payment of interest. Excluding the impact of the prior period interest expense correction, the net interest margin was 3.23%.

(4) Includes taxable-equivalent adjustments primarily related to tax-exempt income on certain loans and securities of $2.1 million, $1.9 million and $2.3 million for the years ended December 31, 2015, 2014 and 2013, respectively. The estimated federal statutory tax rate was 35% for the periods presented.

Interest on Nonaccrual Loans

We do not include interest collected on nonaccrual loans in interest income. When we place a loan on nonaccrual status, we reverse the accrued but unpaid interest, reducing interest income and we stop amortizing any net deferred fees. Additionally, if interest is received on nonaccrual loans, the interest collected on the loan is recognized as an adjustment to the cost basis of the loan. The net decrease to interest income due to adjustments made for nonaccrual loans, including the effect of additional interest income that would have been recorded during the period if the loans had been accruing, was $2.5 million, $2.8 million and $$4.6 million for the years ended December 31, 2015, 2014 and 2013, respectively.

Rate and Volume Analysis

The following table presents the extent to which changes in interest rates and changes in the volume of our interest-earning assets and interest-bearing liabilities have affected our interest income and interest expense, excluding interest income from nonaccrual loans. Information is provided in each category with respect to: (1) changes attributable to changes in volume (changes in volume multiplied by prior rate), (2) changes attributable to changes in rate (changes in rate multiplied by prior volume), (3) changes attributable to changes in rate and volume (change in rate multiplied by change in volume), which were allocated in proportion to the percentage change in average volume and average rate and included in the relevant column and (4) the net change.

	Year Ended December 31,					
	2015 vs. 2014			2014 vs. 2013		
	Increase (Decrease) Due to			Increase (Decrease) Due to		
(in thousands)	Rate	Volume	Total Change	Rate	Volume	Total Change
Assets:						
Interest-earning assets						
Cash and cash equivalents	$ —	$ 9	$ 9	$ (19)	$ 3	$ (16)
Investment securities	(499)	1,824	1,325	(75)	(1,588)	(1,663)
Loans held for sale	451	10,146	10,597	388	4,002	4,390
Loans held for investment	1,247	40,774	42,021	2,829	16,446	19,275
Total interest-earning assets	1,199	52,753	53,952	3,123	18,863	21,986
Liabilities:						
Deposits						
Interest-bearing demand accounts	391	163	554	(112)	125	13
Savings accounts	(481)	597	116	165	227	392
Money market accounts	(64)	633	569	(352)	815	463
Certificate accounts	(942)	2,199	1,257	(1,573)	(314)	(1,887)
Total interest-bearing deposits	(1,096)	3,592	2,496	(1,872)	853	(1,019)
Federal Home Loan Bank advances	2	1,677	1,679	(260)	718	458
Securities sold under agreements to repurchase	1	6	7	(14)	25	11
Long-term debt	(9)	(8)	(17)	(1,424)	(1)	(1,425)
Total interest-bearing liabilities	(1,102)	5,267	4,165	(3,570)	1,595	(1,975)
Total changes in net interest income	$ 2,301	$ 47,486	$ 49,787	$ 6,693	$ 17,268	$ 23,961

Net Income

Comparison of 2015 to 2014

For the year ended December 31, 2015, net income was $41.3 million, an increase of $19.1 million, or 85.6%, from $22.3 million for the year ended December 31, 2014. Included in net income for the year ended December 31, 2015 were merger-related costs (net of tax) of $10.7 million and bargain purchase gains, as subsequently adjusted, of $7.7 million. Such merger-related costs (net of tax) relating to prior acquisitions totaled $2.0 million during 2014.

Comparison of 2014 to 2013

For the year ended 2014, we reported net income of $22.3 million, a decrease of $1.6 million, or 6.5%, compared to net income of $23.8 million in 2013. The decrease to net income in 2014 mainly resulted from a $22.5 million, or 9.8%, increase in noninterest expense compared to 2013, primarily due to increased salaries and related costs and increased information services costs as we grew our business and market share in 2014. This decrease to net income was largely offset by a $24.2 million, or 32.5%, increase in net interest income in 2014 as a result of higher average balances of loans held for investment.

Net Interest Income

Comparison of 2015 to 2014

Our profitability depends significantly on net interest income, which is the difference between income earned on our interest-earning assets, primarily loans and investment securities, and interest paid on interest-bearing liabilities. Our interest-bearing liabilities consist primarily of deposits and borrowed funds, including our outstanding trust preferred securities and advances from the Federal Home Loan Bank of Des Moines and the Federal Home Loan Bank of San Francisco ("FHLB").

Net interest income on a tax equivalent basis for the year ended December 31, 2015 increased $49.8 million, or 49.5%, from December 31, 2014. The net interest margin improved to 3.63% for the year ended December 31, 2015 from 3.51% for the year ended December 31, 2014. The increase in the net interest margin from the year ended December 31, 2014 primarily resulted from higher average balances of higher yielding assets, coupled with a lower cost of interest-bearing funds.

Total average interest-earning assets increased in 2015 compared to 2014 primarily as a result of growth in average loans held for investment, both from originations and from the March 2015 merger with Simplicity. Additionally, the growth in our average loans held for investment resulted from increased commercial portfolio lending as we continued to grow our Commercial and Consumer Banking segment. Total average interest-bearing deposit balances increased from 2014 primarily due to growth in certificates of deposit accounts, mostly from the Simplicity merger.

Total interest income on a tax equivalent basis in 2015 increased $54.0 million, or 47.6%, from 2014 resulting from higher average balances of loans held for investment, which increased $944.0 million, or 49.9%, from 2014.

Total interest expense in 2015 increased $4.2 million, or 33.0% from 2014 primarily resulting from higher average balances of interest-bearing deposits and FHLB advances, partially offset by a 3 basis point reduction in the cost of such funds.

Comparison of 2014 to 2013

Net interest income on a tax equivalent basis for the year ended December 31, 2014 increased $23.9 million, or 31.2%, from 2013. During 2014, total interest income increased $22.0 million from 2013 primarily resulting from higher average balances of loans held for investment. Total interest expense decreased $1.9 million from 2013 primarily due to a 33 basis point decline in the average interest rates paid on the average balances of certificates of deposit. Included in interest expense for 2013 was expense of $1.4 million related to the correction of the cumulative effect of an immaterial error in prior years, resulting from the under accrual of interest due on the trust preferred securities for which the Company had deferred the payment of interest.

The net interest margin for the year ended December 31, 2014 improved to 3.51% from 3.17% in 2013. Total average interest-earning assets increased in 2014 primarily as a result of growth in new portfolio loan originations, partially offset by a decrease in investment securities. Total average interest-bearing deposit balances increased from 2013 mostly as a result of an increase in transaction and savings deposits.

Provision for Credit Losses

Management believes that our allowance for loan losses is at a level appropriate to cover estimated incurred losses inherent within the loans held for investment portfolio. Our credit risk profile has improved since December 31, 2014 as illustrated by the credit trends below.

Comparison of 2015 to 2014

The Company recorded a provision for credit losses of $6.1 million for the year ended December 31, 2015 compared to a $1.0 million reversal of provision for credit losses for the year ended December 31, 2014. The additional credit loss provision in the year was due in part to overall growth in loans held for investment, and in part to an extension in the modeled loan loss emergence period for commercial loans and higher qualitative reserves for construction loans. These factors were partially offset by the favorable impact of net loan loss recoveries during the year.

Nonaccrual loans were $17.2 million at December 31, 2015, an increase of $1.2 million, or 7.2%, from $16.0 million at December 31, 2014. Nonaccrual loans as a percentage of total loans decreased to 0.53% at December 31, 2015 from 0.75% at December 31, 2014. Net recoveries were $2.0 million in 2015 compared to net charge-offs of $565 thousand in 2014. Overall, the allowance for credit losses, which includes the reserve for unfunded commitments, was $30.7 million, or 0.95% of loans held for investment at December 31, 2015, compared to $22.5 million, or 1.06% of loans held for investment at December 31, 2014.

Comparison of 2014 to 2013

As a result of improving credit trends and lower charge-offs, the Company recorded a reversal of provision for credit losses of $1.0 million in 2014, compared to a provision for credit losses of $900 thousand in 2013.

Nonaccrual loans were $16.0 million at December 31, 2014, a decrease of $9.7 million, or 37.7%, from $25.7 million at December 31, 2013. Nonaccrual loans as a percentage of total loans was 0.75% at December 31, 2014, compared to 1.36% at December 31, 2013. Net charge-offs of $565 thousand for 2014 were down $4.0 million, or 87.6%, from net charge-offs of $4.6 million for 2013. Loan delinquencies also decreased, with total loans past due decreasing to 2.99% of loans held for investment at December 31, 2014, compared to 4.44% at December 31, 2013. Overall, the allowance for credit losses, which includes the reserve for unfunded commitments, decreased to $22.5 million, or 1.06% of loans held for investment at December 31, 2014, from $24.1 million, or 1.27% of total loans held for investment at December 31, 2013.

For a more detailed discussion on our allowance for loan losses and related provision for loan losses, see "-*Credit Risk Management - Asset Quality and Nonperforming Assets"* in this Form 10-K.

Noninterest Income

Noninterest income consisted of the following.

(in thousands)	Year Ended December 31, 2015	Dollar Change	Percent Change	2014		Dollar Change	Percent Change	2013
Noninterest income								
Net gain on mortgage loan origination and sale activities [1]	$ 236,388	$ 92,266	64 %	$ 144,122	[2]	$ (20,590)	(13)%	$ 164,712
Mortgage servicing income	24,431	(9,661)	(28)	34,092	[3]	17,019	100	17,073
Income from WMS Series LLC	1,624	1,523	NM	101		(603)	(86)	704
Loss on debt extinguishment	—	573	NM	(573)		(573)	NM	—
Depositor and other retail banking fees	5,881	2,309	65	3,572		400	13	3,172
Insurance agency commissions	1,682	529	46	1,153		289	33	864
Gain on sale of investment securities available for sale	2,406	48	2	2,358		586	33	1,772
Bargain purchase gain	7,726	7,726	NM	—		—	NM	—
Other	1,099	267	32	832		(1,616)	(66)	2,448
Total noninterest income	$ 281,237	$ 95,580	51 %	$ 185,657		$ (5,088)	(3)%	$ 190,745

NM = not meaningful

(1) Single family and multifamily mortgage banking activities.

(2) Includes $4.6 million in pre-tax gain resulting from the sale of loans that were originally held for investment.

(3) Includes pre-tax income of $4.7 million, net of transaction costs, resulting from the sale of single family MSRs during 2014.

Comparison of 2015 to 2014

Our noninterest income is heavily dependent upon our single family mortgage banking activities, which are comprised of mortgage origination and sale as well as mortgage servicing activities. The level of our mortgage banking activity fluctuates and is highly sensitive to changes in mortgage interest rates, as well as to general economic conditions such as employment trends and housing supply and affordability. The increase in noninterest income in 2015 compared to 2014 was primarily the result of higher net gain on mortgage loan origination and sale activities mostly due to increased single family mortgage interest rate lock commitments. Included in noninterest income for 2015 was a bargain purchase gain of $7.7 million from the Simplicity merger and the Dayton branch acquisition. Included in noninterest income for 2014 were a $4.7 million pre-tax net increase in mortgage servicing income resulting from the sale of MSRs and a $4.6 million pre-tax gain on single family mortgage origination and sale activities from the sale of loans that were originally held for investment. No similar transactions occurred in 2015.

Comparison of 2014 to 2013

The decrease in noninterest income in 2014 compared to 2013 was primarily the result of decreased net gain on mortgage loan origination and sale activities. Our single family mortgage interest rate lock commitments of $4.34 billion in 2014 increased 11.2%, compared to $3.91 billion in the 2013. However, we experienced lower gain on sale margins on our interest rate lock commitments during 2014 compared to 2013. Included in noninterest income for 2014 were a $4.7 million pre-tax net increase in mortgage servicing income resulting from the sale of MSRs and a $4.6 million pre-tax gain on single family mortgage origination and sale activities from the sale of loans that were originally held for investment. No similar transactions occurred in 2013.

The significant components of our noninterest income are described in greater detail, as follows.

Net gain on mortgage loan origination and sale activities consisted of the following.

	Year Ended December 31,						
(in thousands)	2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Single family held for sale:							
Servicing value and secondary market gains[1]	$ 205,513	$ 96,450	88 %	$ 109,063	$ (19,328)	(15)%	$ 128,391
Loan origination and funding fees	22,221	(3,351)	(13)	25,572	(4,479)	(15)	30,051
Total single family held for sale	227,734	93,099	69	134,635	(23,807)	(15)	158,442
Multifamily	7,125	2,402	51	4,723	(583)	(11)	5,306
Other	1,529	(3,235)	(68)	4,764 [2]	3,800	394	964
Net gain on mortgage loan origination and sale activities	$ 236,388	$ 92,266	64 %	$ 144,122	$ (20,590)	(13)%	$ 164,712

NM = not meaningful

(1) Comprised of gains and losses on interest rate lock commitments (which considers the value of servicing), single family loans held for sale, forward sale commitments used to economically hedge secondary market activities, and changes in the Company's repurchase liability for loans that have been sold.

(2) Includes $4.6 million in pre-tax gain resulting from the sale of loans that were originally held for investment.

Single family production volumes related to loans designated for sale consisted of the following.

	For The Years Ended December 31,						
(in thousands)	2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Single family mortgage closed loan volume [1]	$ 7,212,435	$ 2,811,818	64%	$ 4,400,617	$ (59,032)	(1)%	$ 4,459,649
Single family mortgage interest rate lock commitments [1]	$ 6,931,108	$ 2,586,860	60%	$ 4,344,248	$ 436,974	11 %	$ 3,907,274

(1) Includes loans originated by WMS Series LLC and purchased by HomeStreet Bank.

Comparison of 2015 of 2014

The increase in net gain on mortgage loan origination and sale activities in 2015 compared to 2014 predominantly reflected higher single family mortgage interest rate lock commitments as a result of the expansion of our mortgage lending network as well as higher loan production per loan producer. Mortgage production personnel grew by 14.6% at December 31, 2015 compared to December 31, 2014.

Comparison of 2014 to 2013

The decrease in net gain on mortgage loan origination and sale activities in 2014 compared to 2013 predominantly reflected substantially lower gain on sale margin on interest rate lock commitments. Single family mortgage interest rate lock commitments increased mainly due to the expansion of our mortgage lending operations, as mortgage origination and support personnel grew by 18.1% during 2014.

The Company records a liability for estimated mortgage repurchase losses, which has the effect of reducing net gain on mortgage loan origination and sale activities. The following table presents the effect of changes in the Company's mortgage repurchase liability within the respective line of net gain on mortgage loan origination and sale activities. For further information on the Company's mortgage repurchase liability, see Note 13, *Commitments, Guarantees and Contingencies* to the financial statements in this Form 10-K.

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Effect of changes to the mortgage repurchase liability recorded in net gain on mortgage loan origination and sale activities:			
New loan sales [1]	$ (2,764)	(1,570)	$ (1,828)
Other changes in estimated repurchase losses[2]	—	140	—
	$ (2,764)	$ (1,430)	$ (1,828)

(1) Represents the estimated fair value of the repurchase or indemnity obligation recognized as a reduction of proceeds on new loan sales.
(2) Represents changes in estimated probable future repurchase losses on previously sold loans.

Mortgage servicing income consisted of the following.

	Year Ended December 31,						
(in thousands)	2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Servicing income, net:							
Servicing fees and other	$ 42,197	$ 4,379	12 %	$ 37,818	$ 3,645	11 %	$ 34,173
Changes in fair value of MSRs due to modeled amortization [1]	(34,038)	(7,926)	30	(26,112)	(1,791)	7	(24,321)
Amortization of multifamily MSRs	(1,992)	(280)	16	(1,712)	91	(5)	(1,803)
	6,167	(3,827)	(38)	9,994	1,945	24	8,049
Risk management:							
Changes in fair value of MSRs due to changes in model inputs and/or assumptions [2]	6,555	22,184	(142)	(15,629) [3]	(45,085)	(153)	29,456
Net gain (loss) from derivatives economically hedging MSRs	11,709	(28,018)	(71)	39,727	60,159	(294)	(20,432)
	18,264	(5,834)	(24)	24,098	15,074	167	9,024
Mortgage servicing income	$ 24,431	$ (9,661)	(28)%	$ 34,092	$ 17,019	100 %	$ 17,073
NM = not meaningful							

(1) Represents changes due to collection/realization of expected cash flows and curtailments.
(2) Principally reflects changes in model assumptions, including prepayment speed assumptions, which are primarily affected by changes in mortgage interest rates.
(3) Includes pre-tax income of $4.7 million, net of brokerage fees and prepayment reserves, resulting from the sale of single family MSRs during 2014.

Comparison of 2015 to 2014

The decrease in mortgage servicing income in 2015 compared to 2014 was primarily due to MSR risk management results. The lower net gain from our MSR risk management activities for 2015 was primarily attributable to a pre-tax gain of $4.7 million included in 2014, resulting from the sale of single family MSRs, as well as larger gains from changes in model assumptions in 2014 than in 2015, to better align observed borrower prepayment behavior with modeled borrower prepayment behavior.

MSR risk management results represent changes in the fair value of single family MSRs due to changes in model inputs and assumptions net of the gain/(loss) from derivatives economically hedging MSRs. The fair value of MSRs is sensitive to changes in interest rates, primarily due to the effect on prepayment speeds. MSRs typically decrease in value when interest rates decline because declining interest rates tend to increase mortgage prepayment speeds and therefore reduce the expected life of the net servicing cash flows of the MSR asset. Certain other changes in MSR fair value relate to factors other than interest rate changes and are generally not within the scope of the Company's MSR economic hedging strategy. These factors may include but are not limited to the impact of changes to the housing price index, the level of home sales activity, changes to mortgage spreads, valuation discount rates, costs to service and policy changes by U.S. government agencies.

Mortgage servicing fees collected in 2015 increased compared to 2014 primarily as a result of higher average balances of loans serviced for others during the year. Our loans serviced for others portfolio was $16.35 billion at December 31, 2015 compared to $12.05 billion at December 31, 2014. The lower balance at December 31, 2014 was the result of the June 2014 sale of the rights to service $2.96 billion of single family mortgage loans.

Comparison of 2014 to 2013

The increase in mortgage servicing income in 2014 compared to 2013 was primarily due to MSR sales, lower prepayment speeds and improved MSR risk management results. The larger net gain from MSR risk management activities in 2014 largely reflected higher sensitivity to interest rates for the Company's MSRs, which led the Company to increase the notional amount of derivative instruments used to economically hedge MSRs. The higher notional amount of derivative instruments, along with a steeper yield curve, resulted in higher net gains from MSR risk management, which positively impacted mortgage servicing income. In addition, MSR risk management results for 2014 reflected the impact on the fair value of MSRs of changes in model inputs and assumptions related to historically low long-term prepayment speeds (e.g., lower housing turnover rate) experienced throughout 2014.

Mortgage servicing fees collected in 2014 increased compared to 2013 primarily as a result of the higher average balances of the loans serviced for others portfolio during 2014.

Income from WMS Series LLC

Comparison of 2015 to 2014

Income from WMS Series LLC increased in 2015 compared to 2014 primarily due to a 23.5% increase in interest rate lock commitments and a 25.6% increase in closed loan volume, which were $562.2 million and $616.9 million, respectively, in 2015 compared to $455.2 million and $491.3 million, respectively, for the same period in 2014.

Comparison of 2014 to 2013

Income from WMS Series LLC in 2014 was $101 thousand, compared to $704 thousand in 2013. The decrease in 2014 was primarily due to a 17.0% decrease in interest rate lock commitments and a 29.3% decrease in closed loan volume, which were $455.2 million and $491.3 million in 2014, respectively, compared to $548.7 million and $695.7 million in 2013.

Depositor and other retail banking fees for 2015 increased from 2014 primarily due to an increase in the number of transaction accounts as we grew our retail deposit branch network both organically and through the merger with Simplicity. The following table presents the composition of depositor and other retail banking fees for the periods indicated.

	Year Ended December 31,						
(in thousands)	2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Fees:							
Monthly maintenance and deposit-related fees	$ 2,657	$ 1,025	63%	$ 1,632	$ 64	4 %	$ 1,568
Debit Card/ATM fees	3,145	1,247	66	1,898	375	25	1,523
Other fees	79	37	88	42	(39)	(48)	81
Total depositor and other retail banking fees	$ 5,881	$ 2,309	65%	$ 3,572	$ 400	13 %	$ 3,172

Noninterest Expense

Noninterest expense consisted of the following.

(in thousands)	Year Ended December 31, 2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Noninterest expense							
Salaries and related costs	$ 240,587	$ 77,200	47 %	$ 163,387	$ 13,947	9 %	$ 149,440
General and administrative	58,745	15,912	37	42,833	2,467	6	40,366
Legal	2,807	736	36	2,071	(481)	(19)	2,552
Consulting	7,215	3,991	124	3,224	(2,413)	(43)	5,637
Federal Deposit Insurance Corporation assessments	2,573	257	11	2,316	883	62	1,433
Occupancy	24,927	6,329	34	18,598	4,833	35	13,765
Information services	29,054	9,002	45	20,052	5,561	38	14,491
Net cost of operation and sale of other real estate owned	660	1,130	(240)	(470)	(2,281)	(126)	1,811
Total noninterest expense	$ 366,568	$ 114,557	45 %	$ 252,011	$ 22,516	10 %	$ 229,495

The following table shows the acquisition-related expenses impacting the components of noninterest expense.

(in thousands)	Year Ended December 31, 2015	2014	2013
Noninterest expense			
Salaries and related costs	$ 7,672	$ 482	$ 864
General and administrative	1,463	606	222
Legal	830	493	407
Consulting	5,703	1,179	3,000
Occupancy	382	15	2
Information services	514	281	54
Total noninterest expense	$ 16,564	$ 3,056	$ 4,549

Comparison of 2015 to 2014

The increase in noninterest expense in 2015 compared to 2014 was primarily due to increased salaries and related costs, general and administrative costs, and information services costs, primarily a result of the integration of Simplicity and growth in personnel in connection with our continued expansion of our commercial and consumer and mortgage banking businesses. Included in noninterest expense in 2015 was $16.6 million of merger-related costs primarily related to Simplicity. Such merger-related costs from prior acquisitions totaled $3.1 million in 2014.

Salaries and related costs increased primarily due to a 32.8% increase in full-time equivalent employees at December 31, 2015 compared to December 31, 2014 and higher commission and incentive expense, as single family mortgage closed loan volumes increased 63.9%, from 2014.

General and administrative and ***Information services costs*** increased primarily due to increased headcount and continued growth of our mortgage banking business and expansion of our commercial and consumer business.

Comparison of 2014 to 2013

The increase in noninterest expense in 2014 compared to 2013 was primarily the result of increased salaries and related costs and occupancy costs, primarily a result of the integration of our acquisitions, and growth in personnel in connection with our continued expansion of our mortgage banking and commercial and consumer banking businesses. Also contributing to increased noninterest expense was increased information services costs resulting from system upgrades and implementation. These increases in noninterest expense were partially offset by significantly lower net cost of operation and sale of OREO. Valuation adjustments to OREO balances declined with the reduction in the net balance of OREO properties in 2014. Lower balances of OREO properties also resulted in decreased maintenance expenses.

Salaries and related costs increased primarily resulted from a 7.3% net increase in full-time equivalent employees at December 31, 2014 compared to 2013, as well as a 1.7% increase in commissions and incentives paid to employees in 2014 due to the overall net growth in our mortgage lending and commercial and consumer business lines.

Occupancy expense increased primarily due to growth in our mortgage banking business and consumer and commercial customer base with the opening of 11 new mortgage loan origination offices and three de novo retail deposit branches in 2014. Additionally, we added six retail deposit branches through acquisitions during the fourth quarter of 2013.

Income Tax Expense

Comparison of 2015 to 2014

For the years ended 2015 and 2014, income tax provision was $15.6 million and $11.1 million, respectively. The effective tax rates were 27.4% in 2015 and 33.2% in 2014.

The Company's effective income tax rate for the year ended December 31, 2015 was significantly less than the Federal statutory tax rate of 35% primarily due to the impact of state income taxes, tax-exempt interest income, low income housing tax credit investments, the Simplicity transaction, 2014 tax return true-up adjustments, and a deferred tax consequence previously reflected in equity.

Our discrete items for the year ended December 31, 2015 resulted in a net reduction of approximately 7.0% to the effective tax rate, largely due to bargain purchase gain from the Simplicity acquisition and the recognition of a deferred tax consequence previously recorded in equity.

Comparison of 2014 to 2013

The Company’s income tax expense for 2014 was $11.1 million, representing an effective tax rate of 33.2%. In 2013, the Company’s tax expense was $11.0 million, representing an effective tax rate of 31.6%. The effective rate rose from 2013 to 2014 due to tax exempt interest income constituting a smaller portion of total income, the adoption of new accounting standards for investments in low income housing partnerships, higher levels of permanently capitalized transaction costs related to mergers and acquisitions, and increases to taxable income in higher state tax jurisdictions. The 2014 effective tax rate of 33.2% differed from the federal statutory rate of 35.0% due to the impact of tax exempt interest income, the impact of investments in low income housing tax credit partnerships, permanently capitalized transaction costs related to the acquisition of Simplicity, and the impact of state taxes.

Capital Expenditures

Comparison of 2015 to 2014

During 2015, our net expenditures for property and equipment were $20.6 million, compared to net expenditures of $19.9 million during 2014, as we continued the expansion of our commercial and consumer and mortgage banking businesses.

Comparison of 2014 to 2013

During 2014, our net expenditures for property and equipment were $19.9 million, compared to net expenditures of $22.8 million during 2013, as we continued to implement our strategic initiatives regarding the expansion of our commercial and consumer and mortgage banking businesses.

Review of Financial Condition – Comparison of December 31, 2015 to December 31, 2014

Total assets were $4.89 billion at December 31, 2015 and $3.54 billion at December 31, 2014. Through the Simplicity merger, we added $850.2 million of total assets to the balance sheet in the first quarter of 2015.

Cash and cash equivalents were $32.7 million at December 31, 2015 compared to $30.5 million at December 31, 2014, an increase of $2.2 million, or 7.2%. We continued the efficient deployment of cash, which included the cash that was acquired from the Simplicity merger.

Investment securities were $572.2 million at December 31, 2015 compared to $455.3 million at December 31, 2014, an increase of $116.8 million, or 25.7%, primarily resulting from the execution of our strategic growth and diversification.

We primarily hold investment securities for liquidity purposes, while also creating a relatively stable source of interest income. We designated substantially all securities as available for sale. We held securities having a carrying value of $31.0 million at December 31, 2015, which were designated as held to maturity.

The following table sets forth certain information regarding the amortized cost and fair values of our investment securities available for sale.

	At December 31,			
	2015		2014	
(in thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Investment securities available for sale:				
Mortgage-backed securities:				
Residential	$ 69,342	$ 68,101	$ 107,624	$ 107,280
Commercial	18,142	17,851	13,030	13,671
Municipal bonds	168,722	171,869	119,744	122,334
Collateralized mortgage obligations:				
Residential	86,167	84,497	44,254	43,166
Commercial	80,190	79,133	20,775	20,486
Corporate debt securities	81,280	78,736	80,214	79,400
U.S. Treasury securities	41,047	40,964	40,976	40,989
Total investment securities available for sale	$ 544,890	$ 541,151	$ 426,617	$ 427,326

Mortgage-backed securities ("MBS") and collateralized mortgage obligations ("CMO") represent securities issued by government sponsored entities ("GSEs"). Each of the MBS and CMO securities in our investment portfolio are guaranteed by Fannie Mae, Ginnie Mae or Freddie Mac. Municipal bonds are comprised of general obligation bonds (i.e., backed by the general credit of the issuer) and revenue bonds (i.e., backed by revenues from the specific project being financed) issued by various municipalities. As of December 31, 2015 and 2014, all securities held, including municipal bonds and corporate debt securities, were rated investment grade based upon external ratings where available and, where not available, based upon internal ratings which correspond to ratings as defined by Standard and Poor’s Rating Services (“S&P”) or Moody’s Investors Services (“Moody’s”). As of December 31, 2015 and 2014, substantially all securities held by the Company had ratings available by external ratings agencies.

For information regarding the fair value of investment securities available for sale by contractual maturity along with the associated contractual yield for the periods, see Note 4, *Investment Securities* to the financial statements of this Form 10-K.

Each of the MBS and CMO securities in our investment portfolio are guaranteed by Fannie Mae, Ginnie Mae or Freddie Mac. Investments in these instruments involve a risk that actual prepayments will vary from the estimated prepayments over the life of the security. This may require adjustments to the amortization of premium or accretion of discount relating to such instruments, thereby changing the net yield on such securities. At December 31, 2015, the aggregate net premium associated with our MBS portfolio was $6.9 million, or 6.3%, of the aggregate unpaid principal balance, compared with $10.5 million or 7.7% at December 31, 2014. The aggregate net premium associated with our CMO portfolio as of December 31, 2015 was $4.6 million, or 2.8%, of the aggregate unpaid principal balance, compared with $3.1 million or 5.0% at December 31, 2014. There is also reinvestment risk associated with the cash flows from such securities and the market value of such securities may be adversely affected by changes in interest rates.

Management monitors the portfolio of securities classified as available for sale for impairment, which may result from credit deterioration of the issuer, changes in market interest rates relative to the rate of the instrument or changes in prepayment speeds. We evaluate each investment security on a quarterly basis to assess if impairment is considered other than temporary. In conducting this evaluation, management considers many factors, including but not limited to whether we expect to recover the entire amortized cost basis of the security in light of adverse changes in expected future cash flows, the length of time the security has been impaired and the severity of the unrealized loss. We also consider whether we intend to sell the security (or whether we will be required to sell the security) prior to recovery of its amortized cost basis, which may be at maturity.

Based on this evaluation, management concluded that unrealized losses as of December 31, 2015 were the result of changes in interest rates. Management does not intend to sell such securities nor is it likely it will be required to sell such securities prior to recovery of the securities' amortized cost basis. Accordingly, none of the unrealized losses as of December 31, 2015 were considered other than temporary.

Loans held for sale were $650.2 million at December 31, 2015 compared to $621.2 million at December 31, 2014, an increase of $28.9 million, or 4.7%. Loans held for sale include single family and multifamily residential loans, typically sold within 30 days of closing the loan. The increase in the loans held for sale balance was primarily due to a 23.9% increase in single family mortgage closed loans during the fourth quarter of 2015 compared to the fourth quarter of 2014.

Loans held for investment, net increased $1.09 billion, or 52.1%, from December 31, 2014. Our single family loan portfolio increased $306.5 million from 2014. Our multifamily loan portfolio increased $371.5 million from 2014, primarily as a result of the Simplicity merger as well as the organic growth of our commercial portfolio. Our construction loans, including commercial construction and residential construction, increased $215.2 million from 2014, primarily from new originations in our commercial real estate and residential construction lending business.

The following table details the composition of our loans held for investment portfolio by dollar amount and as a percentage of our total loan portfolio.

	At December 31,									
	2015		2014		2013		2012		2011	
(in thousands)	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
Consumer loans:										
Single family	$ 1,203,180	37.3%	$ 896,665	42.2%	$ 904,913	47.7%	$ 673,865	50.3%	$ 496,934	36.9%
Home equity and other	256,373	8.0	135,598	6.4	135,650	7.1	136,746	10.2	158,936	11.8
	1,459,553	45.3	1,032,263	48.6	1,040,563	54.8	810,611	60.5	655,870	48.7
Commercial loans:										
Commercial real estate (1)	600,703	18.6	523,464	24.6	477,642	25.1	361,879	27.0	402,139	29.8
Multifamily	426,557	13.2	55,088	2.6	79,216	4.2	17,012	1.3	56,379	4.2
Construction/ land development	583,160	18.1	367,934	17.3	130,465	6.9	71,033	5.3	173,405	12.9
Commercial business	154,262	4.8	147,449	6.9	171,054	9.0	79,576	5.9	59,831	4.4
	1,764,682	54.7	1,093,935	51.4	858,377	45.2	529,500	39.5	691,754	51.3
	3,224,235	100.0%	2,126,198	100.0%	1,898,940	100.0%	1,340,111	100.0%	1,347,624	100.0%
Net deferred loan fees and costs	(2,237)		(5,048)		(3,219)		(3,576)		(4,062)	
	3,221,998		2,121,150		1,895,721		1,336,535		1,343,562	
Allowance for loan losses	(29,278)		(22,021)		(23,908)		(27,561)		(42,689)	
	$ 3,192,720		$ 2,099,129		$ 1,871,813		$ 1,308,974		$ 1,300,873	

(1) December 31, 2015, 2014 and 2013 balances comprised of $154.9 million, $143.8 million and $156.7 million of owner-occupied loans, respectively, and $445.8 million, $379.6 million and $320.9 million of non-owner-occupied loans, respectively.

The following table shows the composition of the loan portfolio by fixed-rate and adjustable-rate loans.

	At December 31,			
	2015		2014	
(in thousands)	Amount	Percent	Amount	Percent
Adjustable-rate loans:				
Single family	$ 686,927	21.3%	$ 576,295	27.1%
Commercial	450,424	14.0	345,307	16.2
Multifamily	417,217	12.9	45,957	2.2
Construction/land development, net [(1)]	334,235	10.4	226,635	10.7
Commercial business	87,970	2.7	95,484	4.5
Home equity and other	59,605	1.8	69,500	3.3
Total adjustable-rate loans	2,036,378	63.1	1,359,178	63.9
Fixed-rate loans:				
Single family	516,253	16.0	320,370	15.1
Commercial	150,280	4.7	178,157	8.4
Multifamily	9,339	0.3	9,131	0.4
Construction/land development, net [(1)]	248,925	7.7	141,299	6.6
Commercial business	66,292	2.1	51,965	2.4
Home equity and other	196,768	6.1	66,098	3.1
Total fixed-rate loans	1,187,857	36.9	767,020	36.1
Total loans held for investment	3,224,235	100.0%	2,126,198	100.0%
Less:				
Net deferred loan fees and costs	(2,237)		(5,048)	
Allowance for loan losses	(29,278)		(22,021)	
Loans held for investment, net	$ 3,192,720		$ 2,099,129	

(1) Construction/land development is presented net of the undisbursed portion of the loan commitment.

The following tables show the contractual maturity of our loan portfolio by loan type.

	December 31, 2015				Loans due after one year by rate characteristic	
(in thousands)	Within one year	After one year through five years	After five years	Total	Fixed-rate	Adjustable-rate
Consumer:						
Single family	$ 14	$ 15,446	$ 1,187,719	$ 1,203,179	$ 516,239	$ 686,926
Home equity and other	4,530	38,869	212,975	256,374	193,337	58,507
Total consumer	4,544	54,315	1,400,694	1,459,553	709,576	745,433
Commercial:						
Commercial real estate	29,093	135,132	436,478	600,703	139,984	431,626
Multifamily	3,073	7,896	415,587	426,556	8,079	415,404
Construction/land development	379,940	183,480	19,740	583,160	99,782	103,438
Commercial business	65,651	52,990	35,622	154,263	59,216	29,396
Total commercial	477,757	379,498	907,427	1,764,682	307,061	979,864
Total loans held for investment	$ 482,301	$ 433,813	$ 2,308,121	$ 3,224,235	$ 1,016,637	$ 1,725,297

	December 31, 2014				Loans due after one year by rate characteristic	
(in thousands)	Within one year	After one year through five years	After five years	Total	Fixed-rate	Adjustable-rate
Consumer:						
Single family	$ 1,335	$ 12,401	$ 882,929	$ 896,665	$ 319,055	$ 576,275
Home equity and other	344	3,371	131,883	135,598	65,921	69,333
Total consumer	1,679	15,772	1,014,812	1,032,263	384,976	645,608
Commercial:						
Commercial real estate	40,482	150,001	332,981	523,464	154,001	328,981
Multifamily	6,008	4,051	45,029	55,088	5,692	43,388
Construction/land development	181,327	156,605	30,002	367,934	62,176	124,431
Commercial business	80,406	43,061	23,982	147,449	44,709	22,334
Total commercial	308,223	353,718	431,994	1,093,935	266,578	519,134
Total loans held for investment	$ 309,902	$ 369,490	$ 1,446,806	$ 2,126,198	$ 651,554	$ 1,164,742

The following table presents loan origination and loan sale volumes.

(in thousands)	Year Ended December 31, 2015	2014	2013
Loans originated			
Real estate			
Single family			
Originated by HomeStreet	$ 6,834,296	$ 4,208,736	$ 4,160,435
Originated by WMS Series LLC	606,316	489,031	692,444
Single family	7,440,612	4,697,767	4,852,879
Multifamily	322,637	152,280	90,967
Commercial real estate	133,618	57,025	129,531
Construction/land development	767,063	595,034	255,314
Total real estate	8,663,930	5,502,106	5,328,691
Commercial business	140,707	142,602	109,735
Home equity and other	176,430	20,559	17,724
Total loans originated	$ 8,981,067	$ 5,665,267	$ 5,456,150
Loans sold			
Single family	$ 7,038,635	$ 3,979,398	$ 4,733,473
Multifamily	204,744	141,859	104,016
Other	29,313	—	—
Total loans sold	$ 7,272,692	$ 4,121,257	$ 4,837,489

Mortgage servicing rights were $171.3 million at December 31, 2015 compared to $123.3 million at December 31, 2014, an increase of $47.9 million, or 38.9%, as a result of growth in the loans serviced for others portfolio and changes in model assumptions, including prepayment speed assumptions.

Federal Home Loan Bank stock was $44.3 million at December 31, 2015 compared to $33.9 million at December 31, 2014, an increase of $10.4 million, or 30.7%, primarily due to the FHLB stock acquired with the Simplicity acquisition. FHLB stock is carried at par value and can only be purchased or redeemed at par value in transactions between the FHLB and its member institutions. Both cash and stock dividends received on FHLB stock are reported in earnings.

Other assets were $148.0 million at December 31, 2015, compared to $105.0 million at December 31, 2014, an increase of $42.9 million, or 40.9%, primarily attributable to overall company growth and an increase in current federal income tax receivable.

Deposits

Deposit balances were as follows for the periods indicated:

(in thousands)	At December 31, 2015	2014	2013
Noninterest-bearing accounts - checking and savings	$ 370,523	$ 240,679	$ 164,437
Interest-bearing transaction and savings deposits:			
NOW accounts	408,477	272,390	297,966
Statement savings accounts due on demand	292,092	200,638	156,181
Money market accounts due on demand	1,155,464	1,007,214	919,322
Total interest-bearing transaction and savings deposits	1,856,033	1,480,242	1,373,469
Total transaction and savings deposits	2,226,556	1,720,921	1,537,906
Certificates of deposit	732,892	494,525	514,400
Noninterest-bearing accounts - other	272,505	229,984	158,515
Total deposits	$ 3,231,953	$ 2,445,430	$ 2,210,821

Deposits at December 31, 2015 increased $786.5 million, or 32.2%, from December 31, 2014, primarily due to the Simplicity merger and the organic growth of our deposit branch network. During the first quarter of 2015, we added $651.2 million of deposits from the Simplicity merger. During 2015, the Company increased the balances of transaction and savings deposits by $506 million, or 29.4%, reflecting the growth and expansion of our branch banking network. The $238.4 million, or 48.2%, increase in certificates of deposit since December 31, 2014 was primarily due to the Simplicity merger.

During 2014, the Company increased the balances of transaction and savings deposits by $183.0 million, or 11.9%. Partially offsetting the increased transaction and savings deposits was the managed reduction of certificates of deposit balances, which decreased $19.9 million, or 3.9% during 2014. This improvement in the composition of deposits was partially the result of our successful efforts to attract transaction and savings deposit balances through effective brand marketing.

Borrowings

FHLB advances were $1.02 billion at December 31, 2015 compared to $597.6 million at December 31, 2014. We effectively used short term funding to lower the cost of funds and manage the sensitivity of our net portfolio value and net interest income which mitigated the impact of changes in interest rates. FHLB advances may be collateralized by stock in the FHLB, cash, pledged mortgage-backed securities, real estate-secured commercial loans and unencumbered qualifying mortgage loans. As of December 31, 2015, 2014 and 2013, FHLB borrowings had weighted average interest rates of 0.64%, 0.41% and 0.43%, respectively. Of the total FHLB borrowings outstanding as of December 31, 2015, $962.2 million mature prior to December 31, 2016. We had $320.4 million and $317.9 million of additional borrowing capacity with the FHLB as of December 31, 2015 and 2014, respectively. Our lending agreement permits the FHLB to refuse to make advances under that agreement during periods in which an “event of default” (as defined in that agreement) exists. An “event of default” occurs when the FHLB gives notice to the Bank of an intention to take any of a list of permissible actions following the occurrence of specified events or conditions affecting the Bank. Among those events is the issuance or entry of “any supervisory or consent order pertaining to” the Bank. No such condition existed at December 31, 2015.

We may also borrow, on a collateralized basis, from the Federal Reserve Bank of San Francisco ("FRBSF" or "Federal Reserve Bank"). At December 31, 2015 and 2014, we did not have any outstanding borrowings from the FRBSF. Based on the amount of qualifying collateral available, borrowing capacity from the FRBSF was $382.1 million and $316.1 million at December 31, 2015 and 2014, respectively. The FRBSF is not contractually bound to offer credit to us, and our access to this source for future borrowings may be discontinued at any time.

Long-term debt was $61.9 million at December 31, 2015 and 2014. This balance represents junior subordinated debentures issued in connection with the sale of trust preferred securities by HomeStreet Statutory Trusts, subsidiaries of HomeStreet, Inc. Trust preferred securities allow investors to buy subordinated debt through a variable interest entity trust that issues preferred securities to third-party investors and uses the cash received to purchase subordinated debt from the issuer. That debt is the sole asset of the trust and the coupon rate on the debt mirrors the dividend rate on the preferred securities. These securities are nonvoting and are not convertible into capital stock, and the variable interest entity trust is not consolidated in our financial statements.

Shareholders’ Equity

Shareholders' equity was $465.3 million at December 31, 2015 compared to $302.2 million at December 31, 2014. This increase included additional paid in capital from issuance of common stock of $124.4 million mostly related to the issuance of HomeStreet common stock to Simplicity shareholders, and net income of $41.3 million, partially offset by other comprehensive loss of $4.0 million recognized during the year ended December 31, 2015. Other comprehensive loss represents unrealized gains and losses in the valuation of our investment securities portfolio at December 31, 2015.

Shareholders’ equity, on a per share basis, was $21.08 per share at December 31, 2015, compared to $20.34 per share at December 31, 2014.

Return on Equity and Assets

The following table presents certain information regarding our returns on average equity and average total assets.

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Return on assets (1)	0.91%	0.69%	0.88%
Return on equity (2)	9.35%	7.69%	9.56%
Equity to assets ratio (3)	9.69%	9.03%	9.16%

(1) Net income divided by average total assets.

(2) Net earnings available to common shareholders divided by average common shareholders’ equity.

(3) Average equity divided by average total assets.

Business Segments

Our business segments are determined based on the products and services provided, as well as the nature of the related business activities, and they reflect the manner in which financial information is currently evaluated by management.

This process is dynamic and is based on management's current view of the Company's operations and is not necessarily comparable with similar information for other financial institutions. We define our business segments by product type and customer segment. If the management structure or the allocation process changes, allocations, transfers and assignments may change.

We use various management accounting methodologies to assign certain income statement items to the responsible operating segment, including:

- a funds transfer pricing (“FTP”) system, which allocates interest income credits and funding charges between the segments, assigning to each segment a funding credit for its liabilities, such as deposits, and a charge to fund its assets;
- an allocation of charges for services rendered to the segments by centralized functions, such as corporate overhead, which are generally based on each segment’s consumption patterns; and
- an allocation of the Company's consolidated income taxes which are based on the effective tax rate applied to the segment's pretax income or loss.

Commercial and Consumer Banking Segment

Commercial and Consumer Banking provides diversified financial products and services to our commercial and consumer customers through bank branches and through ATMs, online, mobile and telephone banking. These products and services include deposit products; residential, consumer, business and agricultural portfolio loans; non-deposit investment products; insurance products and cash management services. We originate construction loans, bridge loans and permanent loans for our portfolio primarily on single family residences, and on office, retail, industrial and multifamily property types. We originate multifamily real estate loans through our Fannie Mae DUS business, whereby loans are sold to or securitized by Fannie Mae, while the Company generally retains the servicing rights. During the first quarter of 2015, we launched HomeStreet commercial capital as a division of HomeStreet Bank, an Orange County, California-based commercial real estate lending group originating permanent loans primarily up to $10 million in size, a portion of which we intend to pool and sell into the secondary market. We also added a team specializing in U.S. Small Business Administration ("SBA") lending also located in Orange County, California. As of December 31, 2015, our retail deposit branch network consists of 44 branches in the Pacific Northwest, California and Hawaii. At December 31, 2015 and December 31, 2014, our transaction and savings deposits totaled $2.23 billion and $1.72 billion, respectively, and our loan portfolio totaled $3.19 billion and $2.10 billion, respectively. This segment is also responsible for the management of our investment securities portfolio.

Commercial and Consumer Banking segment results are detailed below.

	Year Ended December 31,						
(in thousands)	2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Net interest income	$ 120,020	$ 38,034	46 %	$ 81,986	$ 22,814	39 %	$ 59,172
Provision for credit losses	6,100	7,100	NM	(1,000)	(1,900)	NM	900
Noninterest income	29,367	10,701	57	18,666 [2]	3,575	24	15,091
Noninterest expense	122,598	42,786	54	79,812	(5,259)	(8)	66,141
Income before income tax expense	20,689	(1,151)	(5)	21,840	14,618	202	7,222
Income tax expense	2,672	(4,420)	(62)	7,092	5,843	468	1,249
Net income	$ 18,017	$ 3,269	22 %	$ 14,748	$ 8,775	147 %	$ 5,973
Total assets	$ 4,046,050	$ 1,299,641	47 %	$ 2,746,409	$ 169,647	7 %	$ 2,576,762
Efficiency ratio [1]	82.07%			79.29%			89.06%
Full-time equivalent employees (ending)	828			608			577
Net gain on mortgage loan origination and sale activities:							
Multifamily	$ 7,125	$ 2,402	51 %	$ 4,723	$ (583)	(11)%	$ 5,306
Other	1,529	(3,235)	(68)	4,764 [2]	3,800	394	964
	$ 8,654	$ (833)	(9)%	$ 9,487	$ 3,217	51 %	$ 6,270
Production volumes:							
Multifamily mortgage originations	$ 204,838	$ 52,556	35	$ 152,282	$ 61,314	67	$ 90,968
Multifamily mortgage loans sold	$ 204,744	$ 62,885	44 %	$ 141,859	$ 37,843	36 %	$ 104,016
Other loans sold	$ 60,611	$ 60,611	NM	$ —	$ —	NM	$ —
NM = not meaningful							

(1) Noninterest expense divided by total net revenue (net interest income and noninterest income).

(2) Includes $4.6 million in pre-tax gain resulting from the sale of loans that were originally held for investment.

Comparison of 2015 to 2014

Commercial and Consumer Banking net income increased in 2015 primarily due to increased net interest income resulting from higher average balances of interest-earning assets, partially offset by increased noninterest expense primarily resulting from the continued expansion of this segment.

The segment recorded a provision for credit losses of $6.1 million for the year ended December 31, 2015 compared to a $1.0 million reversal of provision for credit losses for the year ended December 31, 2014. The additional credit loss provision in the year was due in part to overall growth in loans held for investment, and in part to an extension in the modeled loan loss emergence period for commercial loans and higher qualitative reserves for construction loans. These factors were partially offset by the favorable impact of net loan loss recoveries during the year.

Included in noninterest income for 2015 was a bargain purchase gain of $7.7 million from the merger with Simplicity and the Dayton, Washington branch acquisition. In 2014, noninterest income included a $4.6 million pre-tax net gain on single family mortgage origination and sale activities from the sale of loans that were originally held for investment.

Noninterest expense increased primarily due to the first quarter 2015 merger with Simplicity and the continued organic growth of our commercial real estate and commercial business lending units and the expansion of our retail deposit banking network. During the first quarter of 2015, we also added commercial lending capabilities in California by launching HomeStreet commercial capital, a commercial real estate lending group, and adding a team specializing in U.S. SBA lending. Full-time equivalent employees increased by 220, or 36.2% from 2014. Included in noninterest expense for 2015 was $16.6 million of merger-related costs. In 2014, such merger-related expenses related to prior acquisitions were $3.1 million.

Comparison of 2014 to 2013

Commercial and Consumer Banking net income was $14.7 million for the year ended December 31, 2014, an increase of $8.8 million from $6.0 million for the year ended December 31, 2013. The increase in net income in 2014 was primarily the result of a $22.8 million increase in net interest income, which reflected improvements in our deposit product and pricing strategy. That strategy included reducing our higher-cost deposits and converting customers with maturing certificates of deposit to transaction and savings deposits. Additionally, improved credit quality of the Company's loan portfolio resulted in a $1.0 million reversal of provision for loan losses in 2014, compared to provision of $900 thousand in 2013. Partially offsetting these improvements to net income was increased noninterest expense as we continued to grow this segment.

Commercial and Consumer Banking noninterest expense of $79.8 million increased $13.7 million, or 20.7%, from $66.1 million in 2013, primarily due to increased salaries and related costs, reflecting the growth of our commercial real estate and commercial business lending units and the expansion of our branch banking network, including growth through acquisitions which closed in the fourth quarter of 2013.

Commercial and Consumer Banking segment servicing income consisted of the following.

	Year Ended December 31,						
(in thousands)	2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Servicing income, net:							
Servicing fees and other	$ 4,460	$ 294	7%	$ 4,166	$ 992	31 %	$ 3,174
Amortization of multifamily MSRs	(1,992)	(280)	16	(1,712)	91	(5)	(1,803)
Commercial mortgage servicing income	$ 2,468	$ 14	1%	$ 2,454	$ 1,083	79 %	$ 1,371

Commercial and Consumer Banking segment loans serviced for others consisted of the following.

	At December 31,	
(in thousands)	2015	2014
Commercial		
Multifamily	$ 924,367	$ 752,640
Other	79,513	82,354
Total commercial loans serviced for others	$ 1,003,880	$ 834,994

Mortgage Banking Segment

Mortgage Banking originates single family residential mortgage loans primarily for sale in the secondary markets. The majority of our mortgage loans are sold to or securitized by Fannie Mae, Freddie Mac or Ginnie Mae, while we retain the right to service these loans. We have become a rated originator and servicer of jumbo loans, allowing us to sell these loans to other securitizers. Additionally, we purchase loans from WMS Series LLC through a correspondent arrangement with that company. We also sell loans on a servicing-released and servicing-retained basis to securitizers and correspondent lenders. A small percentage of our loans are brokered to other lenders or sold on a servicing-released basis to correspondent lenders. On occasion, we may sell a portion of our MSR portfolio. We manage the loan funding and the interest rate risk associated with the secondary market loan sales and the retained single family mortgage servicing rights within this business segment.

Mortgage Banking segment results are detailed below.

	Year Ended December 31,						
(in thousands)	2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Net interest income	$ 28,318	$ 11,635	70%	$ 16,683	$ 1,411	9 %	$ 15,272
Noninterest income	251,870	84,879	51	166,991	(8,663)	(5)	175,654
Noninterest expense	243,970	71,771	42	172,199	8,845	5	163,354
Income before income tax expense	36,218	24,743	216	11,475	(16,097)	(58)	27,572
Income tax expense	12,916	8,952	226	3,964	(5,772)	(59)	9,736
Net income	$ 23,302	$ 15,791	210%	$ 7,511	$ (10,325)	(58)%	$ 17,836
Total assets	$ 848,445	59,764	8%	$ 788,681	$ 299,389	61 %	$ 489,292
Efficiency ratio [1]	87.07%			93.75%			85.56%
Full-time equivalent employees (ending)	1,311			1,003			925
Production volumes for sale to the secondary market:							
Single family mortgage closed loan volume [2][3]	$ 7,212,435	$ 2,811,818	64%	$ 4,400,617	$ (59,032)	(1)%	$ 4,459,649
Single family mortgage interest rate lock commitments[2]	6,931,108	2,586,860	60	4,344,248	436,974	11	3,907,274
Single family mortgage loans sold[2]	$ 7,007,337	$ 3,027,939	76%	$ 3,979,398	$ (754,075)	(16)%	$ 4,733,473

(1) Noninterest expense divided by total net revenue (net interest income and noninterest income).

(2) Includes loans originated by WMS Series LLC and purchased by HomeStreet Bank.

(3) Represents single family mortgage production volume designated for sale to the secondary market during each respective period.

Comparison of 2015 to 2014

The increase in Mortgage Banking net income for 2015 compared to 2014 primarily reflected increased interest rate lock commitments resulting from expansion of our network of mortgage loan centers and a 14.6% increase in mortgage production personnel, partially offset by higher commission expense resulting from increased closed loan volume. Results for the year ended 2014 includes pre-tax Mortgage Banking servicing income of $4.7 million, net of transaction costs, from the 2014 sale of single family MSRs.

Comparison of 2014 to 2013

The decrease in Mortgage Banking net income for 2014 was driven primarily by lower gain on sale income. Our single family mortgage interest rate lock commitments increased 11.2%, compared to 2013. However, we experienced lower gain on sale margins on our interest rate lock commitments during 2014 compared to 2013.

Mortgage Banking net gain on sale to the secondary market is detailed in the following table.

(in thousands)	Year Ended December 31, 2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Single family: (1)							
Servicing value and secondary market gains(2)	$ 205,513	$ 96,450	88 %	$ 109,063	$ (19,328)	(15)%	$ 128,391
Loan origination and funding fees	22,221	(3,351)	(13)%	25,572	(4,479)	(15)%	30,051
Total mortgage banking net gain on mortgage loan origination and sale activities(1)	$ 227,734	$ 93,099	69 %	$ 134,635	$ (23,807)	(15)%	$ 158,442

(1) Excludes inter-segment activities.

(2) Comprised of gains and losses on interest rate lock commitments (which considers the value of servicing), single family loans held for sale, forward sale commitments used to economically hedge secondary market activities, and the estimated fair value of the repurchase or indemnity obligation recognized on new loan sales.

Comparison of 2015 to 2014

The increase in net gain on mortgage loan origination and sale activities in 2015 compared to 2014 is primarily the result of a 59.5% increase in interest rate lock commitments, which was mainly driven by the expansion of our mortgage production offices and personnel. Since December 2014, we have increased our lending footprint by adding nine home loan centers to bring our total home loan centers to 64.

Comparison of 2014 to 2013

In 2014, net gain on mortgage loan origination and sale activities decreased compared to 2013, primarily as a result of lower gain on sale margins on our interest rate lock commitments during 2014 compared to 2013. Partially offsetting this effect on net gain on mortgage loan origination and sale activities was an 11.2% increase in interest rate lock commitments resulting from the expansion of our mortgage lending operations as we entered new markets by adding 11 mortgage loan origination offices during 2014.

Mortgage Banking servicing income consisted of the following.

(in thousands)	Year Ended December 31, 2015	Dollar Change	Percent Change	2014	Dollar Change	Percent Change	2013
Servicing income, net:							
Servicing fees and other	$ 37,737	$ 4,085	12 %	$ 33,652	$ 2,653	9%	$ 30,999
Changes in fair value of MSRs due to modeled amortization (1)	(34,038)	(7,926)	30	(26,112)	(1,791)	7	(24,321)
	3,699	(3,841)	(51)	7,540	$ 862	13	6,678
Risk management:							
Changes in fair value of MSRs due to changes in model inputs and/or assumptions (2)	6,555	22,184	NM	(15,629) (3)	(45,085)	NM	29,456
Net gain from derivatives economically hedging MSRs	11,709	(28,018)	(71)	39,727	60,159	NM	(20,432)
	18,264	(5,834)	(24)	24,098	15,074	167	9,024
Mortgage Banking servicing income	$ 21,963	$ (9,675)	(31)%	$ 31,638	$ 15,936	101%	$ 15,702

NM = not meaningful

(1) Represents changes due to collection/realization of expected cash flows and curtailments.

(2) Principally reflects changes in model assumptions, including prepayment speed assumptions, which are primarily affected by changes in mortgage interest rates.

(3) Includes pre-tax income of $4.7 million, net of transaction costs, resulting from the sale of single family MSRs in 2014.

Comparison of 2015 to 2014

The decrease in Mortgage Banking servicing income in 2015 compared to 2014 was primarily attributable to lower risk management results. The decrease in risk management results was primarily attributable to a pre-tax gain of $4.7 million included in 2014, resulting from the sale of single family MSRs, as well as larger gains from model assumption adjustments in 2014 than in 2015, to better align observed borrower prepayment behavior with modeled borrower prepayment behavior.

Comparison of 2014 to 2013

In 2014, Mortgage Banking servicing income increased from 2013 primarily as a result of improved MSR risk management results and increased servicing fees collected on the Company's single family mortgages. Risk management results represent changes in the fair value of single family MSRs due to changes in model inputs and assumptions net of the gain/(loss) from derivatives economically hedging MSRs.

Included in risk management results for the year ended 2014 is $4.7 million of pre-tax income recognized from the second quarter 2014 sale of single family MSRs. No similar transactions occurred in 2015 or 2013.

Single family mortgage servicing fees collected in 2015 increased primarily due to higher average balances in our loans serviced for others portfolio.

Single family loans serviced for others consisted of the following.

	At December 31,	
(in thousands)	2015	2014
Single family		
U.S. government and agency	$ 14,628,596	$ 10,630,864
Other	719,215	585,344
Total single family loans serviced for others	$ 15,347,811	$ 11,216,208

Mortgage Banking noninterest expense in 2015 increased from 2014 primarily as a result of higher commission and incentive expense, as closed loan volumes increased 63.9% from 2014, as well as increased salaries and related costs, occupancy expenses and information services expenses as we grew our single family mortgage lending network.

For 2014, Mortgage Banking noninterest expense increased from 2013 primarily due to increased salaries and related costs, as well as occupancy and information services expenses related to the addition of approximately 84 mortgage originators and mortgage fulfillment personnel as we grew our single family mortgage lending network.

Off-Balance Sheet Arrangements

In the normal course of business, we are a party to financial instruments with off-balance sheet risk. These financial instruments (which include commitments to originate loans and commitments to purchase loans) include potential credit risk in excess of the amount recognized in the accompanying consolidated financial statements. These transactions are designed to (1) meet the financial needs of our customers, (2) manage our credit, market or liquidity risks, (3) diversify our funding sources and/or (4) optimize capital.

For more information on off-balance sheet arrangements, see Note 13, *Commitments, Guarantees and Contingencies* to the financial statements of this Form 10-K.

Commitments, Guarantees and Contingencies

We may incur liabilities under certain contractual agreements contingent upon the occurrence of certain events. Our known contingent liabilities include:

- *Unfunded loan commitments.* We make certain unfunded loan commitments as part of our lending activities that have not been recognized in the Company’s financial statements. These include commitments to extend credit made as part of our lending activities on loans we intend to hold in our loans held for investment portfolio. The aggregate amount of these unrecognized unfunded loan commitments existing at December 31, 2015 and 2014 was $52.9 million and $72.0 million, respectively.

- *Credit agreements.* We extend secured and unsecured open-end loans to meet the financing needs of our customers. These commitments, which primarily related to unused home equity and commercial real estate lines of credit and business banking funding lines, totaled $216.5 million and $149.4 million at December 31, 2015 and 2014, respectively. Undistributed construction loan proceeds, where the Company has an obligation to advance funds for construction progress payments, was $456.4 million and $379.4 million at December 31, 2015 and 2014, respectively. The total amounts of unused commitments do not necessarily represent future credit exposure or cash requirements in that commitments may expire without being drawn upon.

- *Interest rate lock commitments*. The Company writes options in the form of interest rate lock commitments on single family mortgage loans that are exercisable at the option of the borrower. We are exposed to market risk on interest rate lock commitments. The fair value of interest rate lock commitments existing at December 31, 2015 and 2014, was $17.7 million and $11.9 million, respectively. We mitigate the risk of future changes in the fair value of interest rate lock commitments primarily through the use of forward sale commitments.

- *Credit loss sharing.* We originate, sell and service multifamily loans through the Fannie Mae DUS program. Multifamily loans are sold to Fannie Mae subject to a loss sharing arrangement. HomeStreet Capital services the loans for Fannie Mae and shares in the risk of loss with Fannie Mae under the terms of the DUS contracts. Under the DUS program, in general the DUS lender is contractually responsible for all losses on the first 5% of the unpaid principal balance of the loan (determined as of the day prior to valuation of the asset for loss purposes) and then shares in the remainder of losses with Fannie Mae with the lender being responsible for 25% of any losses that exceed 5% of the unpaid principal balance up to 20% of the unpaid principal balance and 10% of any losses that exceed 20% of the unpaid principal balance. The maximum lender loss on most DUS program loans is 20% of the original principal balance. The total principal balance of loans outstanding under the DUS program as of December 31, 2015 and 2014 was $924.4 million and $752.6 million, respectively, and our loss reserve was $3.0 million and $2.3 million as of December 31, 2015 and 2014, respectively.

- *Mortgage repurchase liability*. In our single family lending business, we sell residential mortgage loans to GSEs and other entities. In addition, the Company pools Federal Housing Administration ("FHA")-insured and Department of Veterans' Affairs ("VA")-guaranteed mortgage loans into Ginnie Mae, Fannie Mae and Freddie Mac guaranteed mortgage-backed securities. We have made representations and warranties that the loans sold meet certain requirements. We may be required to repurchase mortgage loans or indemnify loan purchasers due to defects in the origination process of the loan, such as documentation errors, underwriting errors and judgments, early payment defaults and fraud.

  These obligations expose us to mark-to-market and credit losses on the repurchased mortgage loans after accounting for any mortgage insurance that we may receive. Generally, the maximum amount of future payments we would be required to make for breaches of these representations and warranties would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers plus, in certain circumstances, accrued and unpaid interest on such loans and certain expenses.

  We do not typically receive repurchase requests from the FHA or VA. As an originator of FHA-insured or VA-guaranteed loans, we are responsible for obtaining the insurance with FHA or the guarantee with the VA. If loans are later found not to meet the requirements of FHA or VA, through required internal quality control reviews or through agency audits, we may be required to indemnify FHA or VA against loss. The loans remain in Ginnie Mae pools unless and until they qualify for voluntary repurchase by the Company. In general, once an FHA or VA loan becomes 90 days past due, we repurchase the FHA or VA loan to minimize the cost of interest advances on the loan. If the loan is cured through borrower efforts or through loss mitigation activities, the loan may be resold into a Ginnie Mae pool. The Company's liability for mortgage loan repurchase losses incorporates probable losses associated with such indemnification.

  As of December 31, 2015 and 2014, the total principal balance of loans sold on a servicing-retained basis that were subject to the terms and conditions of these representations and warranties totaled $15.43 billion and $11.30 billion, respectively. The recorded mortgage repurchase liability for loans sold on a servicing-retained and a servicing-released basis was $2.9 million and $2.0 million at December 31, 2015 and 2014, respectively. The Company's mortgage repurchase liability reflects management's estimate of losses for loans sold on a servicing-retained and servicing-released basis for which we could have a repurchase obligation. Actual repurchase losses of $1.8 million, $734 thousand and $2.5 million were incurred for the years ended December 31, 2015, 2014 and 2013, respectively.

- *Leases*. The Company is obligated under non-cancelable leases for office space. The office leases also contain renewal and space options. Rental expense under non-cancelable operating leases totaled $20.1 million, $15.3 million and $11.4 million for the years ended December 31, 2015, 2014 and 2013, respectively.

Derivative Counterparty Credit Risk

Derivative financial instruments expose us to credit risk in the event of nonperformance by counterparties to such agreements. This risk consists primarily of the termination value of agreements where we are in a favorable position. Credit risk related to derivative financial instruments is considered within the fair value measurement of the instrument. We manage the credit risk associated with our various derivative agreements through counterparty credit review, counterparty exposure limits and monitoring procedures. From time to time, we may provide collateral to certain counterparties for amounts in excess of exposure limits as outlined by the counterparty credit policies of the parties. We have entered into agreements with derivative counterparties that include netting arrangements whereby the counterparties are entitled to settle certain positions on a net basis. At December 31, 2015 and 2014, our net exposure to the credit risk of derivative counterparties was $37.2 million and $18.8 million.

Contractual Obligations

The following table summarizes our significant fixed and determinable contractual obligations, within the categories described below, by payment date or contractual maturity as of December 31, 2015. The payment amounts for financial instruments shown below represent principal amounts contractually due to the recipient and do not include any unamortized premiums or discounts, or other similar carrying value adjustments.

(in thousands)	Within one year	After one but within three years	After three but within five	More than five years	Total
Deposits [1]	$ 3,043,916	$ 145,662	$ 42,375	$ —	$ 3,231,953
FHLB advances	962,159	40,410	10,000	5,590	1,018,159
Trust preferred securities[2]	—	—	—	61,857	61,857
Interest[3]	9,869	8,444	4,688	22,850	45,851
Operating leases	19,486	36,315	26,601	55,073	137,475
Purchase obligations [4]	9,018	8,107	3,686	171	20,982
Total	$ 4,044,448	$ 238,938	$ 87,350	$ 145,541	$ 4,516,277

(1) Deposits with indeterminate maturities, such as demand, savings and money market accounts, are reflected as obligations due less than one year.

(2) Trust preferred securities are included in long-term debt on the consolidated statements of financial condition.

(3) Represents the future interest obligations related to interest-bearing time deposits and long-term debt in the normal course of business. These interest obligations assume no early debt redemption. We estimated variable interest rate payments using December 31, 2015 rates, which we held constant until maturity.

(4) Represents agreements to purchase goods or services.

Enterprise Risk Management

All financial institutions manage and control a variety of business and financial risks that can significantly affect their financial performance. Among these risks are credit risk; market risk, which includes interest rate risk and price risk; liquidity risk; and operational risk. We are also subject to risks associated with compliance/legal, strategic and reputational matters.

Our Board of Directors (the "Board") and executive management have overall and ultimate responsibility for management of these risks. The Board, its committees and senior managers oversee the management of various risks. We review and assess these risks on an enterprise-wide basis periodically and as part of the annual strategic planning process. We use internal audits, quality control and loan review functions to assess the strength of and adherence to risk management policies, internal controls and regulatory requirements. Similarly, external reviews, examinations and audits are conducted by regulators and others. In addition, our compliance, appraisal, corporate security and information security personnel provide additional risk management services in their areas of expertise.

The Board and its committees work closely with senior management in overseeing risk. Management recommends the appropriate level of risk in our strategic and business plans and in our board-approved credit and operating policies and has responsibility for measuring, managing, controlling and reporting on risks. The Board and its committees oversee the monitoring and controlling of significant risk exposures, including the policies governing risk management. The Board authorizes its committees to take any action on its behalf as described in their respective charter or as otherwise delegated by the Board, except as otherwise specifically reserved by law, regulation, other committees' charters or the Company's charter documents for action solely by the full board or another board committee. These committees include:

- *Audit Committee.* The Audit Committee oversees the policies and management activities relating to our financial reporting, internal and external audit, regulatory, legal and compliance risks.
- *Finance Committee.* The Finance Committee oversees the consolidated companies' activities related to balance sheet management, major financial risks including market, interest rate, liquidity and funding risks and counterparty risk management, including trading limits.
- *Credit Committee.* The Credit Committee oversees the annual Loan Review Plan, lending policies, credit performance and trends, the allowance for credit loss policy and loan loss reserves, large borrower exposure and concentrations, and approval of broker/dealer relationships.
- *Human Resources and Corporate Governance Committee*. The Human Resources and Corporate Governance Committee (the "HRCG") of HomeStreet, Inc. reviews all matters concerning our human resources, compensation, benefits, and corporate governance. HRCG's policy objectives are to ensure that HomeStreet and its operating subsidiaries meet their corporate objectives of attracting and retaining a well-qualified workforce, to oversee our human resource strategies and policies and to ensure processes are in place to assure compliance with employment laws and regulations.
- *Enterprise Risk Management Committee.* The Enterprise Risk Management Committee (the "ERMC") oversees the Company's enterprise-wide risk management framework, including evaluating management's identification and assessment of the significant risks and the related infrastructure to address such risks and monitors the Company's compliance with its risk appetite and risk limit structures and effective remediation of non-compliance on an ongoing, enterprise-wide, and individual entity basis. The ERMC does not duplicate the risk oversight of the Board's other committees, but rather helps ensure end-to-end understanding and oversight of all risk issues in one Board committee and enhances the Board's and management's understanding of the Company's aggregate enterprise-wide risk profile.

The following is a discussion of our risk management practices. The risks related to credit, liquidity, interest rate and price warrant in-depth discussion due to the significance of these risks and the impact they may have on our business.

Credit Risk Management

Credit risk is defined as the risk to current or anticipated earnings or capital arising from an obligor’s failure to meet the terms of any contract with the Company, including those in the lending, securities and derivative portfolios, or otherwise perform as agreed. Factors relating to the degree of credit risk include the size of the asset or transaction, the contractual terms of the related documents, the credit characteristics of the borrower, the channel through which assets are acquired, the features of loan products or derivatives, the existence and strength of guarantor support, the availability, quality and adequacy of any underlying collateral and the economic environment after the loan is originated or the asset is acquired. Our overall portfolio credit risk is also impacted by asset concentrations within the portfolio.

Our credit risk management process is primarily centrally governed. Our overall credit process includes comprehensive credit policies, judgmental or statistical credit underwriting, frequent and detailed risk measurement and modeling and loan review, quality control and audit processes. In addition, we have an independent loan review function that reports directly to the Credit Committee of the Board, and internal auditors and regulatory examiners review and perform detailed tests of our credit underwriting, loan administration and allowance processes.

The Chief Credit Officer’s primary responsibilities include directing the activities of the credit risk management function as it relates to the loan portfolio, overseeing loan portfolio performance and ensuring compliance with regulatory requirements and the Company's established credit policies, standards and limits, determining the reasonableness of our allowance for loan losses, reviewing and approving large credit exposures and delegating credit approval authorities. Senior credit administrators who oversee the lines of business have both transaction approval authority and governance authority for the approval of procedures within established policies, standards and limits. The Chief Credit Officer reports directly to the Chief Executive Officer.

The Loan Committee provides direction and oversight within our risk management framework. The committee seeks to ensure effective portfolio risk analysis and policy review and to support sound implementation of defined business and risk strategies. Additionally, the Loan Committee periodically approves credits larger than the Chief Credit Officer’s or Chief Executive Officer’s individual approval authorities allow. The members of the Loan Committee are the Chief Executive Officer, Chief Credit Officer and the Commercial Banking Director.

The loan review department's primary responsibility includes the review of our loan portfolios to provide an independent assessment of credit quality, portfolio oversight and credit management, including accuracy of loan grading. Loan review also conducts targeted credit-related reviews and credit process reviews at the request of the Board and management and reviews a sample of newly originated loans for compliance with closing conditions and accuracy of loan grades. Loan review reports directly to the Credit Committee and administratively to the Compliance and Regulatory Affairs Director.

Credit limits for capital markets counterparties, including derivative counterparties, are defined in the Company's Counterparty Risk policy, which is reviewed annually by the Bank Loan Committee, with final approval by the Board Credit Committee. The treasury function is responsible for directing the activities related to securities and derivative portfolios, including overseeing derivative portfolio performance and ensuring compliance with established credit policies, standards and limits. The Chief Investment Officer and Treasurer reports directly to the Chief Financial Officer.

In January 2016, the Chief Credit Officer’s role was expanded to Chief Risk and Credit Officer which also includes oversight of enterprise risk management, appraisal and environmental functions, and the loan review department. The Chief Risk and Credit Officer reports directly to the Chief Executive Officer.

Appraisal Policy

An integral part of our credit risk management process is the valuation of the collateral supporting the loan portfolio, which is primarily comprised of loans secured by real estate. We maintain a Board-approved appraisal policy for real estate appraisals that conforms to the Uniform Standards of Professional Appraisal Practice and FDIC regulatory requirements. Our Chief Appraiser, who is independent of the business unit and credit administration departments, is responsible for maintaining the appraisal policy and recommending changes to the policy subject to Loan Committee and Credit Committee approval.

Real Estate

Our appraisal policy requires that market value appraisals or evaluations be prepared prior to new loan origination, subsequent loan transactions and for loan monitoring purposes. Our appraisals are prepared by independent third-party appraisers and our staff appraisers. Evaluations are prepared by independent and qualified third-party providers. We use state certified and licensed appraisers with appropriate expertise as it relates to the subject property type and location. All appraisals contain an “as is” market value estimate based upon the definition of market value as set forth in the FDIC appraisal regulations. For applicable property types, we may also obtain “upon completion” and “upon stabilization” values. The appraisal standard for non-tract development properties (four units or less) is the retail market value of individual units. For tract development properties with five or more units, the appraisal standard is the bulk market value of the tract as a whole.

We review all appraisals and evaluations prior to the closing of a loan transaction. Commercial and single family real estate appraisals and evaluations are reviewed by either our in-house appraisal staff or by independent and qualified third-party appraisers.

For loan monitoring and problem loan management purposes our appraisal practices are as follows:

- We generally do not perform valuation monitoring for pass-graded credits because we believe they carry minimal credit risk.
- For commercial loans secured by real estate that are graded special mention, an appraisal is performed at the time of loan downgrade, and an appraisal or evaluation is performed at least every two years thereafter, depending upon property complexity, market area, market conditions, intended use and other considerations.
- For commercial loans secured by real estate that are graded substandard or doubtful and for all OREO properties, we require an independent third-party appraisal at the time of downgrade or transfer to OREO and at least every twelve months thereafter until disposition or loan upgrade. For loans where foreclosure is probable, an appraisal or evaluation is prepared at the intervening six-month period prior to foreclosure.
- For performing consumer segment loans secured by real estate that are graded special mention or substandard, property values are determined semi-annually from automated valuation model services employed by the Bank.

- In addition, if we determine that market conditions, changes to the property, changes in the intended use of the property or other factors indicate an appraisal is no longer reliable, we will also obtain an updated appraisal or evaluation and assess whether a change in collateral value requires an additional adjustment to carrying value.

Other

Our appraisal requirements for loans not secured by real estate, such as business loans secured by equipment, include valuation methods ranging from evidence of sales price or verification with a recognized guide for new equipment to a valuation opinion by a professional appraiser for multiple pieces of used equipment.

Loan Modifications

We have modified loans for various reasons for borrowers not experiencing financial difficulties. Those modifications generally are short-term extensions granted to allow time for receipt of appraisals and other financial reporting information to facilitate underwriting of loan extensions and renewals.

Our policy allows modifications for borrowers with financial difficulty when there is a well-conceived and prudent workout plan that supports the ultimate collection of principal and interest. We may enter into a loan modification to help maximize the likelihood of success for a given workout strategy. In each case we also assess whether it is in the best interests of the Company to foreclose or modify the terms. We have made concessions such as interest-only payment terms, interest rate reductions, principal and interest forgiveness and payment restructures. Additionally, we have provided for concessions to construction and land development borrowers that focused primarily on forgiveness of principal in conjunction with settlement activities so as to allow us to acquire control of the real estate collateral. For single family mortgage borrowers, we have generally provided for granting interest rate reductions for periods of three years or less to reduce payments and provide the borrower time to resolve their financial difficulties. In each case, we carefully analyze the borrower’s current financial condition to assure that they can make the modified payment.

Asset Quality and Nonperforming Assets

Nonperforming assets ("NPAs") were $24.7 million, or 0.50% of total assets at December 31, 2015, compared to $25.5 million, or 0.72% of total assets at December 31, 2014. Nonaccrual loans of $17.2 million, or 0.53% of total loans at December 31, 2015, increased $1.2 million, or 7.2%, from $16.0 million, or 0.75% of total loans at December 31, 2014. Net recoveries in 2015 were $2.0 million compared with net charge-offs of $565 thousand in 2014 and net charge-offs of $4.6 million in 2013.

At December 31, 2015, our loans held for investment portfolio, excluding the allowance for loan losses, was $3.19 billion, an increase of $1.09 billion from December 31, 2014. During the first quarter of 2015, we added $664.1 million of loans to the portfolio from the Simplicity merger. The allowance for loan losses was $29.3 million, or 0.91% of loans held for investment, compared to $22.0 million, or 1.04% of loans held for investment at December 31, 2014.

The Company recorded a provision for credit losses of $6.1 million for the year ended December 31, 2015 compared to a $1.0 million reversal of provision for credit losses for the year ended December 31, 2014 and a provision for credit losses of $900 thousand for 2013. The additional credit loss provision in 2015 was due in part to overall growth in loans held for investment, and in part to an extension in the modeled loan loss emergence period for commercial loans and higher qualitative reserves for construction loans. These factors were partially offset by the favorable impact of net loan loss recoveries during the year. Management considers the current level of the allowance for loan losses to be appropriate to cover estimated incurred losses inherent within our loans held for investment portfolio.

For information regarding the activity on our allowance for credit losses, which includes the reserves for unfunded commitments, and the amounts that were collectively and individually evaluated for impairment, see Note 5, *Loans and Credit Quality* to the financial statements of this Form 10-K.

The allowance for credit losses represents management’s estimate of the incurred credit losses inherent within our loan portfolio. For further discussion related to credit policies and estimates see "*Critical Accounting Policies and Estimates — Allowance for Loan Losses"* within Management's Discussion and Analysis of this Form 10-K.

The following tables present the recorded investment, unpaid principal balance and related allowance for impaired loans, broken down by those with and those without a specific reserve.

	At December 31, 2015		
(in thousands)	Recorded Investment	Unpaid Principal Balance (2)	Related Allowance
Impaired loans:			
Loans with no related allowance recorded	$ 90,547	$ 94,058	$ —
Loans with an allowance recorded	3,126	3,293	567
Total	$ 93,673 (1)	$ 97,351	$ 567

	At December 31, 2014		
(in thousands)	Recorded Investment	Unpaid Principal Balance (2)	Related Allowance
Impaired loans:			
Loans with no related allowance recorded	$ 82,725	$ 98,664	$ —
Loans with an allowance recorded	36,499	37,078	1,706
Total	$ 119,224 (1)	$ 135,742	$ 1,706

	At December 31, 2013		
(in thousands)	Recorded Investment	Unpaid Principal Balance (2)	Related Allowance
Impaired loans:			
Loans with no related allowance recorded	$ 81,301	$ 112,795	$ —
Loans with an allowance recorded	38,568	38,959	2,571
Total	$ 119,869 (1)	$ 151,754	$ 2,571

(1) Includes $74.7 million, $73.6 million and $70.3 million in single family performing troubled debt restructurings ("TDRs") at December 31, 2015, 2014 and 2013, respectively.

(2) Unpaid principal balance does not include partial charge-offs, purchase discounts and premiums or nonaccrual interest paid. Related allowance is calculated on net book balances not unpaid principal balances.

The Company had 271 impaired loans totaling $93.7 million at December 31, 2015 and 258 impaired loans totaling $119.2 million at December 31, 2014. Included in the total impaired loan amounts were 224 single family TDR loan relationships totaling $77.1 million at December 31, 2015 and 199 single family TDR relationships totaling $76.1 million at December 31, 2014. The increase in the number of impaired loan relationships at December 31, 2015 from 2014 was primarily due to an increase in the number of single family impaired loans. At December 31, 2015, there were 213 single family impaired relationships totaling $74.7 million that were performing per their current contractual terms. Additionally, the impaired loan balance included $29.6 million of loans insured by the FHA or guaranteed by the VA. The average recorded investment in these loans for the year ended December 31, 2015 was $108.2 million, compared to $118.8 million for the year ended December 31, 2014. Impaired loans of $3.1 million and $36.5 million had a valuation allowance of $567 thousand and $1.7 million at December 31, 2015 and 2014, respectively.

The following table presents the allowance for credit losses, including reserves for unfunded commitments, by loan class.

	At December 31,								
	2015			2014			2013		
(in thousands)	Amount	Percent of Allowance to Total Allowance	Loan Category as a % of Total Loans (1)	Amount	Percent of Allowance to Total Allowance	Loan Category as a % of Total Loans (1)	Amount	Percent of Allowance to Total Allowance	Loan Category as a % of Total Loans (1)
Consumer loans									
Single family	$ 8,942	29.2%	36.9%	$ 9,447	41.9%	42.2%	$ 11,990	49.8%	47.7%
Home equity and other	4,620	15.1	8.0	3,322	14.8	6.4	3,987	16.6	7.1
	13,562	44.3	44.9	12,769	56.7	48.6	15,977	66.4	54.8
Commercial loans									
Commercial real estate	4,847	15.8	18.8	3,846	17.0	24.6	4,012	16.6	25.2
Multifamily	1,194	3.9	13.3	673	3.0	2.6	942	3.9	4.2
Construction/land development	9,271	30.2	18.2	3,818	17.0	17.3	1,414	5.9	6.9
Commercial business	1,785	5.8	4.8	1,418	6.3	6.9	1,744	7.2	8.9
	17,097	55.7	55.1	9,755	43.3	51.4	8,112	33.6	45.2
Total allowance for credit losses	$ 30,659	100.0%	100.0%	$ 22,524	100.0%	100.0%	$ 24,089	100.0%	100.0%

(1) Excludes loans held for investment balances that are carried at fair value.

The following table presents the composition of TDRs by accrual and nonaccrual status.

	At December 31, 2015					
(in thousands)	Accrual	Number of accrual relationships	Nonaccrual	Number of nonaccrual relationships	Total	Total number of relationships
Consumer						
Single family (1)	$ 74,685	213	$ 2,452	11	$ 77,137	224
Home equity and other	1,340	20	271	4	1,611	24
	76,025	233	2,723		78,748	248
Commercial						
Commercial real estate	—	—	1,023	1	1,023	1
Multifamily	3,014	2	—	—	3,014	2
Construction/land development	3,714	3	—	—	3,714	3
Commercial business	1,658	4	185	1	1,843	5
	8,386	9	1,208	2	9,594	11
	$ 84,411	$ 242	$ 3,931	2	$ 88,342	259

(1) Includes loan balances insured by the FHA or guaranteed by the VA of $29.6 million at December 31, 2015.

(in thousands)	At December 31, 2014 Accrual	Number of accrual relationships	Nonaccrual	Number of nonaccrual relationships	Total	Total number of relationships
Consumer						
Single family [(1)]	$ 73,585	193	$ 2,482	10	$ 76,067	203
Home equity and other	2,430	23	231	3	2,661	26
	76,015	216	2,713	13	78,728	229
Commercial						
Commercial real estate	21,703	4	1,148	1	22,851	5
Multifamily	3,077	2	—	—	3,077	2
Construction/land development	5,447	3	—	—	5,447	3
Commercial business	1,573	3	249	2	1,822	5
	31,800	12	1,397	3	33,197	15
	$ 107,815	228	$ 4,110	16	$ 111,925	244

(1) Includes loan balances insured by the FHA or guaranteed by the VA of $26.8 million at December 31, 2014.

(in thousands)	At December 31, 2013 Accrual	Number of accrual relationships	Nonaccrual	Number of nonaccrual relationships	Total	Total number of relationships
Consumer						
Single family [(1)]	$ 70,304	159	$ 4,017	10	$ 74,321	169
Home equity and other	2,558	23	86	2	2,644	25
	72,862	182	4,103	12	76,965	194
Commercial						
Commercial real estate	19,620	2	628	1	20,248	3
Multifamily	3,163	2	—	—	3,163	2
Construction/land development	6,148	4	—	—	6,148	4
Commercial business	112	1	—	0	112	1
	29,043	9	628	1	29,671	10
	$ 101,905	191	$ 4,731	13	$ 106,636	204

(1) Includes loan balances insured by the FHA or guaranteed by the VA of $17.8 million at December 31, 2013.

The increase in the number of TDR loan relationships at December 31, 2015 from 2014 was primarily due to an increase in the number of single family loan TDRs. TDR loans within the loans held for investment portfolio and the related reserves are included in the impaired loan tables above. At December 31, 2015 and 2014, the Company had zero and $151 thousand, respectively, of unfunded commitments related to TDR loans.

The increase in the number of TDR loan relationships at December 31, 2014 from 2013 was primarily due to an increase in the number of single family loan TDRs. At December 31, 2013, the Company had $47 thousand of unfunded commitments related to TDR loans.

(in thousands)	At December 31, 2015	2014	2013	2012	2011
Loans accounted for on a nonaccrual basis: [1]					
Consumer					
Single family	$ 12,119	$ 8,368	$ 8,861	$ 13,304	$ 12,104
Home equity and other	1,576	1,526	1,846	2,970	2,464
	13,695	9,894	10,707	16,274	14,568
Commercial					
Commercial real estate	2,341	4,843	12,257	6,403	10,184
Multifamily residential	119	—	—	—	2,394
Construction/land development	339	—	—	5,042	48,387
Commercial business	674	1,277	2,743	2,173	951
	3,473	6,120	15,000	13,618	61,916
Total loans on nonaccrual	17,168	16,014	25,707	29,892	76,484
Other real estate owned	7,531	9,448	12,911	23,941	38,572
Total nonperforming assets	$ 24,699	$ 25,462	$ 38,618	$ 53,833	$ 115,056
Loans 90 days or more past due and accruing [2]	$ 36,612	$ 34,987	$ 46,811	$ 40,658	$ 35,757
Accruing TDR loans	84,411	107,815	$ 101,905	100,575	104,931
Nonaccrual TDR loans	3,931	4,110	4,731	10,208	23,540
Total TDR loans	$ 88,342	$ 111,925	$ 106,636	$ 110,783	$ 128,471
Allowance for loan losses as a percent of nonaccrual loans	170.54%	137.51%	93.00%	92.20%	55.81%
Nonaccrual loans as a percentage of total loans	0.53%	0.75%	1.36%	2.24%	5.69%
Nonperforming assets as a percentage of total assets	0.50%	0.72%	1.26%	2.05%	5.08%

(1) If interest on nonaccrual loans under the original terms had been recognized, such income is estimated to have been $2.5 million, $2.8 million and $4.6 million for the years ended December 31, 2015, 2014 and 2013.

(2) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on an accrual status if they have been determined to have little or no risk of loss.

Delinquent loans and other real estate owned by loan type consisted of the following.

(in thousands)	At December 31, 2015 30-59 Days Past Due	60-89 Days Past Due	Nonaccrual	90 Days or More Past Due and Accruing	Total Past Due Loans	Other Real Estate Owned
Consumer loans						
Single family	$ 7,098	$ 3,537	$ 12,119	$ 36,595 (1)	$ 59,349	$ 301
Home equity and other	1,095	398	1,576	—	3,069	—
	8,193	3,935	13,695	36,595	62,418	301
Commercial loans						
Commercial real estate	233	—	2,341	—	2,574	4,071
Multifamily	—	—	119	—	119	—
Construction/land development	77	—	339	—	416	3,159
Commercial business	—	—	674	17	691	—
	310	—	3,473	17	3,800	7,230
Total	$ 8,503	$ 3,935	$ 17,168	$ 36,612	$ 66,218	$ 7,531

(1) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on accrual status if they are determined to have little to no risk of loss.

(in thousands)	At December 31, 2014 30-59 Days Past Due	60-89 Days Past Due	Nonaccrual	90 Days or More Past Due and Accruing	Total Past Due Loans	Other Real Estate Owned
Consumer loans						
Single family	$ 7,832	$ 2,452	$ 8,368	$ 34,737 (1)	$ 53,389	$ 1,613
Home equity and other	371	81	1,526	—	1,978	—
	8,203	2,533	9,894	34,737	55,367	1,613
Commercial loans						
Commercial real estate	—	—	4,843	—	4,843	1,996
Construction/land development	—	1,261	—	—	1,261	5,839
Commercial business	611	3	1,277	250	2,141	—
	611	1,264	6,120	250	8,245	7,835
Total	$ 8,814	$ 3,797	$ 16,014	$ 34,987	$ 63,612	$ 9,448

(1) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on accrual status as they have little to no risk of loss.

(in thousands)	At December 31, 2013 30-59 Days Past Due	60-89 Days Past Due	Nonaccrual	90 Days or More Past Due and Accruing	Total Past Due Loans	Other Real Estate Owned
Consumer loans						
Single family	$ 6,466	$ 4,901	$ 8,861	$ 46,811 (1)	$ 67,039	$ 5,246
Home equity and other	375	75	1,846	—	2,296	—
	6,841	4,976	10,707	46,811	69,335	5,246
Commercial loans						
Commercial real estate	—	—	12,257	—	12,257	1,688
Construction/land development	—	—	—	—	—	5,977
Commercial business	—	—	2,743	—	2,743	—
	—	—	15,000	—	15,000	7,665
Total	$ 6,841	$ 4,976	$ 25,707	$ 46,811	$ 84,335	$ 12,911

(1) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on accrual status as they have little to no risk of loss.

The following tables present the single family loan held for investment portfolio by original FICO score.

At December 31, 2015 Greater Than	Less Than or Equal To	Percentage (1)
N/A (2)	N/A (2)	2.6%
<	500	—%
500	549	0.1%
550	599	0.6%
600	649	4.0%
650	699	16.1%
700	749	27.2%
750	>	49.4%
	TOTAL	100.0%

(1) Percentages based on aggregate loan amounts.

(2) Information is not available.

At December 31, 2014 Greater Than	Less Than or Equal To	Percentage (1)
N/A (2)	N/A (2)	4.0%
<	500	0.1%
500	549	0.2%
550	599	0.9%
600	649	3.5%
650	699	16.9%
700	749	27.0%
750	>	47.4%
	TOTAL	100.0%

(1) Percentages based on aggregate loan amounts.

(2) Information is not available.

Loan Underwriting Standards

Our underwriting standards for single family and home equity loans require evaluating and understanding a borrower’s credit, collateral and ability to repay the loan. Credit is determined based on how well a borrower manages their current and prior debts, documented by a credit report that provides credit scores and the borrower’s current and past information about their credit history. Collateral is based on the type and use of property, occupancy and market value, largely determined by property appraisals. A borrower's ability to repay the loan is based on several factors, including employment, income, current debt, assets and level of equity in the property. We also consider loan-to-property value and debt-to-income ratios, loan amount and lien position in assessing whether to originate a loan. Single family and home equity borrowers are particularly susceptible to downturns in economic trends that negatively affect housing prices and demand and levels of unemployment.

For commercial, multifamily and construction loans, we consider the same factors with regard to the borrower and the guarantors. In addition, we evaluate liquidity, net worth, leverage, other outstanding indebtedness of the borrower, an analysis of cash expected to flow through the borrower (including the outflow to other lenders) and prior experience with the borrower. We use this information to assess financial capacity, profitability and experience. Ultimate repayment of these loans is sensitive to interest rate changes, general economic conditions, liquidity and availability of long-term financing.

Additional considerations for commercial permanent loans secured by real estate:

Our underwriting standards for commercial permanent loans generally require that the loan-to-value ratio for these loans not exceed 75% of appraised value or discounted cash flow value, as appropriate, and that commercial properties attain debt coverage ratios (net operating income divided by annual debt servicing) of 1.25 or better.

Our underwriting standards for multifamily residential permanent loans generally require that the loan-to-value ratio for these loans not exceed 80% of appraised value, cost, or discounted cash flow value, as appropriate, and that multifamily residential properties attain debt coverage ratios of 1.15 or better. However, underwriting standards can be influenced by competition and other factors. We endeavor to maintain the highest practical underwriting standards while balancing the need to remain competitive in our lending practices.

Additional considerations for commercial construction loans secured by real estate:

We originate a variety of real estate construction loans. Underwriting guidelines for these loans vary by loan type but include loan-to-value limits, term limits, loan advance limits and pre-leasing requirements, as applicable.

Our underwriting guidelines for commercial real estate construction loans generally require that the loan-to-value ratio not exceed 75% and stabilized debt coverage ratios of 1.25 or better.

Our underwriting guidelines for multifamily residential construction loans generally require that the loan-to-value ratio not exceed 80% and stabilized debt coverage ratios of 1.20 or better.

Our underwriting guidelines for single family residential construction loans to builders generally require that the loan-to-value ratio not exceed 85%.

As noted above, underwriting standards can be influenced by competition and other factors. However, we endeavor to maintain the highest practical underwriting standards while balancing the need to remain competitive in our lending practices.

Liquidity and Capital Resources

Liquidity risk management is primarily intended to ensure we are able to maintain sources of cash to adequately fund operations and meet our obligations, including demands from depositors, draws on lines of credit and paying any creditors, on a timely and cost-effective basis, in various market conditions. Our liquidity profile is influenced by changes in market conditions, the composition of the balance sheet and risk tolerance levels. HomeStreet, Inc., HomeStreet Capital ("HSC") and the Bank have established liquidity guidelines and operating plans that detail the sources and uses of cash and liquidity.

HomeStreet, Inc., HomeStreet Capital and the Bank have different funding needs and sources of liquidity and separate regulatory capital requirements.

HomeStreet, Inc.

The main source of liquidity for HomeStreet, Inc. is proceeds from dividends from the Bank and HomeStreet Capital. In the past, we have raised longer-term funds through the issuance of senior debt and trust preferred securities. Historically, the main cash outflows were distributions to shareholders, interest and principal payments to creditors and operating expenses. HomeStreet, Inc.’s ability to pay dividends to shareholders depends substantially on dividends received from the Bank.

HomeStreet Capital

HomeStreet Capital generates positive cash flow from its servicing fee income on the DUS portfolio, net of its costs to service the DUS portfolio. Additional uses are HomeStreet Capital's costs to purchase the servicing rights on new production from the Bank. Minimum liquidity and reporting requirements for DUS lenders such as HomeStreet Capital are set by Fannie Mae. HomeStreet Capital's liquidity management therefore consists of meeting Fannie Mae requirements and its own operational requirements.

HomeStreet Bank

The Bank’s primary short-term sources of funds include deposits, advances from the FHLB, repayments and prepayments of loans, proceeds from the sale of loans and investment securities and interest from our loans and investment securities. We have also raised short-term funds through the sale of securities under agreements to repurchase and federal funds purchased. While scheduled principal repayments on loans are a relatively predictable source of funds, deposit inflows and outflows and loan prepayments are greatly influenced by interest rates, economic conditions and competition. The Bank uses the primary liquidity ratio as a measure of liquidity. The primary liquidity ratio is defined as net cash, short-term investments and other marketable assets as a percent of net deposits and short-term borrowings. At December 31, 2015, our primary liquidity ratio was 25.4% compared with 30.0% at December 31, 2014 and 26.9% at December 31, 2013.

At December 31, 2015, 2014 and 2013, the Bank had available borrowing capacity of $320.4 million, $317.9 million and $228.5 million, respectively, from the FHLB, and $382.1 million, $316.1 million and $332.7 million, respectively, from the Federal Reserve Bank of San Francisco. Due to the effective management of collateral, the borrowing capacity of the Bank increased despite higher FHLB borrowings at December 31, 2015.

Cash Flows

For the years ended December 31, 2015, 2014 and 2013, cash and cash equivalents increased $2.2 million, decreased $3.4 million and increased $8.6 million, respectively. The following discussion highlights the major activities and transactions that affected our cash flows during these periods.

Cash flows from operating activities

The Company's operating assets and liabilities are used to support our lending activities, including the origination and sale of mortgage loans. For the year ended December 31, 2015, net cash of $8.3 million was provided by operating activities, as our net income exceeded the net amount of cash used to fund loans held for sale production and proceeds from the sale of loans. We believe that cash flows from operations, available cash balances and our ability to generate cash through short-term debt are sufficient to fund our operating liquidity needs. For the year ended December 31, 2014, net cash of $348.6 million was used in operating activities, as cash used to fund loans held for sale production exceeded proceeds from the sale of loans held for sale. During 2014, the Company transferred a net $217.8 million of loans from loans held for investment to loans held for sale. For the year ended December 31, 2013, net cash of $304.0 million was provided by operating activities, as proceeds from the sale of loans held for sale exceeded cash used to fund loans held for sale production. During 2013, the Company transferred $93.6 million of loans from loans held for investment to loans held for sale.

Cash flows from investing activities

The Company's investing activities primarily include available-for-sale securities and loans originated as held for investment. For the year ended December 31, 2015, net cash of $418.3 million was used in investing activities, primarily due to cash used for the origination of portfolio loans and principal repayments and purchases of investment securities, partially offset by $132.4 million of net cash received from acquisitions, primarily from the Simplicity merger. For the year ended December 31, 2014, net cash of $84.2 million was used in investing activities. We used cash of $443.5 million in net originations and principal repayments of loans held for investment during 2014, as a result of increased originations of mortgages that exceed conventional conforming loan limits. Offsetting this decrease to cash was net proceeds of $271.4 million from the sale of loans originated as held for investment and $39.0 million of proceeds from the sale of single family mortgage servicing rights. Net proceeds from our investment securities portfolio were $35.6 million during 2014. For the year ended December 31, 2013, net cash of $459.9 million was used in investing activities. We used cash of $447.9 million in net originations and principal repayments of loans held for investment during 2013, as a result of increased originations of mortgages that exceed conventional conforming loan limits. Net purchases in our investment securities portfolio were $190.0 million during 2013. Additionally, cash of $24.0 million was provided in connection with the purchases of YNB, Fortune Bank and two AmericanWest Bank branches.

Cash flows from financing activities

The Company's financing activities are primarily related to customer deposits and net proceeds from the FHLB. For the year ended December 31, 2015, net cash of $412.2 million was provided by financing activities, primarily resulting from net proceeds of $355.0 million of FHLB advances and a $111.9 million growth in deposits. For the year ended December 31, 2014, net cash of $429.5 million was provided by financing activities, as we increased our lower cost short-term advances from the FHLB. For additional liquidity, the Company added $50 million in federal funds purchased during the fourth quarter of 2014. For the year ended December 31, 2013, net cash of $164.5 million was provided by financing activities, as we increased our lower cost short-term advances from the FHLB.

Capital Management

In July 2013, federal banking regulators (including the FDIC and the FRB) adopted new capital rules (as used in this section, the “Rules”). The Rules apply to both depository institutions (such as the Bank) and their holding companies (such as the Company). The Rules reflect, in part, certain standards initially adopted by the Basel Committee on Banking Supervision in December 2010 (which standards are commonly referred to as “Basel III”) as well as requirements contemplated by the Dodd-Frank Act. The Rules apply to both the Company and the Bank beginning in 2015.

The Rules recognize three components, or tiers, of capital: common equity Tier 1 capital, additional Tier 1 capital and Tier 2 capital. Common equity Tier 1 capital generally consists of retained earnings and common stock instruments (subject to certain adjustments), as well as accumulated other comprehensive income (“AOCI”) except to the extent that the Company and the Bank exercise a one-time irrevocable option to exclude certain components of AOCI. Both the Company and the Bank elected this one-time option in 2015 to exclude certain components of AOCI. Additional Tier 1 capital generally includes non-cumulative preferred stock and related surplus subject to certain adjustments and limitations. Tier 2 capital generally includes certain capital instruments (such as subordinated debt) and portions of the amounts of the allowance for loan and lease losses, subject to certain requirements and deductions. The term “Tier 1 capital” means common equity Tier 1 capital plus additional Tier 1 capital, and the term “total capital” means Tier 1 capital plus Tier 2 capital.

The Rules generally measure an institution’s capital using four capital measures or ratios. The common equity Tier 1 capital ratio is the ratio of the institution’s common equity Tier 1 capital to its total risk-weighted assets. The Tier 1 capital ratio is the ratio of the institution’s total capital to its total risk-weighted assets. The total capital ratio is the ratio of the institution’s total capital to its total risk-weighted assets. The leverage ratio is the ratio of the institution’s Tier 1 capital to its average total consolidated assets. To determine risk-weighted assets, assets of an institution are generally placed into a risk category and given a percentage weight based on the relative risk of that category. The percentage weights range from 0% to 1,250%. An asset’s risk-weighted value will generally be its percentage weight multiplied by the asset’s value as determined under generally accepted accounting principles. In addition, certain off-balance-sheet items are converted to balance-sheet credit equivalent amounts, and each amount is then assigned to one of the risk categories. An institution’s federal regulator may require the institution to hold more capital than would otherwise be required under the Rules if the regulator determines that the institution’s capital requirements under the Rules are not commensurate with the institution’s credit, market, operational or other risks.

Both the Company and the Bank are required to have a common equity Tier 1 capital ratio of 4.5%, a Tier 1 leverage ratio of 4.0%, a Tier 1 risk-based ratio of 6.0% and a total risk-based ratio of 8.0%. In addition to the preceding requirements, all financial institutions subject to the Rules, including both the Company and the Bank, are required to establish a “conservation buffer” of common equity Tier 1 capital of at least 2.5% above the required common equity Tier 1 capital ratio, the Tier 1 risk-based ratio and the total risk-based ratio. An institution that does not meet the conservation buffer will be subject to restrictions on certain activities including payment of dividends, stock repurchases and discretionary bonuses to executive officers.

The Rules set forth the manner in which certain capital elements are determined, including but not limited to, requiring certain deductions related to mortgage servicing rights and deferred tax assets. When the federal banking regulators initially proposed new capital rules in 2012, the rules would have phased out trust preferred securities as a component of Tier 1 capital. As finally adopted, however, the Rules permit holding companies with less than $15 billion in total assets as of December 31, 2009 (which includes the Company) to continue to include trust preferred securities issued prior to May 19, 2010 in Tier 1 capital, generally up to 25% of other Tier 1 capital.

The Rules made changes in the methods of calculating certain risk-based assets, which in turn affects the calculation of risk- based ratios. Higher or more sensitive risk weights are assigned to various categories of assets, including commercial real estate, credit facilities that finance the acquisition, development or construction of real property, certain exposures or credits that are 90 days past due or are nonaccrual, foreign exposures, certain corporate exposures, securitization exposures, equity exposures and in certain cases mortgage servicing rights and deferred tax assets.

Certain calculations under the rules related to deductions from capital have phase-in periods through 2018. Specifically, the capital treatment of mortgage servicing rights is phased in through the transition periods. Under the prior rules, the Bank deducted 10% of the value of MSRs (net of deferred tax) from Tier 1 capital ratios. However, under Basel III, the Bank and Company must deduct a much larger portion of the value of MSRs from Tier 1 capital.

- MSRs in excess of a 10% threshold must be deducted from common equity. The disallowable portion of MSRs will be phased in incrementally (40% in 2015; 60% in 2016; 80% in 2017) to 100% deduction in 2018.

- In addition, the combined balance of MSRs and deferred tax assets is limited to approximately 15% of the Bank’s and the Company’s common equity Tier 1 capital. These combined assets must be deducted from common equity to the extent that they exceed the 15% threshold.

- Any portion of the Bank’s and the Company’s MSRs that are not deducted from the calculation of common equity Tier 1 are subject to a 100% risk weight that will increase to 250% in 2018.

Both the Company and the Bank were generally required to begin compliance with the Rules on January 1, 2015. The conservation buffer is being phased in beginning in 2016 and will take full effect on January 1, 2019. Certain calculations under the Rules will also have phase-in periods. We believe that the current capital levels of the Company and the Bank are in compliance with the standards under the Rules including the conservation buffer.

At December 31, 2015, the Bank's capital ratios continued to meet the regulatory capital category of “well capitalized” as defined by the FDIC’s prompt corrective action rules.

The following tables present regulatory capital information for HomeStreet, Inc. and HomeStreet Bank. Information presented for December 31, 2015 reflects the transition to Basel III capital requirements from previous regulatory capital adequacy guidelines under Basel I effective in 2014 and 2013.

	At December 31, 2015					
HomeStreet Bank	Actual		For Minimum Capital Adequacy Purposes		To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage capital (to average assets)	$ 455,101	9.46%	$ 192,428	4.0%	$ 240,536	5.0%
Common equity risk-based capital (to risk-weighted assets)	455,101	13.04%	157,074	4.5%	226,885	6.5%
Tier 1 risk-based capital (to risk-weighted assets)	455,101	13.04%	209,432	6.0%	279,243	8.0%
Total risk-based capital (to risk-weighted assets)	$ 485,761	13.92%	$ 279,243	8.0%	$ 349,054	10.0%

	At December 31, 2015					
HomeStreet, Inc.	Actual		For Minimum Capital Adequacy Purposes		To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage capital (to average assets)	$ 480,038	9.95%	$ 193,025	4.0%	$ 241,281	5.0%
Common equity risk-based capital (to risk-weighted assets)	423,005	10.52%	180,912	4.5%	261,317	6.5%
Tier 1 risk-based capital (to risk-weighted assets)	480,038	11.94%	241,216	6.0%	321,621	8.0%
Total risk-based capital (to risk-weighted assets)	$ 510,697	12.70%	$ 321,621	8.0%	$ 402,026	10.0%

	At December 31, 2014					
HomeStreet Bank	Actual		For Minimum Capital Adequacy Purposes		To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage capital (to average assets)	$ 319,010	9.38%	$ 136,058	4.0%	$ 170,072	5.0%
Tier 1 risk-based capital (to risk-weighted assets)	319,010	13.10%	97,404	4.0%	146,106	6.0%
Total risk-based capital (to risk-weighted assets)	$ 341,534	14.03%	$ 194,808	8.0%	$ 243,511	10.0%

HomeStreet Bank	At December 31, 2013					
	Actual		For Minimum Capital Adequacy Purposes		To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage capital (to average assets)	$ 291,673	9.96%	$ 117,182	4.0%	$ 146,478	5.0%
Tier 1 risk-based capital (to risk-weighted assets)	291,673	14.12%	81,708	4.0%	122,562	6.0%
Total risk-based capital (to risk-weighted assets)	$ 315,762	15.28%	$ 163,415	8.0%	$ 204,269	10.0%

Impact of Inflation

The consolidated financial statements presented in this Form 10-K have been prepared in accordance with U.S. GAAP, which requires the measurement of financial position and operating results in terms of historical dollar amounts or market value without considering the changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the cost of our operations as incurred. Unlike industrial companies, nearly all of our assets and liabilities are monetary in nature. As a result, interest rates have a greater impact on our performance than do the effects of general levels of inflation.

Operational Risk Management

Operational risk is defined as the risk to current or anticipated earnings or capital arising from inadequate or failed internal processes or systems, misconduct or errors, and adverse external events.

Each line of business has primary responsibility for identifying, monitoring and controlling its operational risks. In addition, centralized departments such as our credit administration, enterprise risk management, compliance and regulatory affairs, quality control, legal, corporate security, finance and human resources provide support to the business lines as they develop and implement risk management practices specific to their needs. Our internal audit department provides independent feedback on the strength of operational risk controls and compliance with Company policies and procedures. Additionally, we maintain mature change management, business resumption and data and customer information security processes. We also maintain a code of conduct with periodic training, setting a "tone from the top" that articulates a strong focus on compliance and ethical standards and a zero tolerance approach to unethical or fraudulent behavior.

Compliance/Regulatory Risk Management

Compliance risk is the risk to current or anticipated earnings or capital arising from violations of, or nonconformance with, laws, rules, regulations, prescribed practices, internal policy and procedures or ethical standards.

As a regulated financial institution with a significant mortgage banking operation, we have significant compliance and regulatory risk. Historically, we have maintained a strong compliance culture and compliance management processes as evidenced by minimal compliance issues. Management has established tracking processes for monitoring the status of pending regulations and for implementing the regulatory requirements as they are published and become effective.

Strategic Risk Management

Strategic risk is the risk to current or anticipated earnings, capital or enterprise value arising from adverse business decisions, improper implementation of decisions or lack of responsiveness to industry changes.

Strategic risk is managed by the Board and senior management through development of strategic plans, successful implementation of business initiatives and reporting to the Board and its committees.

Reputation Risk Management

Reputation risk is defined as the risk to current or anticipated earnings, capital or enterprise value arising from negative public opinion.

We believe that we have an excellent reputation in the community primarily due to our longevity and significant outreach to the communities we serve. The Bank has earned “Outstanding” ratings on every one of its Bank Community Reinvestment Act (CRA) examinations since 1986.

Accounting Developments

See Financial Statements and Supplementary Data—Note 1, *Summary of Significant Accounting Policies*, for a discussion of accounting developments.

ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk Management

Market risk is defined as the sensitivity of income, fair value measurements and capital to changes in interest rates, foreign currency exchange rates, commodity prices and other relevant market rates or prices. The primary market risks that we are exposed to are price and interest rate risks. Price risk is defined as the risk to current or anticipated earnings or capital arising from changes in the value of either assets or liabilities that are entered into as part of distributing or managing risk. Interest rate risk is defined as risk to current or anticipated earnings or capital arising from movements in interest rates.

For the Company, price and interest rate risks arise from the financial instruments and positions we hold. This includes loans, mortgage servicing rights, investment securities, deposits, borrowings, long-term debt and derivative financial instruments. Due to the nature of our current operations, we are not subject to foreign currency exchange or commodity price risk. Our real estate loan portfolio is subject to risks associated with the local economies of our various markets and, in particular, the regional economy of the Pacific Northwest and, to a growing extent, California.

Our price and interest rate risks are managed by the Bank's Asset/Liability Management Committee ("ALCO"), a management committee that identifies and manages the sensitivity of earnings or capital to changing interest rates to achieve our overall financial objectives. ALCO is a management-level committee whose members include the Chief Investment Officer, acting as the chair, the Chief Executive Officer and other members of management. The committee meets monthly and is responsible for:

- understanding the nature and level of the Company's interest rate risk and interest rate sensitivity;
- assessing how that risk fits within our overall business strategies;
- ensuring an appropriate level of rigor and sophistication in the risk management process for the overall level of risk;
- complying with and reviewing the asset/liability management policy; and
- formulating and implementing strategies to improve balance sheet mix and earnings.

The Finance Committee of the Bank's Board provides oversight of the asset/liability management process, reviews the results of interest rate risk analysis and approves submission of the relevant policies to the board.

The spread between the yield on interest-earning assets and the cost of interest-bearing liabilities and the relative dollar amounts of these assets and liabilities are the principal items affecting net interest income. Changes in net interest rates (interest rate risk) are influenced to a significant degree by the repricing characteristics of assets and liabilities (timing risk), the relationship between various rates (basis risk), customer options (option risk) and changes in the shape of the yield curve (time-sensitive risk). We manage the available-for-sale investment securities portfolio while maintaining a balance between risk and return. The Company's funding strategy is to grow core deposits while we efficiently supplement using wholesale borrowings.

We estimate the sensitivity of our net interest income to changes in market interest rates using an interest rate simulation model that includes assumptions related to the level of balance sheet growth, deposit repricing characteristics and the rate of prepayments for multiple interest rate change scenarios. Interest rate sensitivity depends on certain repricing characteristics in our interest-earnings assets and interest-bearing liabilities, including the maturity structure of assets and liabilities and their repricing characteristics during the periods of changes in market interest rates. Effective interest rate risk management seeks to ensure both assets and liabilities respond to changes in interest rates within an acceptable timeframe, minimizing the impact of interest rate changes on net interest income and capital. Interest rate sensitivity is measured as the difference between the volume of assets and liabilities, at a point in time, that are subject to repricing at various time horizons, known as interest rate sensitivity gaps.

The following table presents sensitivity gaps for these different intervals.

	December 31, 2015							
(dollars in thousands)	3 Mos. or Less	More Than 3 Mos. to 6 Mos.	More Than 6 Mos. to 12 Mos.	More Than 12 Mos. to 3 Yrs.	More Than 3 Yrs. to 5 Yrs.	More Than 5 Yrs.	Non-Rate-Sensitive	Total
Interest-earning assets:								
Cash & cash equivalents	$ 32,684	$ —	$ —	$ —	$ —	$ —	$ —	$ 32,684
FHLB Stock	—	—	—	—	—	44,342	—	44,342
Investment securities[1]	40,598	37,849	56,198	94,644	72,908	269,967	—	572,164
Mortgage loans held for sale	643,350	—	1	11	1,423	5,378	—	650,163
Loans held for investment[1]	814,502	214,820	346,350	888,720	494,677	433,651	—	3,192,720
Total interest-earning assets	1,531,134	252,669	402,549	983,375	569,008	753,338	—	4,492,073
Non-interest-earning assets	—	—	—	—	—	—	402,422	402,422
Total assets	$ 1,531,134	$ 252,669	$ 402,549	$ 983,375	$ 569,008	$ 753,338	$ 402,422	$ 4,894,495
Interest-bearing liabilities:								
NOW accounts[2]	$ 408,477	$ —	$ —	$ —	$ —	$ —	$ —	$ 408,477
Statement savings accounts[2]	292,092	—	—	—	—	—	—	292,092
Money market accounts[2]	1,155,464	—	—	—	—	—	—	1,155,464
Certificates of deposit	172,084	114,445	149,715	137,967	41,599	117,082	—	732,892
FHLB advances	937,569	—	25,000	40,000	10,000	5,590	—	1,018,159
Long-term debt[3]	61,857	—	—	—	—	—	—	61,857
Total interest-bearing liabilities	3,027,543	114,445	174,715	177,967	51,599	122,672	—	3,668,941
Non-interest bearing liabilities	—	—	—	—	—	—	760,279	760,279
Equity	—	—	—	—	—	—	465,275	465,275
Total liabilities and shareholders' equity	$ 3,027,543	$ 114,445	$ 174,715	$ 177,967	$ 51,599	$ 122,672	$ 1,225,554	$ 4,894,495
Interest sensitivity gap	(1,496,409)	138,224	227,834	805,408	517,409	630,666		
Cumulative interest sensitivity gap	$ (1,496,409)	$ (1,358,185)	$ (1,130,351)	$ (324,943)	$ 192,466	$ 823,132		
Cumulative interest sensitivity gap as a percentage of total assets	(31)%	(28)%	(23)%	(7)%	4%	17%		
Cumulative interest-earning assets as a percentage of cumulative interest-bearing liabilities	51 %	57 %	66 %	91 %	105%	122%		

(1) Based on contractual maturities, repricing dates and forecasted principal payments assuming normal amortization and, where applicable, prepayments.

(2) Assumes 100% of interest-bearing non-maturity deposits are subject to repricing in three months or less.

(3) Based on contractual maturity.

As of December 31, 2015, the Bank's total interest-earning assets were greater than total interest-bearing liabilities, resulting in a cumulative asset-sensitive position. Therefore, net interest income would be expected to rise in the long term if interest rates were to rise without changing the slope of the yield curve. The Bank is liability-sensitive in the "three months or less" period which generally indicates that net interest income would be expected to fall in the short term if interest rates were to rise, though deposit interest rate increases generally lag market rate increases.

Changes in the mix of interest-earning assets or interest-bearing liabilities can either increase or decrease the net interest margin, without affecting interest rate sensitivity. In addition, the interest rate spread between an earning asset and its funding liability can vary significantly, while the timing of repricing for both the asset and the liability remains the same, thereby impacting net interest income. This characteristic is referred to as basis risk. Varying interest rate environments can create unexpected changes in prepayment levels of assets and liabilities that are not reflected in the interest rate sensitivity analysis. These prepayments may have a significant impact on our net interest margin. Because of these factors, an interest sensitivity gap analysis may not provide an accurate assessment of our actual exposure to changes in interest rates.

The estimated impact on our net interest income over a time horizon of one year and the change in net portfolio value as of December 31, 2015 and 2014 are provided in the table below. For the scenarios shown, the interest rate simulation assumes an instantaneous and sustained shift in market interest rates and no change in the composition or size of the balance sheet.

	December 31, 2015		December 31, 2014	
	Percentage Change			
Change in Interest Rates (basis points)	Net Interest Income [1]	Net Portfolio Value [2]	Net Interest Income [1]	Net Portfolio Value [2]
+200	(5.1)%	(10.0)%	(1.5)%	(12.0)%
+100	(2.6)	(2.4)	(0.1)	(3.5)
-100	0.1	(8.3)	(3.4)	(4.6)
-200	(4.4)%	(19.4)%	(7.2)%	(18.0)%

(1) This percentage change represents the impact to net interest income for a one-year period, assuming there is no change in the structure of the balance sheet.

(2) This percentage change represents the impact to the net present value of equity, assuming there is no change in the structure of the balance sheet.

At December 31, 2015, we believe our net interest income sensitivity did not exhibit a strong bias to either an increase in interest rates or a decline in interest rates. Since December 31, 2014, the interest rate sensitivity of the Company’s assets has decreased while the interest rate sensitivity of its liabilities has increased. The changes in sensitivity reflect the impact of both higher market interest rates and changes to overall balance sheet composition. It is expected that, as interest rates change, net interest income will be negatively correlated with rate movements in the short-term, i.e. an increase (decrease) in interest rates would result in a decrease (increase) in net interest income. Some of the assumptions made in the simulation model may not materialize and unanticipated events and circumstances will occur. Modeling results in extreme interest rate decline scenarios may encounter negative rate assumptions which may cause the results to be inherently unreliable. In addition, the simulation model does not take into account any future actions that we could undertake to mitigate an adverse impact due to changes in interest rates from those expected, in the actual level of market interest rates or competitive influences on our deposits.

Risk Management Instruments

We originate fixed-rate residential home mortgages primarily for sale into the secondary market. These loans are hedged against interest rate fluctuations from the time of the loan commitment until the loans are sold.

We have been able to manage interest rate risk by matching both on- and off-balance sheet assets and liabilities, within reasonable limits, through a range of potential rate and repricing characteristics. Where appropriate, we also use hedging techniques including the use of forward sale commitments, option contracts and interest rate swaps.

In order to protect the economic value of our mortgage servicing rights, we employ hedging strategies utilizing derivative financial instruments including forward interest rate swaps, options on interest rate swap contracts and commitments to purchase mortgage backed securities. We utilize these instruments as economic hedges and changes in the fair value of these instruments are recognized in current income as a component of mortgage servicing income. Our mortgage servicing rights hedging policy requires management to hedge the impact on the value of our mortgage servicing rights for a low-probability, extreme and sudden increase in interest rates. This policy requires that we hedge estimated losses to a maximum of a $2.5 million loss, subject to the limitations of hedging effectiveness including market risk, basis risk, counterparty credit risk and others.

The following table presents the financial instruments classified as derivatives.

	At December 31, 2015					
		Fair value		Hedged risk[1]		
(in thousands)	Notional amount	Asset derivatives	Liability derivatives	Asset interest rate locks	Asset loans held for sale	Asset MSR
Forward sale commitments	$ 1,069,102	$ 1,885	$ (1,497)	$ —	$ 290	$ 98
Interest rate swaptions	—	—	—	—	—	—
Interest rate lock commitments	594,360	17,719	(8)	17,711	—	—
Interest rate swaps	1,109,350	8,670	(4,007)	—	—	5,399
	$ 2,772,812	$ 28,274	$ (5,512)	$ 17,711	$ 290	$ 5,497

(1) Economic fair value hedge.

We may implement other hedge transactions using forward loan sales, futures, option contracts and interest rate swaps, interest rate floors, financial futures, forward rate agreements and U.S. Treasury options on futures or bonds. Prior to considering any hedging activities, we analyze the costs and benefits of the hedge in comparison to other viable alternative strategies.

ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
HomeStreet, Inc.
Seattle, Washington

We have audited the accompanying consolidated statements of financial condition of HomeStreet, Inc. and subsidiaries (the "Company") as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of HomeStreet, Inc. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 10, 2016, expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Seattle, Washington
March 10, 2016

HOMESTREET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(in thousands, except share data)	At December 31, 2015	At December 31, 2014
ASSETS		
Cash and cash equivalents (including interest-earning instruments of $2,079 and $10,271)	$ 32,684	$ 30,502
Investment securities (includes $541,151and $427,326 carried at fair value)	572,164	455,332
Loans held for sale (includes $632,273 and $610,350 carried at fair value)	650,163	621,235
Loans held for investment (net of allowance for loan losses of $29,278 and $22,021; includes $21,544 and $0 carried at fair value)	3,192,720	2,099,129
Mortgage servicing rights (includes $156,604 and $112,439 carried at fair value)	171,255	123,324
Other real estate owned	7,531	9,448
Federal Home Loan Bank stock, at cost	44,342	33,915
Premises and equipment, net	63,738	45,251
Goodwill	11,521	11,945
Other assets	148,377	105,009
Total assets	$ 4,894,495	$ 3,535,090
LIABILITIES AND SHAREHOLDERS’ EQUITY		
Liabilities:		
Deposits	$ 3,231,953	$ 2,445,430
Federal Home Loan Bank advances	1,018,159	597,590
Federal funds purchased and securities sold under agreements to repurchase	—	50,000
Accounts payable and other liabilities	117,251	77,975
Long-term debt	61,857	61,857
Total liabilities	4,429,220	3,232,852
Commitments and contingencies (Note 13)		
Shareholders’ equity:		
Preferred stock, no par value, authorized 10,000 shares, issued and outstanding, 0 shares and 0 shares	—	—
Common stock, no par value, authorized 160,000,000, issued and outstanding, 22,076,534 shares and 14,856,611 shares	511	511
Additional paid-in capital	222,328	96,615
Retained earnings	244,885	203,566
Accumulated other comprehensive (loss) income	(2,449)	1,546
Total shareholders' equity	465,275	302,238
Total liabilities and shareholders' equity	$ 4,894,495	$ 3,535,090

See accompanying notes to consolidated financial statements.

HOMESTREET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except share data)	Year Ended December 31, 2015	2014	2013
Interest income:			
Loans	$ 152,621	$ 100,107	$ 76,442
Investment securities	11,590	10,565	12,391
Other	903	621	143
	165,114	111,293	88,976
Interest expense:			
Deposits	11,801	9,431	10,416
Federal Home Loan Bank advances	3,668	1,980	1,532
Federal funds purchased and securities sold under agreements to repurchase	8	22	11
Long-term debt	1,104	1,120	2,546
Other	195	71	27
	16,776	12,624	14,532
Net interest income	148,338	98,669	74,444
Provision (reversal of provision) for credit losses	6,100	(1,000)	900
Net interest income after provision for credit losses	142,238	99,669	73,544
Noninterest income:			
Net gain on mortgage loan origination and sale activities	236,388	144,122	164,712
Mortgage servicing income	24,431	34,092	17,073
Income from WMS Series LLC	1,624	101	704
Loss on debt extinguishment	—	(573)	—
Depositor and other retail banking fees	5,881	3,572	3,172
Insurance agency commissions	1,682	1,153	864
Gain on sale of investment securities available for sale	2,406	2,358	1,772
Bargain purchase gain	7,726	—	—
Other	1,099	832	2,448
	281,237	185,657	190,745
Noninterest expense:			
Salaries and related costs	240,587	163,387	149,440
General and administrative	58,745	42,833	40,366
Legal	2,807	2,071	2,552
Consulting	7,215	3,224	5,637
Federal Deposit Insurance Corporation assessments	2,573	2,316	1,433
Occupancy	24,927	18,598	13,765
Information services	29,054	20,052	14,491
Net cost (income) from operation and sale of other real estate owned	660	(470)	1,811
	366,568	252,011	229,495
Income before income taxes	56,907	33,315	34,794
Income tax expense	15,588	11,056	10,985
NET INCOME	$ 41,319	$ 22,259	$ 23,809
Basic income per share	$ 1.98	$ 1.50	$ 1.65
Diluted income per share	$ 1.96	$ 1.49	$ 1.61
Dividends paid on common stock per share	$ —	$ 0.11	$ 0.33
Basic weighted average number of shares outstanding	20,818,045	14,800,689	14,412,059
Diluted weighted average number of shares outstanding	21,059,201	14,961,081	14,798,168

See accompanying notes to consolidated financial statements.

HOMESTREET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)	The Year Ended December 31, 2015	2014	2013
Net income	$ 41,319	$ 22,259	$ 23,809
Other comprehensive (loss) income, net of tax:			
Unrealized (loss) gain on investment securities available for sale:			
Unrealized holding (loss) gain arising during the year, net of tax (benefit) expense of $(713), $8,116 and $(10,786)	(1,325)	15,072	(20,032)
Reclassification adjustment for net gains included in net income, net of tax (benefit) expense of ($264), $826 and $620	(2,670)	(1,532)	(1,152)
Other comprehensive (loss) income	(3,995)	13,540	(21,184)
Comprehensive income	$ 37,324	$ 35,799	$ 2,625

See accompanying notes to consolidated financial statements.

HOMESTREET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands, except share data)	Number of shares	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total
Balance, December 31, 2012	14,382,638	$ 511	$ 90,189	$ 163,872	$ 9,190	$ 263,762
Net income	—	—	—	23,809	—	23,809
Dividends ($0.33 per share)	—	—	—	(4,746)	—	(4,746)
Share-based compensation expense	—	—	4,097	—	—	4,097
Common stock issued	417,353	—	188	—	—	188
Other comprehensive loss	—	—	—	—	(21,184)	(21,184)
Balance, December 31, 2013	14,799,991	511	94,474	182,935	(11,994)	265,926
Net income	—	—	—	22,259	—	22,259
Dividends ($0.11 per share)	—	—	—	(1,628)	—	(1,628)
Share-based compensation expense	—	—	1,767	—	—	1,767
Common stock issued	56,620	—	374	—	—	374
Other comprehensive income	—	—	—	—	13,540	13,540
Balance, December 31, 2014	14,856,611	511	96,615	203,566	1,546	302,238
Net income	—	—	—	41,319	—	41,319
Share-based compensation expense	—	—	1,267	—	—	1,267
Common stock issued	7,219,923	—	124,446	—	—	124,446
Other comprehensive loss	—	—	—	—	(3,995)	(3,995)
Balance, December 31, 2015	22,076,534	$ 511	$ 222,328	$ 244,885	$ (2,449)	$ 465,275

See accompanying notes to consolidated financial statements.

HOMESTREET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
(in thousands)	2015	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 41,319	$ 22,259	23,809
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation, amortization and accretion	14,877	17,503	14,947
Provision (reversal of provision) for credit losses	6,100	(1,000)	900
Fair value adjustment of loans held for sale	9,632	(15,350)	23,776
Fair value adjustment of loans held for investment	2,000	—	—
Origination of mortgage servicing rights	(76,417)	(46,492)	(63,604)
Change in fair value of mortgage servicing rights	27,483	40,691	(5,134)
Net gain on sale of investment securities	(2,406)	(2,358)	(1,772)
Net gain on sale of loans originated as held for investment	(456)	(4,586)	—
Net fair value adjustment, gain on sale and provision for losses on other real estate owned	176	(872)	(337)
Loss on early retirement of long-term debt	—	573	—
Loss on disposal of fixed assets	61	—	—
Net deferred income tax expense (benefit)	16,389	(13,664)	21,076
Share-based compensation expense	1,060	1,516	1,498
Bargain purchase gain	(7,726)	—	—
Origination of loans held for sale	(7,265,622)	(3,795,111)	(4,428,569)
Proceeds from sale of loans originated as held for sale	7,243,990	3,420,142	4,745,651
Cash used by changes in operating assets and liabilities:			
(Increase) decrease in accounts receivable and other assets	(12,151)	25,420	(11,212)
Increase (decrease) in accounts payable and other liabilities	10,002	2,693	(16,999)
Net cash provided by (used in) operating activities	8,311	(348,636)	304,030
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of investment securities	(247,713)	(60,548)	(317,695)
Proceeds from sale of investment securities	112,259	96,154	127,648
Principal repayments and maturities of investment securities	36,798	24,013	70,962
Proceeds from sale of other real estate owned	6,110	9,138	19,656
Proceeds from sale of loans originated as held for investment	34,111	271,409	86,327
Proceeds from sale of mortgage servicing rights	4,325	39,004	—
Mortgage servicing rights purchased from others	(9)	(19)	(22)
Capital expenditures related to other real estate owned	—	—	(22)
Origination of loans held for investment and principal repayments, net	(476,062)	(443,492)	(447,873)
Purchase of property and equipment	(20,560)	(19,898)	(22,836)
Net cash acquired from acquisitions	132,407	—	23,971
Net cash used in investing activities	(418,334)	(84,239)	(459,884)

(in thousands)	Year Ended December 31, 2015	2014	2013
CASH FLOWS FROM FINANCING ACTIVITIES:			
Increase (decrease) in deposits, net	$ 111,906	$ 231,871	$ (27,129)
Proceeds from Federal Home Loan Bank advances	10,618,900	6,704,054	5,847,392
Repayment of Federal Home Loan Bank advances	(10,263,900)	(6,553,054)	(5,659,892)
Federal funds purchased and proceeds from securities sold under agreements to repurchase	82,204	108,308	159,790
Repayment of securities sold under agreements to repurchase	(132,204)	(58,308)	(159,790)
Proceeds from Federal Home Loan Bank stock repurchase	153,657	1,373	1,319
Purchase of Federal Home Loan Bank stock	(158,565)	—	—
Repayment of long-term debt	—	(3,527)	—
Dividends paid	—	(1,628)	—
Proceeds from stock issuance, net	178	130	188
Excess tax benefit related to the exercise of stock options	29	250	2,599
Net cash provided by financing activities	412,205	429,469	164,477
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,182	(3,406)	8,623
CASH AND CASH EQUIVALENTS:			
Beginning of year	30,502	33,908	25,285
End of period	$ 32,684	$ 30,502	$ 33,908
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the period for:			
Interest paid	$ 16,647	$ 14,271	$ 28,373
Federal and state income taxes paid, net of refunds	11,328	6,626	6,799
Non-cash activities:			
Loans held for investment foreclosed and transferred to other real estate owned	4,396	5,556	12,807
Loans transferred from held for investment to held for sale	76,178	310,455	93,567
Loans transferred from held for sale to held for investment	25,668	92,668	—
Ginnie Mae loans recognized with the right to repurchase, net	7,857	6,840	6,360
Receivable from sale of mortgage servicing rights	—	4,244	—
Simplicity acquisition:			
Assets acquired, excluding cash acquired	738,279	—	—
Liabilities assumed	718,916	—	—
Bargain purchase gain	7,345	—	—
Common stock issued	$ 124,214	$ —	$ —

See accompanying notes to consolidated financial statements.

HomeStreet, Inc. and Subsidiaries
Notes to Consolidated Financial Statements

NOTE 1–SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

HomeStreet, Inc. and its wholly owned subsidiaries (the “Company”) is a diversified financial services company serving customers primarily in the Pacific Northwest, California and Hawaii. The Company is principally engaged in real estate lending, including mortgage banking activities, and commercial and consumer banking. The consolidated financial statements include the accounts of HomeStreet, Inc. and its wholly owned subsidiaries, HomeStreet Capital Corporation and HomeStreet Bank (the “Bank”), and the Bank’s subsidiaries, HomeStreet/WMS, Inc., HomeStreet Reinsurance, Ltd., Continental Escrow Company and Union Street Holdings LLC. HomeStreet Bank was formed in 1986 and is a state-chartered commercial bank.

The Company’s accounting and financial reporting policies conform to accounting principles generally accepted in the United States of America (U.S. GAAP). Inter-company balances and transactions have been eliminated in consolidation. In preparing the consolidated financial statements, the Company is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and revenues and expenses during the reporting periods and related disclosures. These estimates that require application of management's most difficult, subjective or complex judgments often result in the need to make estimates about the effect of matters that are inherently uncertain and may change in future periods. Management has made significant estimates in several areas, including the fair value of assets acquired and liabilities assumed in business combinations (Note 2, *Business Combinations*), allowance for credit losses (Note 5, *Loans and Credit Quality*), valuation of residential mortgage servicing rights and loans held for sale (Note 12, *Mortgage Banking Operations*), loans held for investment (Note 5, *Loans and Credit Quality*), investment securities (Note 4, *Investment Securities*), derivatives (Note 11, *Derivatives and Hedging Activities*), other real estate owned (Note 6, *Other Real Estate Owned*), and taxes (Note 14, *Income Taxes*). Actual results could differ materially from those estimates. Certain amounts in the financial statements from prior periods have been reclassified to conform to the current financial statement presentation.

Consolidation

The Company consolidates legal entities in which it has a controlling financial interest. The Company determines whether it has a controlling financial interest by first evaluating whether an entity is a variable interest entity ("VIE"). If an entity is determined to not be a VIE, it is considered to be a voting interest entity.

Variable Interest Entities

The Company may have variable interests in VIEs arising from debt, equity or other monetary interests in an entity, which change with fluctuations in the fair value of the entity's assets. VIEs are entities that, by design, either (1) lack sufficient equity to permit the entity to finance its activities without additional subordinated financial support from other parties, or (2) have equity investors that do not have the ability to make significant decisions relating to the entity's operations through voting rights, or do not have the obligation to absorb the expected losses, or do not have the right to receive the residual returns of the entity.

The primary beneficiary of a VIE (i.e., the party that has a controlling financial interest) is required to consolidate the assets and liabilities of the VIE. The primary beneficiary is the party that has both (1) the power to direct the activities of an entity that most significantly impact the VIE's economic performance; and (2) through its interests in the VIE, the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The Company's loans held for sale are sold predominantly to government-sponsored enterprises ("GSEs") Fannie Mae, Freddie Mac and Ginnie Mae for the purpose of securitization by the GSEs, who also provide credit enhancement of the loans through certain guarantee provisions. The Company typically retains the right to service the loans. Because of the power of the GSEs over the VIEs that hold the assets from these residential mortgage loan securitizations, the Company is not the primary beneficiary of the VIEs and therefore the VIEs are not consolidated.

The Company performs on-going reassessments of: (1) whether entities previously evaluated under the majority voting-interest framework have become VIEs, based on certain events, and therefore become subject to the VIE consolidation framework; and (2) whether changes in the facts and circumstances regarding the Company's involvement with a VIE cause the Company's consolidation determination to change.

Voting Interest Entities

Voting interest entities are entities that have sufficient equity and provide the equity investors voting rights that enable them to make significant decisions relating to the entity's operations. For these types of entities, the Company's determination of whether it has a controlling financial interest is primarily based on the amount of voting equity interests held. Entities in which the Company has a controlling financial interest, through ownership of the majority of the entities' voting equity interests, or through other contractual rights that give the Company control, are consolidated by the Company. Investments in entities in which the Company has significant influence over operating and financing decisions (but does not own a majority of the voting equity interests) are accounted for in accordance with the equity method of accounting (which requires the Company to recognize its proportionate share of the entity's net earnings). These investments are generally included in other assets.

The Company may have investments in limited partnerships or limited liability companies. The Company generally consolidates entities where it is the general partner or managing member. However, certain entities may provide limited partners or members with the ability to remove the Company as the general partner or managing member without cause (i.e., kick-out rights), based on a simple majority vote, or the limited partners or members have rights to participate in important decisions of the entity. Accordingly, the Company does not consolidate these entities, in which case they are accounted for in accordance with the equity method of accounting. For equity method investments holding real estate acquired in any manner for debts previously contracted with the Company, the investment is included in other real estate owned in the consolidated statements of financial condition and the proportionate share of the entity's net earnings are included in other real estate owned expense in the consolidated statements of operations.

Cash and Cash Equivalents

Cash and cash equivalents include cash, interest-earning overnight deposits at other financial institutions, and other investments with original maturities equal to three months or less. For the consolidated statements of cash flows, the Company considered cash equivalents to be investments that are readily convertible to known amounts, so near to their maturity that they present an insignificant risk of a change in fair value due to change in interest rates, and purchased in conjunction with cash management activities. Restricted cash of $2.4 million at both December 31, 2015 and 2014 is included in accounts receivable and other assets for reinsurance-related reserves.

Investment Securities

Investment securities that we might not hold until maturity are classified as available for sale ("AFS") and are reported at fair value in the statement of financial condition. Fair value measurement is based upon quoted market prices in active markets, if available. If quoted prices in active markets are not available, fair value is measured using pricing models or other model-based valuation techniques such as the present value of future cash flows, which consider prepayment assumptions and other factors such as credit losses and market liquidity. Unrealized gains and losses are excluded from earnings and reported, net of tax, in other comprehensive income (“OCI”). Purchase premiums and discounts are recognized in interest income using the effective interest method over the life of the securities. Purchase premiums or discounts related to mortgage-backed securities are amortized or accreted using projected prepayment speeds. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

AFS investment securities in unrealized loss positions are evaluated for other-than-temporary impairment (“OTTI”) at least quarterly. For AFS debt securities, a decline in fair value is considered to be other-than-temporary if the Company does not expect to recover the entire amortized cost basis of the security. For AFS equity securities, the Company considers a decline in fair value to be other-than-temporary if it is probable that the Company will not recover its amortized cost basis.

Impairment may result from credit deterioration of the issuer or collateral underlying the security. In performing an assessment of recoverability, all relevant information is considered, including the length of time and extent to which fair value has been less than the amortized cost basis, the cause of the price decline, credit performance of the issuer and underlying collateral, and recoveries or further declines in fair value subsequent to the balance sheet date.

For debt securities, the Company measures and recognizes OTTI losses through earnings if (1) the Company has the intent to sell the security or (2) it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis. In these circumstances, the impairment loss is equal to the full difference between the amortized cost basis and the fair value of the security. For securities that are considered other-than-temporarily-impaired that the Company has the intent and ability to hold in an unrealized loss position, the OTTI write-down is separated into an amount representing the credit loss, which is recognized in earnings, and the amount related to other factors, which is recognized as a component of OCI.

For equity securities, the Company recognizes OTTI losses through earnings if the Company intends to sell the security. The Company also considers other relevant factors, including its intent and ability to retain the security for a period of time sufficient to allow for any anticipated recovery in market value, and whether evidence exists to support a realizable value equal to or greater than the carrying value. Any impairment loss on an equity security is equal to the full difference between the amortized cost basis and the fair value of the security.

Federal Home Loan Bank Stock

As a borrower from the Federal Home Loan Bank of Des Moines and the Federal Home Loan Bank of San Francisco ("FHLB"), the Company is required to purchase an amount of FHLB stock based on our outstanding borrowings with the FHLB. This stock is used as collateral to secure the borrowings from the FHLB and is accounted for as a cost-method investment. FHLB stock is reviewed at least quarterly for possible OTTI, which includes an analysis of the FHLB's cash flows, capital needs and long-term viability.

Loans Held for Sale

Loans originated for sale in the secondary market, which is our principal market, or as whole loan sales are classified as loans held for sale. Management has elected the fair value option for all single family loans held for sale and records these loans at fair value. The fair value of loans held for sale is generally based on observable market prices from other loans in the secondary market that have similar collateral, credit, and interest rate characteristics. If quoted market prices are not readily available, the Company may consider other observable market data such as dealer quotes for similar loans or forward sale commitments. In certain cases, the fair value may be based on a discounted cash flow model. Gains and losses from changes in fair value on loans held for sale are recognized in net gain on mortgage loan origination and sale activities within noninterest income. Direct loan origination costs and fees for single family loans classified as held for sale are recognized in earnings. The change in fair value of loans held for sale is primarily driven by changes in interest rates subsequent to loan funding and changes in the fair value of related servicing asset, resulting in revaluation adjustments to the recorded fair value. The use of the fair value option allows the change in the fair value of loans to more effectively offset the change in the fair value of derivative instruments that are used as economic hedges to loans held for sale.

Multifamily loans held for sale are accounted for at the lower of amortized cost or fair value. Related gains and losses are recognized in net gain on mortgage loan origination and sale activities. Direct loan origination costs and fees for multifamily loans classified as held for sale are deferred at origination and recognized in earnings at the time of sale.

Loans Held for Investment

Loans held for investment are reported at the principal amount outstanding, net of cumulative charge-offs, interest applied to principal (for loans accounted for using the cost recovery method), unamortized net deferred loan origination fees and costs and unamortized premiums or discounts on purchased loans. Deferred fees and costs and premiums and discounts are amortized over the contractual terms of the underlying loans using the constant effective yield (the interest method). Interest on loans is accrued and recognized as interest income at the contractual rate of interest. A determination is made as of the loan commitment date as to whether a loan will be held for sale or held for investment. This determination is based primarily on the type of loan or loan program and its related profitability characteristics.

When a loan is designated as held for investment, the intent is to hold these loans for the foreseeable future or until maturity or pay-off. If subsequent changes occur, the Company may change its intent to hold these loans. Once a determination has been made to sell such loans, they are immediately transferred to loans held for sale and carried at the lower of cost or fair value.

From time to time, the Company will originate loans to facilitate the sale of other real estate owned without a sufficient down payment from the borrower. Such loans are accounted for using the installment method and any gain on sale is deferred.

Nonaccrual Loans

Loans are placed on nonaccrual status when the full and timely collection of principal and interest is doubtful, generally when the loan becomes 90 days or more past due for principal or interest payment or if part of the principal balance has been charged off.

All payments received on nonaccrual loans are accounted for using the cost recovery method. Under the cost recovery method, all cash collected is applied to first reduce the principal balance. A loan may be returned to accrual status if all delinquent principal and interest payments are brought current and the collectability of the remaining principal and interest payments in accordance with the loan agreement is reasonably assured. Loans that are well-secured and in the process of collection are maintained on accrual status, even if they are 90 days or more past due. Loans whose repayments are insured by the Federal Housing Administration ("FHA") or guaranteed by the Department of Veterans' Affairs ("VA") are maintained on accrual status even if 90 days or more past due.

Impaired Loans

A loan is considered impaired when it is probable that all contractual principal and interest payments due will not be collected in accordance with the terms of the loan agreement. Factors considered by management in determining whether a loan is impaired include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due.

Troubled Debt Restructurings

A loan is accounted for and reported as a troubled debt restructuring (“TDR”) when, for economic or legal reasons, we grant a concession to a borrower experiencing financial difficulty that we would not otherwise consider. A restructuring that results in only an insignificant delay in payment is not considered a concession. A delay may be considered insignificant if the payments subject to the delay are insignificant relative to the unpaid principal or collateral value and the contractual amount due, or the delay in timing of the restructured payment period is insignificant relative to the frequency of payments, the debt's original contractual maturity or original expected duration.

TDRs are designated as impaired because interest and principal payments will not be received in accordance with original contract terms. TDRs that are performing and on accrual status as of the date of the modification remain on accrual status. TDRs that are nonperforming as of the date of modification generally remain as nonaccrual until the prospect of future payments in accordance with the modified loan agreement is reasonably assured, generally demonstrated when the borrower maintains compliance with the restructured terms for a predetermined period, normally at least six months. TDRs with temporary below-market concessions remain designated as a TDR and impaired regardless of the accrual or performance status until the loan is paid off. However, if the TDR loan has been modified in a subsequent restructure with market terms and the borrower is not currently experiencing financial difficulty, then the loan may be de-designated as a TDR.

Allowance for Credit Losses

Credit quality within the loans held for investment portfolio is continuously monitored by management and is reflected within the allowance for credit losses. The allowance for credit losses is maintained at a level that, in management's judgment, is appropriate to cover losses inherent within the Company’s loans held for investment portfolio, including unfunded credit commitments, as of the balance sheet date. The allowance for loan losses, as reported in our consolidated statements of financial condition, is adjusted by a provision for loan losses, which is recognized in earnings, and reduced by the charge-off of loan amounts, net of recoveries.

The loss estimation process involves procedures to appropriately consider the unique characteristics of its two loan portfolio segments, the consumer loan portfolio segment and the commercial loan portfolio segment. These two segments are further disaggregated into loan classes, the level at which credit risk is monitored. When computing allowance levels, credit loss assumptions are estimated using a model that categorizes loan pools based on loss history, delinquency status and other credit trends and risk characteristics. Determining the appropriateness of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. Subsequent evaluations of the overall loan portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for credit losses in those future periods.

Credit quality is assessed and monitored by evaluating various attributes and utilizes such information in our evaluation of the adequacy of the allowance for credit losses. The following provides the credit quality indicators and risk elements that are most relevant and most carefully considered and monitored for each loan portfolio segment.

Consumer Loan Portfolio Segment

The consumer loan portfolio segment is comprised of the single family and home equity loan classes, which are underwritten after evaluating a borrower’s capacity, credit, and collateral. Capacity refers to a borrower’s ability to make payments on the loan. Several factors are considered when assessing a borrower’s capacity, including the borrower’s employment, income, current debt, assets, and level of equity in the property. Credit refers to how well a borrower manages their current and prior debts as documented by a credit report that provides credit scores and the borrower’s current and past information about their credit history. Collateral refers to the type and use of property, occupancy, and market value. Property appraisals are obtained to assist in evaluating collateral. Loan-to-property value and debt-to-income ratios, loan amount, and lien position are also considered in assessing whether to originate a loan. These borrowers are particularly susceptible to downturns in economic trends such as conditions that negatively affect housing prices and demand and levels of unemployment.

Commercial Loan Portfolio Segment

The commercial loan portfolio segment is comprised of the commercial real estate, multifamily residential, construction/land development and commercial business loan classes, whose underwriting standards consider the factors described for single family and home equity loan classes as well as others when assessing the borrower’s and associated guarantors or other related party’s financial position. These other factors include assessing liquidity, the level and composition of net worth, leverage, considering all other lender amounts and position, an analysis of cash expected to flow through the obligors including the outflow to other lenders, and prior experience with the borrower. This information is used to assess adequate financial capacity, profitability, and experience. Ultimate repayment of these loans is sensitive to interest rate changes, general economic conditions, liquidity, and availability of long-term financing.

Loan Loss Measurement

Allowance levels are influenced by loan volumes, loan asset quality ratings ("AQR") migration or delinquency status, historic loss experience and other conditions influencing loss expectations, such as economic conditions. The methodology for evaluating the adequacy of the allowance for loan losses has two basic components: first, an asset-specific component involving the identification of impaired loans and the measurement of impairment for each individual loan identified; and second, a formula-based component for estimating probable loan principal losses for all other loans.

Impaired Loans

When a loan is identified as impaired, impairment is measured based on net realizable value, or the difference between the discounted value of the expected future cash flows, based on the original effective interest rate, and the recorded investment balance of the loan. For impaired loans, we recognize impairment if we determine that the net realizable value of the impaired loan is less than the recorded investment of the loan (net of previous charge-offs and deferred loan fees and costs), except when the sole remaining source of collection is the underlying collateral. In these cases impairment is measured as the difference between the recorded investment balance of the loan and the fair value of the collateral. The fair value of the collateral is adjusted for the estimated cost to sell if repayment or satisfaction of a loan is dependent on the sale (rather than only on the operation) of the collateral.

The starting point for determining the fair value of collateral is through obtaining external appraisals. Generally, collateral values for impaired loans are updated every twelve months, either from external third parties or in-house certified appraisers. A third party appraisal is required at least annually. Third party appraisals are obtained from a pre-approved list of independent, third party, local appraisal firms. Approval and addition to the list is based on experience, reputation, character, consistency and knowledge of the respective real estate market. Generally, appraisals are internally reviewed by the appraisal services group to ensure the quality of the appraisal and the expertise and independence of the appraiser. For performing consumer segment loans secured by real estate that are classified as collateral dependent, the Bank determines the fair value estimates semi-annually using automated valuation services. Once the impairment amount is determined an asset-specific allowance is provided for equal to the calculated impairment and included in the allowance for loan losses. If the calculated impairment is determined to be permanent or not recoverable, the impairment will be charged off. Factors considered by management in determining if impairment is permanent or not recoverable include whether management judges the loan to be uncollectible, repayment is deemed to be protracted beyond reasonable time frames or the loss becomes evident owing to the borrower’s lack of assets or, for single family loans, the loan is 180 days or more past due unless both well-secured and in the process of collection.

Estimate of Probable Loan Losses

In estimating the formula-based component of the allowance for loan losses, loans are segregated into loan classes. Loans are designated into loan classes based on loans pooled by product types and similar risk characteristics or areas of risk concentration.

In determining the allowance for loan losses we derive an estimated credit loss assumption from a model that categorizes loan pools based on loan type and AQR or delinquency bucket. This model calculates an expected loss percentage for each loan category by considering the probability of default, based on the migration of loans from performing to loss by AQR or delinquency buckets using two-year analysis periods for commercial segments and one-year analysis periods for consumer segments, and the potential severity of loss, based on the aggregate net lifetime losses incurred per loan class.

The formula-based component of the allowance for loan losses also considers qualitative factors for each loan class, including changes in the following: (1) lending policies and procedures; (2) international, national, regional and local economic business conditions and developments that affect the collectability of the portfolio, including the condition of various markets; (3) the nature and volume of the loan portfolio including the terms of the loans; (4) the experience, ability, and depth of the lending management and other relevant staff; (5) the volume and severity of past due and adversely classified or graded loans and the volume of nonaccrual loans; (6) the quality of our loan review system; (7) the value of underlying collateral for collateral-dependent loans. Additional factors include (8) the existence and effect of any concentrations of credit, and changes in the level of such concentrations and (9) the effect of external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the existing portfolio. Qualitative factors are expressed in basis points and are adjusted downward or upward based on management’s judgment as to the potential loss impact of each qualitative factor to a particular loan pool at the date of the analysis.

Unfunded Loan Commitments

The Company maintains a separate allowance for losses on unfunded loan commitments, which is included in accounts payable and other liabilities on the consolidated statements of financial condition. Management estimates the amount of probable losses by calculating a one-year commitment usage factor and applying the loss factors used in the allowance for loan loss methodology to the results of the usage calculation to estimate the liability for credit losses related to unfunded commitments for each loan type.

Other Real Estate Owned

Other real estate owned ("OREO") represents real estate acquired for debts previously contracted with the Company, generally through the foreclosure of loans. In certain cases, such as foreclosures on loans involving both the Company and other participating lenders, other real estate owned may be held in the form of an investment in an unconsolidated legal entity that is in-substance real estate. These properties are initially recorded at the net realizable value (fair value of collateral less estimated costs to sell). Upon transfer of a loan to other real estate owned, an appraisal is obtained and any excess of the loan balance over the net realizable value is charged against the allowance for loan losses. The Company allows up to 90 days after foreclosure to finalize determination of net realizable value. Subsequent declines in net realizable value identified from the ongoing analysis of such properties are recognized in current period earnings within noninterest expense as a provision for losses on other real estate owned. The net realizable value of these assets is reviewed and updated at least every six months depending on the type of property, or more frequently as circumstances warrant.

As part of our subsequent events analysis process, we review updated independent third-party appraisals received and internal collateral valuations received subsequent to the reporting period-end to determine whether the fair value of loan collateral or OREO has changed. Additionally, we review agreements to sell OREO properties executed prior to and subsequent to the reporting period-end to identify changes in the fair value of OREO properties. If we determine that current valuations have changed materially from the prior valuations, we record any additional loan impairments or adjustments to OREO carrying values as of the end of the prior reporting period.

From time to time the Company may elect to accelerate the disposition of certain OREO properties in a time frame faster than the expected marketing period assumed in the appraisal supporting our valuation of such properties. At the time a property is identified and the decision to accelerate its disposition is made, that property’s underlying fair value is re-measured. Generally, to achieve an accelerated time frame in which to sell a property, the price that the Company is willing to accept for the disposition of the property decreases. Accordingly, the net realizable value of these properties is adjusted to reflect this change in valuation.

Mortgage Servicing Rights

We initially record all mortgage servicing rights ("MSRs") at fair value. For subsequent measurement of MSRs, accounting standards permit the election of either fair value or the lower of amortized cost or fair value. Management has elected to account for single family MSRs at fair value during the life of the MSR, with changes in fair value recorded through current period earnings. Fair value adjustments encompass market-driven valuation changes as well as modeled amortization involving the run-off of value that occurs due to the passage of time as individual loans are paid by borrowers. We account for multifamily MSRs at the lower of amortized cost or fair value.

MSRs are recorded as separate assets on our consolidated statements of financial condition upon purchase of the rights or when we retain the right to service loans that we have sold. Net gains on mortgage loan origination and sale activities depend, in part, on the initial fair value of MSRs, which is based on a discounted cash flow model.

Mortgage servicing income includes the changes in fair value over the reporting period of both our single family MSRs and the derivatives used to economically hedge our single family MSRs. Subsequent fair value measurements of single family MSRs, which are not traded in an active market with readily observable market prices, are determined by considering the present value of estimated future net servicing cash flows. Changes in the fair value of single family MSRs result from changes in (1) model inputs and assumptions and (2) modeled amortization, representing the collection and realization of expected cash flows and curtailments over time. The significant model inputs used to measure the fair value of single family MSRs include assumptions regarding market interest rates, projected prepayment speeds, discount rates, estimated costs of servicing and other income and additional expenses associated with the collection of delinquent loans.

Market expectations about loan duration, and correspondingly the expected term of future servicing cash flows, may vary from time to time due to changes in expected prepayment activity, especially when interest rates rise or fall. Market expectations of increased loan prepayment speeds may negatively impact the fair value of the single family MSRs. Fair value is also dependent on the discount rate used in calculating present value, which is imputed from observable market activity and market participants. Management reviews and adjusts the discount rate on an ongoing basis. An increase in the discount rate would reduce the estimated fair value of the single family MSRs asset.

For further information on how the Company measures the fair value of its single family MSRs, including key economic assumptions and the sensitivity of fair value to changes in those assumptions, see Note 12, *Mortgage Banking Operations*.

Investment in WMS Series LLC

HomeStreet/WMS, Inc. (Windermere Mortgage Services, Inc.), a wholly owned and consolidated subsidiary of the Bank, has an affiliated business arrangement with Windermere Real Estate, WMS Series Limited Liability Company ("WMS LLC"). The Company and Windermere Real Estate each have 50% joint control over the governance of WMS LLC. The operations of WMS LLC, which is subdivided into 30 individual operating series, are recorded using the equity method of accounting. The Company recognizes its proportionate share of the results of operations of WMS LLC as income from WMS Series LLC in noninterest income within the Company's consolidated statements of operations.

The Company has determined that WMS LLC is not a VIE and further does not consolidate WMS LLC under the voting interest model. The 30 individual operating series, which are divisions of WMS LLC that are allocated assets and liabilities and allow certain forms of legal isolation, are not considered to be stand-alone subsidiary legal entities for purposes of applying the consolidation guidance under U.S. GAAP. As a result, the 30 individual operating series are not considered to be VIEs based on the determination that WMS LLC is not a VIE. The investment is reviewed for possible other-than-temporary impairment annually, or more frequently if warranted. The review typically includes an analysis of facts and circumstances of the investment and expectations regarding the investment's future cash flows. The Company has not recorded other-than-temporary impairment on this investment.

Equity method investment income from WMS LLC was $2.5 million, $1.3 million, and $1.7 million for the years ended December 31, 2015, 2014 and 2013, respectively. The Company's investment in WMS LLC was $2.9 million and $3.1 million, which is included in accounts receivable and other assets at December 31, 2015 and 2014, respectively.

The Company provides contracted services to WMS LLC related to accounting, loan shipping, loan underwriting, quality control, secondary marketing, and information systems support performed by Company employees on behalf of WMS LLC. The Company recorded contracted services income/(loss) of $(960) thousand, $(1.2) million, and $(951) thousand for the years ended December 31, 2015, 2014 and 2013, respectively. Income related to WMS LLC, including equity method investment income and contracted services, is classified as income from WMS Series LLC in noninterest income within the consolidated statements of operations.

The Company purchased $616.9 million, $491.3 million and $695.7 million of single family mortgage loans from WMS LLC for the years ended December 31, 2015, 2014 and 2013, respectively. The Company provides a $25.0 million secured line of credit that allows WMS LLC to fund and close single family mortgage loans in the name of WMS LLC. The outstanding balance of the secured line of credit was $8.6 million and $7.1 million at December 31, 2015, and 2014, respectively. The highest outstanding balance of the secured line of credit was $13.4 million and $12.4 million during 2015 and 2014, respectively. The line of credit matures July 1, 2016.

Premises and Equipment

Furniture and equipment and leasehold improvements are stated at cost less accumulated depreciation or amortization and depreciated or amortized over the shorter of the useful life of the related asset or the term of the lease, generally 3 to 15 years, using the straight-line method. Management periodically evaluates furniture and equipment and leasehold improvements for impairment.

Goodwill

Goodwill is recorded upon completion of a business combination as the difference between the purchase price and the fair value of net identifiable assets acquired. Subsequent to initial recognition, the Company tests goodwill for impairment during the third quarter of each fiscal year, or more often if events or circumstances, such as adverse changes in the business climate, indicate there may be impairment. Goodwill was not impaired at December 31, 2015 or 2014, nor was any goodwill written off due to impairment during 2015, 2014 or 2013.

Trust Preferred Securities

Trust preferred securities allow investors the ability to invest in junior subordinated debentures of the Company, which provide the Company with long-term financing. The transaction begins with the formation of a VIE established as a trust by the Company. This trust issues two classes of securities: common securities, all of which are purchased and held by the Company and recorded in other assets on the consolidated statements of financial position, and trust preferred securities, which are sold to third-party investors. The trust holds subordinated debentures (debt) issued by the Company, which the Company records in long-term debt on the consolidated statement of financial position. The trust finances the purchase the subordinated debentures with the proceeds from the sale of its common and preferred securities.

The junior subordinated debentures are the sole assets of the trust, and the coupon rate on the debt mirrors the dividend payment on the preferred security. The Company also has the right to defer interest payments for up to five years and has the right to call the preferred securities. These preferred securities are non-voting and do not have the right to convert to shares of the issuer. The trust's common equity securities issued to the Company are not considered to be equity at risk because the equity securities were financed by the trust through the purchase of the debentures from the Company. As a consequence, the Company holds no variable interest in the trust, and therefore, is not the trust's primary beneficiary.

Federal Funds Purchased and Securities Sold Under Agreements to Repurchase

From time to time, the Company may enter into federal funds transactions involving purchasing reserve balances on a short-term basis, or sales of securities under agreements to repurchase the same securities (“repurchase agreements”). Repurchase agreements are accounted for as secured financing arrangements with the obligation to repurchase securities sold reflected as a liability in the consolidated statements of financial condition. The dollar amount of securities underlying the repurchase agreements remains in investment securities available for sale. For short-term instruments, including securities sold under agreements to repurchase and federal funds purchased, the carrying amount is a reasonable estimate of the fair value.

Income Taxes

Our income tax expense, deferred tax assets and liabilities, and liabilities for unrecognized tax benefits reflect management’s best assessment of estimated current and future taxes to be paid. We are subject to federal income tax and also state income taxes in a number of different states. Significant judgments and estimates are required in determining the consolidated income tax expense.

Deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, which will result in taxable or deductible amounts in the future. Changes in tax laws and rates may affect recorded deferred tax assets and liabilities and our effective tax rate in the future. Such changes are accounted for in the period of enactment, and are reflected as discrete tax items in the Company’s tax provision.

The Company records net deferred tax assets to the extent it is believed that these assets will more likely than not be realized. In making this determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies, and recent financial operations. After reviewing and weighing all of the positive and negative evidence, if the positive evidence outweighs the negative evidence, then the Company does not record a valuation allowance for deferred tax assets. If the negative evidence outweighs the positive evidence, then a valuation allowance for all or a portion of the deferred tax assets is recorded.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in different jurisdictions. Accounting Standards Codification ("ASC") 740 states that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, on the basis of the technical merits.

We record unrecognized tax benefits as liabilities in accordance with ASC 740 (including any potential interest and penalties) and we adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the unrecognized tax benefit liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information is available.

Derivatives and Hedging Activities

In order to reduce the risk of significant interest rate fluctuations on the value of certain assets and liabilities, such as certain mortgage loans held for sale or mortgage servicing rights, the Company utilizes derivatives, such as forward sale commitments, interest rate futures, option contracts, interest rate swaps and swaptions as risk management instruments in its hedging strategy.

All free-standing derivatives are required to be recorded on the consolidated statements of financial condition at fair value. As permitted under U.S. GAAP, the Company nets derivative assets and liabilities, and related collateral, when a legally enforceable master netting agreement exists between the Company and the derivative counterparty. The accounting for changes in fair value of a derivative depends on whether or not the transaction has been designated and qualifies for hedge accounting. Derivatives that are not designated as hedges are reported and measured at fair value through earnings. The Company does not use derivatives for trading purposes.

Before initiating a position where hedge accounting treatment is desired, the Company formally documents the relationship between the hedging instrument(s) and the hedged item(s), as well as its risk management objective and strategy.

For derivative instruments qualifying for hedge accounting treatment, the instrument is designed as either: (1) a hedge of changes in fair value of a recognized asset or liability or of an unrecognized firm commitment (a fair value hedge), or (2) a hedge of the variability in expected future cash flows associated with an existing recognized asset or liability or a probable forecasted transaction (a cash flow hedge).

Derivatives where the Company has not attempted to achieve or attempted but did not achieve hedge accounting treatment are referred to as economic hedges. The changes in fair value of these instruments are recorded in our consolidated statements of operations in the period in which the change occurs.

In a fair value hedge, changes in the fair value of the derivative and, to the extent that it is effective, changes in the fair value of the hedged asset or liability attributable to the hedged risk are recorded through current period earnings in the same financial statement category as the hedged item.

In a cash flow hedge, the effective portion of the change in the fair value of the hedging derivative is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings during the same period in which the hedged item affects earnings. The ineffective portion is recognized immediately in noninterest income – other.

The Company discontinues hedge accounting when (1) it determines that the derivative is no longer expected to be highly effective in offsetting changes in fair value or cash flows of the designated item; (2) the derivative expires or is sold, terminated, or exercised; (3) the derivative is de-designated from the hedge relationship; or (4) it is no longer probable that a hedged forecasted transaction will occur by the end of the originally specified time period.

If the Company determines that the derivative no longer qualifies as a fair value or cash flow hedge and therefore hedge accounting is discontinued, the derivative (if retained) will continue to be recorded on the balance sheet at its fair value with changes in fair value included in current earnings. For a discontinued fair value hedge, the previously hedged item is no longer adjusted for changes in fair value.

When the Company discontinues hedge accounting because it is not probable that a forecasted transaction will occur, the derivative will continue to be recorded on the balance sheet at its fair value with changes in fair value included in current earnings, and the gains and losses in accumulated other comprehensive income will be recognized immediately in earnings. When the Company discontinues hedge accounting because the hedging instrument is sold, terminated, or de-designated as a hedge, the amount reported in accumulated other comprehensive income through the date of sale, termination, or de-

designation will continue to be reported in accumulated other comprehensive income until the forecasted transaction affects earnings. For fair value hedges that are de-designated, the net gain or loss on the underlying transactions being hedged is amortized to other noninterest income over the remaining contractual life of the loans at the time of de-designation. Changes in the fair value of these derivative instruments after de-designation of fair value hedge accounting are recorded in noninterest income in the consolidated statements of operations. As of December 31, 2015, the Company had no derivatives that were designated as fair value hedges or cash flow hedges.

Interest rate lock commitments ("IRLCs") for single family mortgage loans that we intend to sell are considered free-standing derivatives. For determining the fair value measurement of IRLCs we consider several factors including the fair value in the secondary market of the underlying loan resulting from the exercise of the commitment, the expected net future cash flows related to the associated servicing of the loan and the probability that the loan will not fund according to the terms of the commitment (referred to as a fall-out factor). The value of the underlying loan is affected primarily by changes in interest rates. Management uses forward sales commitments to hedge the interest rate exposure from IRLCs. A forward loan sale commitment protects the Company from losses on sales of loans arising from the exercise of the loan commitments by securing the ultimate sales price and delivery date of the loan. The Company takes into account various factors and strategies in determining the portion of the mortgage pipeline it wants to hedge economically. Unrealized and realized gains and losses on derivative contracts utilized for economically hedging the mortgage pipeline are recognized as part of the net gain on mortgage loan origination and sale activities within noninterest income.

The Company is exposed to credit risk if derivative counterparties to derivative contracts do not perform as expected. This risk consists primarily of the termination value of agreements where the Company is in a favorable position. The Company minimizes counterparty credit risk through credit approvals, limits, monitoring procedures, and obtaining collateral, as appropriate.

Share-Based Employee Compensation

The Company has share-based employee compensation plans as more fully discussed in Note 16, *Share-Based Compensation Plan*s. Under the accounting guidance for stock compensation, compensation expense recognized includes the cost for share-based awards, such as nonqualified stock options and restricted stock grants, which are recognized as compensation expense over the requisite service period (generally the vesting period) on a straight line basis. For stock awards that vest upon the satisfaction of a market condition, the Company estimates the service period over which the award is expected to vest. If all conditions to the vesting of an award are satisfied prior to the end of the estimated vesting period, any unrecognized compensation costs associated with the portion of the award that vested earlier than expected are immediately recognized in earnings.

Fair Value Measurement

The term "fair value" is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The Company’s approach is to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements. The degree of management judgment involved in estimating the fair value of a financial instrument or other asset is dependent upon the availability of quoted market prices or observable market value inputs for internal valuation models, used for estimating fair value. For financial instruments that are actively traded in the marketplace or whose values are based on readily available market data, little judgment is necessary when estimating the instrument’s fair value. When observable market prices and data are not readily available, significant management judgment often is necessary to estimate fair value. In those cases, different assumptions could result in significant changes in valuation. See Note 17, *Fair Value Measurement*.

Commitments, Guarantees, and Contingencies

U.S. GAAP requires that a guarantor recognize, at the inception of a guarantee, a liability in an amount equal to the fair value of the obligation undertaken in issuing the guarantee. A guarantee is a contract that contingently requires the guarantor to pay a guaranteed party based upon: (a) changes in an underlying asset, liability or equity security of the guaranteed party; or (b) a third party’s failure to perform under a specified agreement. The Company initially records guarantees at the inception date fair value of the obligation assumed and records the amount in other liabilities. For indemnifications provided in sales agreements, a portion of the sale proceeds is allocated to the guarantee, which adjusts the gain or loss that would otherwise result from the transaction. For these indemnifications, the initial liability is amortized to income as the Company’s risk is reduced (i.e., over time as the Company's exposure is reduced or when the indemnification expires).

Contingent liabilities, including those that exists as a result of a guarantee or indemnification, are recognized when it becomes probable that a loss has been incurred and the amount of the loss is reasonably estimable. The contingent portion of a guarantee is not recognized if the estimated amount of loss is less than the carrying amount of the liability recognized at inception of the guarantee (as adjusted for any amortization).

The Company typically sells loans servicing retained in either a pooled loan securitization transaction with a GSE, a whole loan sale to a GSE, or a whole loan sale to market participants such as other financial institutions, who purchase the loans for investment purposes or include them in a private label securitization transaction, or the loans are pooled and sold into a conforming loan securitization with a government-sponsored enterprise (“GSE”), provided loan origination parameters conform to GSE guidelines. Substantially all of the Company’s loan sales are pooled loan securitization transactions with GSEs. These conforming loan securitizations are guaranteed by GSEs, such as Fannie Mae, Ginnie Mae and Freddie Mac.

The Company may be required to repurchase mortgage loans or indemnify loan purchasers due to defects in the origination process of the loan, such as documentation errors, underwriting errors and judgments, early payment defaults and fraud. These obligations expose the Company to any credit loss on the repurchased mortgage loans after accounting for any mortgage insurance that it may receive. Generally, the maximum amount of future payments the Company would be required to make for breaches of these representations and warranties would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers plus, in certain circumstances, accrued and unpaid interest on such loans and certain expenses. See Note 13, *Commitments, Guarantees, and Contingencies*.

The Company sells multifamily loans through the Fannie Mae Delegated Underwriting and Servicing Program ("DUS"®) (DUS® is a registered trademark of Fannie Mae.) that are subject to a credit loss sharing arrangement. The Company may also from time to time sell loans with recourse. When loans are sold with recourse or subject to a loss sharing arrangement, a liability is recorded based on the estimated fair value of the obligation under the accounting guidance for guarantees. These liabilities are included within other liabilities. See Note 13, *Commitments, Guarantees, and Contingencies*.

Earnings per Share

Basic earnings per share ("EPS") is computed by dividing net income available to common shareholders by the weighted average common shares outstanding during the period. Diluted EPS is computed by dividing net income available to common shareholders by the weighted average common shares outstanding, plus the effect of common stock equivalents (for example, stock options and unvested restricted stock). Stock options issued under stock-based compensation plans that have an antidilutive effect and shares of restricted stock whose vesting is contingent upon conditions that have not been satisfied at the end of the period are excluded from the computation of diluted EPS. Weighted average common shares outstanding include shares held by the HomeStreet, Inc. 401(k) Savings Plan.

Business Segments

The Company's business segments are determined based on the products and services provided, as well as the nature of the related business activities, and they reflect the manner in which financial information is regularly reviewed by the Company's chief operating decision maker for the purpose of allocating resources and evaluating the performance of the Company's businesses. The results for these business segments are based on management’s accounting process, which assigns income statement items and assets to each responsible operating segment. This process is dynamic and is based on management's view of the Company's operations. See Note 19, *Business Segments*.

Recent Accounting Developments

On February 25 2016, the FASB issued Accounting Standards Update ("ASU") 2016-02, *Leases (Topic 842)*. The amendments in this ASU require lessees to recognize a lease liability, which is a lessee's obligation to make lease payments arising from a lease, and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. This ASU simplifies the accounting for sale and leaseback transactions. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted upon issuance. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company is currently evaluating the provisions of this ASU to determine the potential impact the new standard will have on the Company's consolidated financial statements.

On January 5, 2016, the FASB issued ASU 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities*, to require all equity investments to be measured at fair value with changes in the fair value recognized through net income (other than those accounted for under equity method of accounting or those that result in consolidation of the investee). The amendments in this ASU also require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The Company will adopt this ASU for the first interim period beginning after December 15, 2017. The Company does not expect the ASU to have an impact on the consolidated financial statements as the Company does not currently hold any equity investments.

On September 25, 2015, the FASB issued ASU 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments.* The ASU was issued to simplify the accounting for measurement period adjustments for business combinations. The amendments in the ASU require that the acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amount is determined. The acquirer is required to also record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. In addition, an entity is required to present separately on the face of the income statement or disclose in the notes to the financial statements the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. For public business entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The Company will adopt this ASU for the first interim period beginning after December 15, 2015 and will apply prospectively to adjustments to provisional amounts which occur after the effective date of this ASU.

On April 7, 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs.* The ASU was issued to simplify the presentation of debt issuance costs. This guidance requires that debt issuance costs related to a recognized debt liability be presented on the statement of financial condition as a direct deduction from the carrying amount of that debt liability, consistent with the presentation of debt discounts. This guidance becomes effective for the Company for the interim and annual periods beginning after December 15, 2015, and early adoption is permitted for financial statements that have not been previously issued. The guidance is required to be applied on a retrospective basis to each individual period presented on the statement of financial condition. The adoption of this guidance will result in a reclassification of debt issuance costs from other assets to consolidated obligations on the statement of financial condition. The Company is in the process of evaluating the effect of this guidance on the financial statements but the impact is not expected to be material.

On April 15, 2015, the FASB issued ASU 2015-05, *Customer's Accounting for Fees Paid in Cloud Computing Arrangement*. The ASU was issued to clarify a customer's accounting for fees paid in a cloud computing arrangement. The amendments provide guidance to customers in determining whether a cloud computing arrangement includes a software license that should be accounted for as internal-use software. If the arrangement does not contain a software license, it would be accounted for as a service contract. This guidance becomes effective for the Company for the interim and annual periods beginning after December 15, 2015, early adoption is permitted. The Company can elect to adopt the amendments either (1) prospectively to all arrangements entered into or materially modified after the effective date or (2) retrospectively. The Company is in the process of evaluating this guidance and its effect on the financial statements but the impact is not expected to be material.

In February 2015, the FASB issued ASU 2015-02, *Consolidation*. The ASU provides an additional requirement for a limited partnership or similar entity to qualify as a voting interest entity, amending the criteria for consolidating such an entity and eliminating the deferral provided under previous guidance for investment companies. In addition, the new guidance amends the criteria for evaluating fees paid to a decision maker or service provider as a variable interest and amends the criteria for evaluating the effect of fee arrangements and related parties on a VIE primary beneficiary determination. This guidance is effective for interim and annual reporting periods beginning after December 15, 2015. The Company is currently evaluating this guidance to determine the impact on its consolidated financial statements.

In January 2014, the FASB issued ASU 2014-04, *Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon foreclosure.* The ASU clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments are effective for annual and interim reporting periods beginning on or after December 15, 2014 and can be applied with a modified retrospective transition method or prospectively. The prospective adoption of ASU 2014-04 did not have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606).* This ASU clarifies the principles for recognizing revenue from contracts with customers. On August 12, 2015, the FASB issued ASU 2015-14 to defer the effective date of ASU 2014-09. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

In June 2014, the FASB issued ASU 2014-11, *Transfers and Servicing (Topic 860): Repurchase-to Maturity Transactions, Repurchase Financings, and Disclosures*. The ASU applies to all entities that enter into repurchase-to-maturity transactions or repurchase financings. The amendments in this ASU require that repurchase-to-maturity transactions be accounted for as secured borrowings consistent with the accounting for other repurchase agreements. In addition, the amendments require separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty (a repurchase financing), which will result in secured borrowing accounting for the repurchase agreement. The amendments require an entity to disclose information about transfers accounted for as sales in transactions that are economically similar to repurchase agreements, in which the transferor retains substantially all of the exposure to the economic return on the transferred financial asset throughout the term of the transaction. In addition the amendments require disclosure of the types of collateral pledged in repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions and the tenor of those transactions. The amendments in this ASU are effective for public business entities for the first interim or annual period beginning after December 15, 2014. The application of this guidance required enhanced disclosures of the Company's repurchase agreements, but had no impact on the Company's consolidated financial statements.

In August 2014, the FASB issued ASU 2014-14, *Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure.* The ASU clarifies the classification of certain foreclosed mortgage loans held by creditors that are either fully or partially guaranteed under government programs. The ASU requires that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if the following conditions are met: (1) the loan has a government guarantee that is not separable from the loan before foreclosure; (2) at the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim; (3) at the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. The separate other receivable should be measured based on the amount of the loan balance expected to be recovered from the guarantor. The amendments are effective for annual and interim reporting periods beginning on or after December 15, 2014 and can be applied with a modified retrospective transition method or prospectively. The prospective adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

NOTE 2–BUSINESS COMBINATIONS:

Recent Acquisition Activity

On February 1, 2016, the Company completed its acquisition of Orange County Business Bank ("OCBB") located in Irvine, California. Also on February 1, 2016, OCBB was merged with and into HomeStreet Bank. The purchase price of this acquisition was $55.9 million. OCBB shareholders as of the effective time received merger consideration equal to 0.5206 shares of HomeStreet common stock, and $1.1641 in cash upon the surrender of their OCBB shares, which resulted in the issuance of 2,459,486 shares of HomeStreet common stock. The primary objective for this acquisition is to grow our Commercial and Consumer Banking segment. Adding Orange County Business Bank’s branch brings HomeStreet’s Southern California retail deposit branch network to eight locations.

On December 11, 2015, the Company acquired a former AmericanWest Bank retail deposit branch and certain related assets located in Dayton, Washington. This acquisition increases HomeStreet’s network of branches in eastern Washington to a total of five retail deposit branches. The Company purchased the branch from Banner Bank, which had recently acquired AmericanWest Bank. The purchase resulted in a bargain purchase gain of $381 thousand.

Simplicity Acquisition

On March 1, 2015, the Company completed its acquisition of Simplicity Bancorp, Inc., a Maryland corporation (“Simplicity”) and Simplicity’s wholly owned subsidiary, Simplicity Bank. Simplicity’s principal business activities prior to the merger were attracting retail deposits from the general public, originating or purchasing loans, primarily loans secured by first mortgages on owner-occupied, one-to-four family residences and multi-family residences located in Southern California and, to a lesser extent, commercial real estate, automobile and other consumer loans; and the origination and sale of fixed-rate, conforming, one-to-four family residential real estate loans in the secondary market, usually with servicing retained. The primary objective for this acquisition is to grow our Commercial and Consumer Banking segment by expanding the business of the former Simplicity branches by offering additional banking and lending products to former Simplicity customers as well as new customers. The acquisition was accomplished by the merger of Simplicity with and into HomeStreet, Inc. with HomeStreet, Inc. as the surviving corporation, followed by the merger of Simplicity Bank with and into HomeStreet Bank with HomeStreet Bank as the surviving subsidiary. The results of operations of Simplicity are included in the consolidated results of operations from the date of acquisition.

At the closing, there were 7,180,005 shares of Simplicity common stock, par value $0.01, outstanding, all of which were cancelled and exchanged for an equal number of shares of HomeStreet common stock, no par value, issued to Simplicity's stockholders. In connection with the merger, all outstanding options to purchase Simplicity common stock were cancelled in exchange for a cash payment equal to the difference between a calculated price of HomeStreet common stock and the exercise price of the option, provided, however, that any options that were out-of-the-money at the time of closing were cancelled for no consideration. The calculated price of $17.53 was determined by averaging the closing price of HomeStreet common stock for the 10 trading days prior to but not including the 5th business day before the closing date. The aggregate consideration paid by us in the Simplicity acquisition was approximately $471 thousand in cash and 7,180,005 shares of HomeStreet common stock with a fair value of approximately $124.2 million as of the acquisition date. We used current liquidity sources to fund the cash consideration.

The acquisition was accounted for under the acquisition method of accounting pursuant to ASC 805, *Business Combinations*. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of acquisition date. The Company made significant estimates and exercised significant judgment in estimating the fair values and accounting for such acquired assets and assumed liabilities.

A summary of the consideration paid, the assets acquired and liabilities assumed in the merger are presented below:

(in thousands)	March 1, 2015	
Fair value consideration paid to Simplicity shareholders:		
Cash paid (79,399 stock options, consideration based on intrinsic value at a calculated price of $17.53)		$ 471
Fair value of common shares issued (7,180,005 shares at $17.30 per share)		124,214
Total purchase price		$ 124,685
Fair value of assets acquired:		
Cash and cash equivalents	112,667	
Investment securities	26,845	
Acquired loans	664,148	
Mortgage servicing rights	980	
Federal Home Loan Bank stock	5,520	
Premises and equipment	2,966	
Bank-owned life insurance	14,501	
Core deposit intangibles	7,450	
Accounts receivable and other assets	15,869	
Total assets acquired	850,946	
Fair value of liabilities assumed:		
Deposits	651,202	
Federal Home Loan Bank advances	65,855	
Accounts payable and accrued expenses	1,859	
Total liabilities assumed	718,916	
Net assets acquired		$ 132,030
Bargain purchase (gain)		$ (7,345)

The application of the acquisition method of accounting resulted in a bargain purchase gain of $7.3 million which was reported as a component of noninterest income on our consolidated statements of operations. A substantial portion of the assets acquired from Simplicity were mortgage-related assets, which generally decrease in value as interest rates rise and increase in value as interest rates fall. The bargain purchase gain was driven largely by a substantial decline in long-term interest rates between the period shortly after our announcement of the Simplicity acquisition and its closing, which resulted in an increase in the fair value of the acquired mortgage assets and the overall net fair value of assets acquired. In addition, the Company believes it was able to acquire Simplicity for less than the fair value of its net assets due to Simplicity’s stock trading below its book value for an extended period of time prior to the announcement of the acquisition. The Company negotiated a purchase price per share for Simplicity that was above the prevailing stock price thereby representing a premium to the shareholders. The stock consideration transferred was based on a 1:1 stock conversion ratio. The price of the Company’s shares declined between the time the deal was announced and when it closed which also attributed to the bargain purchase gain. The acquisition of Simplicity by the Company was approved by Simplicity’s shareholders. For tax purposes, the bargain purchase gain is a non-taxable event.

The operations of Simplicity are included in the Company's operating results as of the acquisition date of March 1, 2015 through the period ended December 31, 2015. Acquisition-related costs were expensed as incurred in noninterest expense as merger and integration costs.

The following table provides a breakout of Simplicity merger-related expense for the years ended December 31, 2015 and 2014:

(in thousands)	Year Ended December 31, 2015	2014
Noninterest expense		
Salaries and related costs	$ 7,669	$ 23
General and administrative	1,256	179
Legal	530	245
Consulting	5,539	388
Occupancy	335	4
Information services	481	50
Total noninterest expense	$ 15,810	$ 889

The $664.1 million estimated fair value of loans acquired from Simplicity was determined by utilizing a discounted cash flow methodology considering credit and interest rate risk. Cash flows were determined by estimating future credit losses and the rate of prepayments. Projected monthly cash flows were then discounted to present value based on the Company’s weighted average cost of capital. The discount for acquired loans from Simplicity was $16.6 million as of the acquisition date.

A core deposit intangible (“CDI”) of $7.5 million was recognized related to the core deposits acquired from Simplicity. A discounted cash flow method was used to estimate the fair value of the certificates of deposit. The CDI is amortized over its estimated useful life of approximately ten years using an accelerated method and will be reviewed for impairment quarterly.

The fair value of savings and transaction deposit accounts was assumed to approximate the carrying value as these accounts have no stated maturity and are payable on demand. A discounted cash flow method was used to estimate the fair value of the certificates of deposit. A premium, which will be amortized over the contractual life of the deposits, of $4.0 million was recorded for certificates of deposit.

The fair value of Federal Home Loan Bank advances was estimated using a discounted cash flow method. A premium, which will be amortized over the contractual life of the advances, of $855 thousand was recorded for the Federal Home Loan Bank advances.

The Company determined that the disclosure requirements related to the amounts of revenues and earnings of the acquiree included in the consolidated statements of operations since the acquisition date is impracticable. The financial activity and operating results of the acquiree were commingled with the Company’s financial activity and operating results as of the acquisition date.

Unaudited Pro Forma Results of Operations

The following table presents our unaudited pro forma results of operations for the periods presented as if the Simplicity acquisition had been completed on January 1, 2014. The unaudited pro forma results of operations include the historical accounts of Simplicity and pro forma adjustments as may be required, including the amortization of intangibles with definite lives and the amortization or accretion of any premiums or discounts arising from fair value adjustments for assets acquired and liabilities assumed. The unaudited pro forma information is intended for informational purposes only and is not necessarily indicative of our future operating results or operating results that would have occurred had the Simplicity acquisition been completed at the beginning of 2014. No assumptions have been applied to the pro forma results of operations regarding possible revenue enhancements, expense efficiencies or asset dispositions.

	Year Ended December 31,	
(in thousands, except share data)	2015	2014
Net interest income	$ 152,828	$ 129,975
Provision (reversal of provision) for credit losses	6,100	(2,150)
Total noninterest income	274,652	198,489
Total noninterest expense	358,931	293,399
Net income	$ 43,997	$ 27,621
Basic income per share	$ 2.00	$ 1.27
Diluted income per share	$ 1.98	$ 1.26
Basic weighted average number of shares outstanding	22,038,157	21,714,874
Diluted weighted average number of shares outstanding	22,230,119	21,901,347

NOTE 3–REGULATORY CAPITAL REQUIREMENTS:

In July 2013, federal banking regulators (including the FDIC and the FRB) adopted new capital rules (the “Rules”). The Rules apply to both depository institutions (such as the Bank) and their holding companies (such as the Company). The Rules reflect, in part, certain standards initially adopted by the Basel Committee on Banking Supervision in December 2010 (which standards are commonly referred to as “Basel III”) as well as requirements contemplated by the Dodd-Frank Act. The Rules apply to both the Company and the Bank beginning in 2015.

Failure to meet minimum capital requirements could initiate certain mandatory and possibly additional discretionary actions by the regulators that, if undertaken, could have a direct material effect on the Company’s financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank and the Company must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank and the Company to maintain minimum amounts and ratios of common equity Tier 1 capital, Tier 1 leverage, Tier 1 risk-based capital and total risk-based capital (as defined in the regulations). The regulators also have the ability to impose elevated capital requirements in certain circumstances. At December 31, 2015 the Bank's capital ratios meet the regulatory capital category of “well capitalized” as defined by the Rules.

The Bank’s and the Company's capital amounts and ratios under Basel III are included in the following table:

HomeStreet Bank	At December 31, 2015					
	Actual		For Minimum Capital Adequacy Purposes		To Be Categorized As “Well Capitalized” Under Prompt Corrective Action Provisions	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage capital (to average assets)	$ 455,101	9.46%	$ 192,428	4.0%	$ 240,536	5.0%
Common equity risk-based capital (to risk-weighted assets)	455,101	13.04	157,074	4.5	226,885	6.5
Tier 1 risk-based capital (to risk-weighted assets)	455,101	13.04	209,432	6.0	279,243	8.0
Total risk-based capital (to risk-weighted assets)	$ 485,761	13.92%	$ 279,243	8.0%	$ 349,054	10.0%

HomeStreet, Inc.	At December 31, 2015					
	Actual		For Minimum Capital Adequacy Purposes		To Be Categorized As “Well Capitalized” Under Prompt Corrective Action Provisions	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage capital (to average assets)	$ 480,038	9.95%	$ 193,025	4.0%	$ 241,281	5.0%
Common equity risk-based capital (to risk-weighted assets)	423,005	10.52	180,912	4.5	261,317	6.5
Tier 1 risk-based capital (to risk-weighted assets)	480,038	11.94	241,216	6.0	321,621	8.0
Total risk-based capital (to risk-weighted assets)	$ 510,697	12.70%	$ 321,621	8.0%	$ 402,026	10.0%

The Bank’s capital amounts and ratios at December 31, 2014 under Basel I are included in the following table. On January 1, 2015, the Company and the Bank became subject to Basel III capital standards. Regulatory capital ratios under Basel I may not be comparative to capital ratios under Basel III.

HomeStreet Bank	At December 31, 2014					
	Actual		For Minimum Capital Adequacy Purposes		To Be Categorized As “Well Capitalized” Under Prompt Corrective Action Provisions	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage capital (to average assets)	$ 319,010	9.38%	$ 136,058	4.0%	$ 170,072	5.0%
Tier 1 risk-based capital (to risk-weighted assets)	319,010	13.10	97,404	4.0	146,106	6.0
Total risk-based capital (to risk-weighted assets)	$ 341,534	14.03%	$ 194,808	8.0%	$ 243,511	10.0%

At periodic intervals, the FDIC and the WDFI routinely examine the Bank’s financial statements as part of their legally prescribed oversight of the banking industry. Based on their examinations, these regulators can direct that the Bank’s financial statements be adjusted in accordance with their findings.

NOTE 4–INVESTMENT SECURITIES:

The following table sets forth certain information regarding the amortized cost and fair values of our investment securities available for sale.

(in thousands)	At December 31, 2015 Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Mortgage-backed securities:				
Residential	$ 69,342	$ 19	$ (1,260)	$ 68,101
Commercial	18,142	14	(305)	17,851
Municipal bonds	168,722	3,460	(313)	171,869
Collateralized mortgage obligations:				
Residential	86,167	32	(1,702)	84,497
Commercial	80,190	43	(1,100)	79,133
Corporate debt securities	81,280	125	(2,669)	78,736
U.S. Treasury securities	41,047	—	(83)	40,964
	$ 544,890	$ 3,693	$ (7,432)	$ 541,151

(in thousands)	At December 31, 2014 Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Mortgage-backed securities:				
Residential	$ 107,624	$ 509	$ (853)	$ 107,280
Commercial	13,030	641	—	13,671
Municipal bonds	119,744	2,847	(257)	122,334
Collateralized mortgage obligations:				
Residential	44,254	161	(1,249)	43,166
Commercial	20,775	—	(289)	20,486
Corporate debt securities	80,214	296	(1,110)	79,400
U.S. Treasury securities	40,976	13	—	40,989
	$ 426,617	$ 4,467	$ (3,758)	$ 427,326

Mortgage-backed securities ("MBS") and collateralized mortgage obligations ("CMO") represent securities issued by government sponsored enterprises ("GSEs"). Each of the MBS and CMO securities in our investment portfolio are guaranteed by Fannie Mae, Ginnie Mae or Freddie Mac. Municipal bonds are comprised of general obligation bonds (i.e., backed by the general credit of the issuer) and revenue bonds (i.e., backed by revenues from the specific project being financed) issued by various municipal corporations. As of December 31, 2015 and 2014, all securities held, including municipal bonds and corporate debt securities, were rated investment grade based upon external ratings where available and, where not available, based upon internal ratings which correspond to ratings as defined by Standard and Poor’s Rating Services (“S&P”) or Moody’s Investors Services (“Moody’s”). As of December 31, 2015 and 2014, substantially all securities held had ratings available by external ratings agencies.

Investment securities available for sale that were in an unrealized loss position are presented in the following tables based on the length of time the individual securities have been in an unrealized loss position.

	At December 31, 2015					
	Less than 12 months		12 months or more		Total	
(in thousands)	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
Mortgage-backed securities:						
Residential	$ (572)	$ 36,477	$ (688)	$ 21,119	$ (1,260)	$ 57,596
Commercial	(305)	16,072	—	—	(305)	16,072
Municipal bonds	(211)	21,302	(101)	5,839	(312)	27,141
Collateralized mortgage obligations:						
Residential	(673)	50,490	(1,029)	26,028	(1,702)	76,518
Commercial	(986)	60,812	(115)	4,348	(1,101)	65,160
Corporate debt securities	(1,142)	36,953	(1,527)	27,405	(2,669)	64,358
U.S. Treasury securities	(83)	40,964	—	—	(83)	40,964
	$ (3,972)	$ 263,070	$ (3,460)	$ 84,739	$ (7,432)	$ 347,809

	At December 31, 2014					
	Less than 12 months		12 months or more		Total	
(in thousands)	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
Mortgage-backed securities:						
Residential	$ —	$ —	$ (853)	$ 57,242	$ (853)	$ 57,242
Municipal bonds	(11)	2,339	(246)	17,155	(257)	19,494
Collateralized mortgage obligations:						
Residential	—	—	(1,249)	31,021	(1,249)	31,021
Commercial	(29)	5,037	(260)	15,449	(289)	20,486
Corporate debt securities	(56)	13,140	(1,054)	40,997	(1,110)	54,137
	$ (96)	$ 20,516	$ (3,662)	$ 161,864	$ (3,758)	$ 182,380

The Company has evaluated securities available for sale that are in an unrealized loss position and has determined that the decline in value is temporary and is related to the change in market interest rates since purchase. The decline in value is not related to any issuer- or industry-specific credit event. The Company has not identified any expected credit losses on its debt securities as of December 31, 2015 and 2014. In addition, as of December 31, 2015 and 2014, the Company had not made a decision to sell any of its debt securities held, nor did the Company consider it more likely than not that it would be required to sell such securities before recovery of their amortized cost basis.

The following tables present the fair value of investment securities available for sale by contractual maturity along with the associated contractual yield for the periods indicated below. Contractual maturities for mortgage-backed securities and collateralized mortgage obligations as presented exclude the effect of expected prepayments. Expected maturities will differ from contractual maturities because borrowers may have the right to prepay obligations before the underlying mortgages mature. The weighted-average yield is computed using the contractual coupon of each security weighted based on the fair value of each security and does not include adjustments to a tax equivalent basis.

(in thousands)	At December 31, 2015 Within one year Fair Value	Within one year Weighted Average Yield	After one year through five years Fair Value	After one year through five years Weighted Average Yield	After five years through ten years Fair Value	After five years through ten years Weighted Average Yield	After ten years Fair Value	After ten years Weighted Average Yield	Total Fair Value	Total Weighted Average Yield
Mortgage-backed securities:										
Residential	$ —	—%	$ 4	0.39%	$ 3,176	1.63%	$ 64,921	1.88%	$ 68,101	1.87%
Commercial	—	—	—	—	17,851	2.20	—	—	17,851	2.20
Municipal bonds	510	2.09	8,828	3.33	31,806	3.16	130,725	3.99	171,869	3.79
Collateralized mortgage obligations:										
Residential	—	—	—	—	153	0.92	84,344	1.74	84,497	1.74
Commercial	—	—	5,354	1.87	56,506	2.29	17,273	1.87	79,133	2.17
Corporate debt securities	—	—	10,413	2.70	38,291	3.20	30,032	3.64	78,736	3.31
U.S. Treasury securities	39,971	0.39	993	0.63	—	—	—	—	40,964	0.40
Total available for sale	$ 40,481	0.41%	$ 25,592	2.65%	$ 147,783	2.69%	$ 327,295	2.83%	$ 541,151	2.60%

(in thousands)	At December 31, 2014 Within one year Fair Value	Within one year Weighted Average Yield	After one year through five years Fair Value	After one year through five years Weighted Average Yield	After five years through ten years Fair Value	After five years through ten years Weighted Average Yield	After ten years Fair Value	After ten years Weighted Average Yield	Total Fair Value	Total Weighted Average Yield
Mortgage-backed securities:										
Residential	$ —	—%	$ —	—%	$ 6,949	1.72%	$ 100,331	1.75%	$ 107,280	1.75%
Commercial	—	—	—	—	—	—	13,671	4.75	13,671	4.75
Municipal bonds	—	—	604	4.10	23,465	3.55	98,265	4.21	122,334	4.09
Collateralized mortgage obligations:										
Residential	—	—	—	—	—	—	43,166	1.84	43,166	1.84
Commercial	—	—	—	—	9,776	1.96	10,710	1.99	20,486	1.97
Corporate debt securities	—	—	9,000	2.21	38,487	3.35	31,913	3.73	79,400	3.37
U.S. Treasury securities	25,998	0.28	14,991	0.46	—	—	—	—	40,989	0.35
Total available for sale	$ 25,998	0.28%	$ 24,595	1.19%	$ 78,677	3.09%	$ 298,056	2.92%	$ 427,326	2.69%

Sales of investment securities available for sale were as follows.

(in thousands)	Year Ended December 31, 2015	2014	2013
Proceeds	$ 112,259	$ 96,154	$ 127,648
Gross gains	2,571	2,560	2,089
Gross losses	(165)	(201)	(315)

There were $101.3 million and $44.3 million in investment securities pledged to secure advances from the FHLB at December 31, 2015 and 2014, respectively. At December 31, 2015 and 2014, there were $21.4 million and $33.4 million, respectively, of securities pledged to secure derivatives in a liability position.

The Company assesses the creditworthiness of the counterparties that hold the pledged collateral and has determined that these arrangements have little risk. There were no securities pledged under repurchase agreements at December 31, 2015 and 2014.

Tax-exempt interest income on securities available for sale totaling $3.6 million, $3.4 million and $4.0 million for the years ended December 31, 2015, 2014 and 2013, respectively, were recorded in the Company's consolidated statements of operations.

NOTE 5–LOANS AND CREDIT QUALITY:

For a detailed discussion of loans and credit quality, including accounting policies and the methodology used to estimate the allowance for credit losses, see Note 1, *Summary of Significant Accounting Policies.*

The Company's portfolio of loans held for investment is divided into two portfolio segments, consumer loans and commercial loans, which are the same segments used to determine the allowance for loan losses. Within each portfolio segment, the Company monitors and assesses credit risk based on the risk characteristics of each of the following loan classes: single family and home equity and other loans within the consumer loan portfolio segment and commercial real estate, multifamily, construction/land development and commercial business loans within the commercial loan portfolio segment.

Loans held for investment consist of the following:

	At December 31,	
(in thousands)	2015	2014
Consumer loans		
Single family	$ 1,203,180 [1]	$ 896,665
Home equity and other	256,373	135,598
	1,459,553	1,032,263
Commercial loans		
Commercial real estate	600,703	523,464
Multifamily	426,557	55,088
Construction/land development	583,160	367,934
Commercial business	154,262	147,449
	1,764,682	1,093,935
	3,224,235	2,126,198
Net deferred loan fees and costs	(2,237)	(5,048)
	3,221,998	2,121,150
Allowance for loan losses	(29,278)	(22,021)
	$ 3,192,720	$ 2,099,129

(1) Includes $21.5 million of loans where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

Loans in the amount of $1.73 billion and $1.06 billion at December 31, 2015 and 2014, respectively, were pledged to secure borrowings from the FHLB as part of our liquidity management strategy. Additionally, loans totaling $572.0 million and $487.2 million at December 31, 2015 and 2014, respectively, were pledged to secure borrowings from the Federal Reserve Bank. The FHLB and Federal Reserve Bank do not have the right to sell or re-pledge these loans.

It is the Company’s policy to make loans to officers, directors, and their associates in the ordinary course of business on substantially the same terms as those prevailing at the time for comparable transactions with other persons. The following is a summary of activity during the years ended December 31, 2015 and 2014 with respect to such aggregate loans to these related parties and their associates:

(in thousands)	Year Ended December 31, 2015	2014
Beginning balance, January 1	$ 5,500	$ 9,738
New loans	181	—
Principal repayments and advances, net	(1,170)	(4,238)
Ending balance, December 31	$ 4,511	$ 5,500

Credit Risk Concentrations

Concentrations of credit risk arise when a number of customers are engaged in similar business activities or activities in the same geographic region, or when they have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions.

Loans held for investment are primarily secured by real estate located in the Pacific Northwest, California and Hawaii. At December 31, 2015, we had concentrations representing 10% or more of the total portfolio by state and property type for the loan classes of single family, commercial real estate and construction/land development within the state of Washington, which represented 18.0%, 14.7% and 11.3% of the total portfolio, respectively. Additionally, we had a concentration representing 10% or more by state and property type for the single family loan class within the state of California, which represented 13.6% of the total portfolio. At December 31, 2014 we had concentrations representing 10% or more of the total portfolio by state and property type for the loan classes of single family, commercial real estate and construction/land development within the state of Washington, which represented 28.0% and 20.7% and 13.7% of the total portfolio, respectively.

Credit Quality

Management considers the level of allowance for loan losses to be appropriate to cover credit losses inherent within the loans held for investment portfolio as of December 31, 2015. In addition to the allowance for loan losses, the Company maintains a separate allowance for losses related to unfunded loan commitments, and this amount is included in accounts payable and other liabilities on the consolidated statements of financial condition. Collectively, these allowances are referred to as the allowance for credit losses.

For further information on the policies that govern the determination of the allowance for loan losses levels, see Note 1, *Summary of Significant Accounting Policies.*

Activity in the allowance for credit losses was as follows.

(in thousands)	Year Ended December 31, 2015	2014	2013
Allowance for credit losses (roll-forward):			
Beginning balance	$ 22,524	$ 24,089	$ 27,751
Provision (reversal of provision) for credit losses	6,100	(1,000)	900
(Charge-offs), net of recoveries	2,035	(565)	(4,562)
Ending balance	$ 30,659	$ 22,524	$ 24,089
Components:			
Allowance for loan losses	$ 29,278	$ 22,021	$ 23,908
Allowance for unfunded commitments	1,381	503	181
Allowance for credit losses	$ 30,659	$ 22,524	$ 24,089

Activity in the allowance for credit losses by loan portfolio and loan class was as follows.

	Year Ended December 31, 2015				
(in thousands)	Beginning balance	Charge-offs	Recoveries	(Reversal of) Provision	Ending balance
Consumer loans					
Single family	$ 9,447	$ (284)	$ 623	$ (844)	$ 8,942
Home equity and other	3,322	(601)	288	1,611	4,620
	12,769	(885)	911	767	13,562
Commercial loans					
Commercial real estate	3,846	(16)	—	1,017	4,847
Multifamily	673	(149)	149	521	1,194
Construction/land development	3,818	—	2,193	3,260	9,271
Commercial business	1,418	(329)	161	535	1,785
	9,755	(494)	2,503	5,333	17,097
Total allowance for credit losses	$ 22,524	$ (1,379)	$ 3,414	$ 6,100	$ 30,659

	Year Ended December 31, 2014				
(in thousands)	Beginning balance	Charge-offs	Recoveries	(Reversal of) Provision	Ending balance
Consumer loans					
Single family	$ 11,990	$ (907)	$ 139	$ (1,775)	$ 9,447
Home equity and other	3,987	(953)	566	(278)	3,322
	15,977	(1,860)	705	(2,053)	12,769
Commercial loans					
Commercial real estate	4,012	(52)	493	(607)	3,846
Multifamily	942	—	—	(269)	673
Construction/land development	1,414	—	516	1,888	3,818
Commercial business	1,744	(596)	229	41	1,418
	8,112	(648)	1,238	1,053	9,755
Total allowance for credit losses	$ 24,089	$ (2,508)	$ 1,943	$ (1,000)	$ 22,524

The following table disaggregates our allowance for credit losses and recorded investment in loans by impairment methodology.

(in thousands)	At December 31, 2015 Allowance: collectively evaluated for impairment	Allowance: individually evaluated for impairment	Total	Loans: collectively evaluated for impairment	Loans: individually evaluated for impairment	Total
Consumer loans						
Single family	$ 8,723	$ 219	$ 8,942	$ 1,101,891	$ 79,745	$ 1,181,636
Home equity and other	4,545	75	4,620	254,762	1,611	256,373
	13,268	294	13,562	1,356,653	81,356	1,438,009
Commercial loans						
Commercial real estate	4,847	—	4,847	597,571	3,132	600,703
Multifamily	1,194	—	1,194	423,424	3,133	426,557
Construction/land development	9,271	—	9,271	579,446	3,714	583,160
Commercial business	1,512	273	1,785	151,924	2,338	154,262
	16,824	273	17,097	1,752,365	12,317	1,764,682
Total loans evaluated for impairment	30,092	567	30,659	3,109,018	93,673	3,202,691
Loans held for investment carried at fair value						21,544 (1)
Total loans held for investment	$ 30,092	$ 567	$ 30,659	$ 3,109,018	$ 93,673	$ 3,224,235

(1) Comprised of single family loans where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

(in thousands)	At December 31, 2014 Allowance: collectively evaluated for impairment	Allowance: individually evaluated for impairment	Total	Loans: collectively evaluated for impairment	Loans: individually evaluated for impairment	Total
Consumer loans						
Single family	$ 8,743	$ 704	$ 9,447	$ 818,783	$ 77,882	$ 896,665
Home equity and other	3,165	157	3,322	132,937	2,661	135,598
	11,908	861	12,769	951,720	80,543	1,032,263
Commercial loans						
Commercial real estate	3,806	40	3,846	496,685	26,779	523,464
Multifamily	312	361	673	52,011	3,077	55,088
Construction/land development	3,818	—	3,818	362,487	5,447	367,934
Commercial business	974	444	1,418	144,071	3,378	147,449
	8,910	845	9,755	1,055,254	38,681	1,093,935
Total	$ 20,818	$ 1,706	$ 22,524	$ 2,006,974	$ 119,224	$ 2,126,198

Impaired Loans

The following tables present impaired loans by loan portfolio segment and loan class.

(in thousands)	At December 31, 2015 Recorded investment [1]	Unpaid principal balance [2]	Related allowance
With no related allowance recorded:			
Consumer loans			
Single family	$ 78,240	$ 80,486	$ —
Home equity and other	955	1,033	—
	79,195	81,519	—
Commercial loans			
Commercial real estate	3,132	3,421	—
Multifamily	3,133	3,429	—
Construction/land development	3,714	4,214	—
Commercial business	1,373	1,475	—
	11,352	12,539	—
	$ 90,547	$ 94,058	$ —
With an allowance recorded:			
Consumer loans			
Single family	$ 1,505	$ 1,618	$ 219
Home equity and other	656	656	75
	2,161	2,274	294
Commercial loans			
Commercial business	965	1,019	273
	965	1,019	273
	$ 3,126	$ 3,293	$ 567
Total:			
Consumer loans			
Single family[3]	$ 79,745	$ 82,104	$ 219
Home equity and other	1,611	1,689	75
	81,356	83,793	294
Commercial loans			
Commercial real estate	3,132	3,421	—
Multifamily	3,133	3,429	—
Construction/land development	3,714	4,214	—
Commercial business	2,338	2,494	273
	12,317	13,558	273
Total impaired loans	$ 93,673	$ 97,351	$ 567

(1) Includes partial charge-offs and nonaccrual interest paid and purchase discounts and premiums.

(2) Unpaid principal balance does not include partial charge-offs, purchase discounts and premiums or nonaccrual interest paid. Related allowance is calculated on net book balances not unpaid principal balances.

(3) Includes $74.7 million in performing TDRs.

(in thousands)	At December 31, 2014 Recorded investment (1)	Unpaid principal balance (2)	Related allowance
With no related allowance recorded:			
Consumer loans			
Single family	$ 48,104	$ 50,787	$ —
Home equity and other	1,824	1,850	—
	49,928	52,637	—
Commercial loans			
Commercial real estate	25,540	27,205	—
Multifamily	508	508	—
Construction/land development	5,447	14,532	—
Commercial business	1,302	3,782	—
	32,797	46,027	—
	$ 82,725	$ 98,664	$ —
With an allowance recorded:			
Consumer loans			
Single family	$ 29,778	$ 29,891	$ 704
Home equity and other	837	837	157
	30,615	30,728	861
Commercial loans			
Commercial real estate	1,239	1,399	40
Multifamily	2,569	2,747	361
Commercial business	2,076	2,204	444
	5,884	6,350	845
	$ 36,499	$ 37,078	$ 1,706
Total:			
Consumer loans			
Single family(3)	$ 77,882	$ 80,678	$ 704
Home equity and other	2,661	2,687	157
	80,543	83,365	861
Commercial loans			
Commercial real estate	26,779	28,604	40
Multifamily	3,077	3,255	361
Construction/land development	5,447	14,532	—
Commercial business	3,378	5,986	444
	38,681	52,377	845
Total impaired loans	$ 119,224	$ 135,742	$ 1,706

(1) Includes partial charge-offs and nonaccrual interest paid.

(2) Unpaid principal balance does not include partial charge-offs, purchase discounts and premiums or nonaccrual interest paid. Related allowance is calculated on net book balances not unpaid principal balances.

(3) Includes $73.6 million in single family performing TDRs.

The following table provides the average recorded investment in impaired loans by portfolio segment and class.

	Year Ended December 31,	
(in thousands)	2015	2014
Consumer loans		
Single family	$ 78,824	$ 73,683
Home equity and other	1,922	2,528
	80,746	76,211
Commercial loans		
Commercial real estate	14,416	30,364
Multifamily	4,035	3,112
Construction/land development	4,535	5,723
Commercial business	4,431	3,381
	27,417	42,580
	$ 108,163	$ 118,791

Credit Quality Indicators

Management regularly reviews loans in the portfolio to assess credit quality indicators and to determine appropriate loan classification and grading in accordance with applicable bank regulations. The Company's risk rating methodology assigns risk ratings ranging from 1 to 10, where a higher rating represents higher risk. The Company differentiates its lending portfolios into homogeneous loans and non-homogeneous loans.

The 10 risk rating categories can be generally described by the following groupings for non-homogeneous loans:

Pass. We have five pass risk ratings which represent a level of credit quality that ranges from no well-defined deficiency or weakness to some noted weakness, however the risk of default on any loan classified as pass is expected to be remote. The five pass risk ratings are described below:

Minimal Risk. A minimal risk loan, risk rated 1-Exceptional, is to a borrower of the highest quality. The borrower has an unquestioned ability to produce consistent profits and service all obligations and can absorb severe market disturbances with little or no difficulty.

Low Risk. A low risk loan, risk rated 2-Superior, is similar in characteristics to a minimal risk loan. Balance sheet and operations are slightly more prone to fluctuations within the business cycle; however, debt capacity and debt service coverage remains strong. The borrower will have a strong demonstrated ability to produce profits and absorb market disturbances.

Modest Risk. A modest risk loan, risk rated 3-Excellent, is a desirable loan with excellent sources of repayment and no currently identifiable risk associated with collection. The borrower exhibits a very strong capacity to repay the loan in accordance with the repayment agreement. The borrower may be susceptible to economic cycles, but will have cash reserves to weather these cycles.

Average Risk. An average risk loan, risk rated 4-Good, is an attractive loan with sound sources of repayment and no material collection or repayment weakness evident. The borrower has an acceptable capacity to pay in accordance with the agreement. The borrower is susceptible to economic cycles and more efficient competition, but should have modest reserves sufficient to survive all but the most severe downturns or major setbacks.

Acceptable Risk. An acceptable risk loan, risk rated 5-Acceptable, is a loan with lower than average, but still acceptable credit risk. These borrowers may have higher leverage, less certain but viable repayment sources, have limited financial reserves and may possess weaknesses that can be adequately mitigated through collateral, structural or credit enhancement. The borrower is susceptible to economic cycles and is less resilient to negative market forces or financial events. Reserves may be insufficient to survive a modest downturn.

Watch. A watch loan, risk rated 6-Watch, is still pass-rated, but represents the lowest level of acceptable risk due to an emerging risk element or declining performance trend. Watch ratings are expected to be temporary, with issues resolved or manifested to the extent that a higher or lower rating would be appropriate. The borrower should have a plausible plan, with reasonable certainty of success, to correct the problems in a short period of time. Borrowers rated watch are characterized by elements of uncertainty, such as:

- The borrower may be experiencing declining operating trends, strained cash flows or less-than anticipated performance. Cash flow should still be adequate to cover debt service, and the negative trends should be identified as being of a short-term or temporary nature.
- The borrower may have experienced a minor, unexpected covenant violation.
- Companies who may be experiencing tight working capital or have a cash cushion deficiency.
- A loan may also be a watch if financial information is late, there is a documentation deficiency, the borrower has experienced unexpected management turnover, or if they face industry issues that, when combined with performance factors create uncertainty in their future ability to perform.
- Delinquent payments, increasing and material overdraft activity, request for bulge and/or out- of-formula advances may be an indicator of inadequate working capital and may suggest a lower rating.
- Failure of the intended repayment source to materialize as expected, or renewal of a loan (other than cash/marketable security secured or lines of credit) without reduction are possible indicators of a watch or worse risk rating.

Special Mention. A special mention loan, risk rated 7-Special Mention, has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loans or the institutions credit position at some future date. They contain unfavorable characteristics and are generally undesirable. Loans in this category are currently protected but are potentially weak and constitute an undue and unwarranted credit risk, but not to the point of a substandard classification. A special mention loan has potential weaknesses, which if not checked or corrected, weaken the loan or inadequately protect the Company's position at some future date. Such weaknesses include:

- Performance is poor or significantly less than expected. There may be a temporary debt-servicing deficiency or inadequate working capital as evidenced by a cash cushion deficiency, but not to the extent that repayment is compromised. Material violation of financial covenants is common.
- Loans with unresolved material issues that significantly cloud the debt service outlook, even though a debt servicing deficiency does not currently exist.
- Modest underperformance or deviation from plan for real estate loans where absorption of rental/sales units is necessary to properly service the debt as structured. Depth of support for interest carry provided by owner/guarantors may mitigate and provide for improved rating.
- This rating may be assigned when a loan officer is unable to supervise the credit properly, an inadequate loan agreement, an inability to control collateral, failure to obtain proper documentation, or any other deviation from prudent lending practices.
- Unlike a substandard credit, there should be a reasonable expectation that these temporary issues will be corrected within the normal course of business, rather than liquidation of assets, and in a reasonable period of time.

Substandard. A substandard loan, risk rated 8-Substandard, is inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the loan. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual loans classified substandard. Loans are classified as substandard when they have unsatisfactory characteristics causing unacceptable levels of risk. A substandard loan normally has one or more well-defined weaknesses that could jeopardize repayment of the loan. The likely need to liquidate assets to correct the problem, rather than repayment from successful operations is the key distinction between special mention and substandard. The following are examples of well-defined weaknesses:

- Cash flow deficiencies or trends are of a magnitude to jeopardize current and future payments with no immediate relief. A loss is not presently expected, however the outlook is sufficiently uncertain to preclude ruling out the possibility.
- The borrower has been unable to adjust to prolonged and unfavorable industry or economic trends.

- Material underperformance or deviation from plan for real estate loans where absorption of rental/sales units is necessary to properly service the debt and risk is not mitigated by willingness and capacity of owner/guarantor to support interest payments.
- Management character or honesty has become suspect. This includes instances where the borrower has become uncooperative.
- Due to unprofitable or unsuccessful business operations, some form of restructuring of the business, including liquidation of assets, has become the primary source of loan repayment. Cash flow has deteriorated, or been diverted, to the point that sale of collateral is now the Company’s primary source of repayment (unless this was the original source of repayment). If the collateral is under the Company’s control and is cash or other liquid, highly marketable securities and properly margined, then a more appropriate rating might be special mention or watch.
- The borrower is involved in bankruptcy proceedings where collateral liquidation values are expected to fully protect the Company against loss.
- There is material, uncorrectable faulty documentation or materially suspect financial information.

Doubtful. Loans classified as doubtful, risk rated 9-Doubtful, have all the weaknesses inherent in one classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work towards strengthening of the loan, classification as a loss (and immediate charge-off) is deferred until more exact status may be determined. Pending factors include proposed merger, acquisition, liquidation procedures, capital injection, and perfection of liens on additional collateral and refinancing plans. In certain circumstances, a doubtful rating will be temporary, while the Company is awaiting an updated collateral valuation. In these cases, once the collateral is valued and appropriate margin applied, the remaining un-collateralized portion will be charged-off. The remaining balance, properly margined, may then be upgraded to substandard, however must remain on non-accrual.

Loss. Loans classified as loss, risk rated 10-Loss, are considered un-collectible and of such little value that the continuance as an active Company asset is not warranted. This rating does not mean that the loan has no recovery or salvage value, but rather that the loan should be charged-off now, even though partial or full recovery may be possible in the future.

Impaired. Loans are classified as impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal and interest when due, in accordance with the terms of the original loan agreement, without unreasonable delay. This generally includes all loans classified as nonaccrual and troubled debt restructurings. Impaired loans are risk rated for internal and regulatory rating purposes, but presented separately for clarification.

Homogeneous loans maintain their original risk rating until they are greater than 30 days past due, and risk rating reclassification is based primarily on the past due status of the loan. The risk rating categories can be generally described by the following groupings for commercial and commercial real estate homogeneous loans:

Watch. A homogeneous watch loan, risk rated 6, is 30-59 days past due from the required payment date at month-end.

Special Mention. A homogeneous special mention loan, risk rated 7, is 60-89 days past due from the required payment date at month-end.

S*ubstandard.* A homogeneous substandard loan, risk rated 8, is 90-179 days past due from the required payment date at month-end.

Loss. A homogeneous loss loan, risk rated 10, is 180 days and more past due from the required payment date. These loans are generally charged-off in the month in which the 180 day time period elapses.

The risk rating categories can be generally described by the following groupings for residential and home equity and other homogeneous loans:

Watch. A homogeneous retail watch loan, risk rated 6, is 60-89 days past due from the required payment date at month-end.

Substandard. A homogeneous retail substandard loan, risk rated 8, is 90-180 days past due from the required payment date at month-end.

Loss. A homogeneous retail loss loan, risk rated 10, becomes past due 180 cumulative days from the contractual due date. These loans are generally charged-off in the month in which the 180 day period elapses.

Residential and home equity loans modified in a troubled debt restructure are not considered homogeneous. The risk rating classification for such loans are based on the non-homogeneous definitions noted above.

The following tables summarize designated loan grades by loan portfolio segment and loan class.

	At December 31, 2015				
(in thousands)	Pass	Watch	Special mention	Substandard	Total
Consumer loans					
Single family	$ 1,165,990 [1]	$ 7,933	$ 16,439	$ 12,818	$ 1,203,180
Home equity and other	253,912	381	478	1,602	256,373
	1,419,902	8,314	16,917	14,420	1,459,553
Commercial loans					
Commercial real estate	535,903	55,058	7,067	2,675	600,703
Multifamily	403,604	20,738	1,657	558	426,557
Construction/land development	552,819	25,520	4,407	414	583,160
Commercial business	120,969	30,300	1,731	1,262	154,262
	1,613,295	131,616	14,862	4,909	1,764,682
	$ 3,033,197	$ 139,930	$ 31,779	$ 19,329	$ 3,224,235

(1) Includes $21.5 million of loans where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

	At December 31, 2014				
(in thousands)	Pass	Watch	Special mention	Substandard	Total
Consumer loans					
Single family	$ 865,641	$ 361	$ 21,714	$ 8,949	$ 896,665
Home equity and other	133,338	82	652	1,526	135,598
	998,979	443	22,366	10,475	1,032,263
Commercial loans					
Commercial real estate	441,509	67,434	13,066	1,455	523,464
Multifamily	50,495	1,516	3,077	—	55,088
Construction/land development	361,167	2,830	1,261	2,676	367,934
Commercial business	115,665	25,724	3,690	2,370	147,449
	968,836	97,504	21,094	6,501	1,093,935
	$ 1,967,815	$ 97,947	$ 43,460	$ 16,976	$ 2,126,198

As of December 31, 2015 and 2014, none of the Company's loans were rated Doubtful or Loss.

Nonaccrual and Past Due Loans

Loans are placed on nonaccrual status when the full and timely collection of principal and interest is doubtful, generally when the loan becomes 90 days or more past due for principal or interest payment or if part of the principal balance has been charged off. Loans whose repayments are insured by the FHA or guaranteed by the VA are generally maintained on accrual status even if 90 days or more past due.

The following table presents an aging analysis of past due loans by loan portfolio segment and loan class.

(in thousands)	At December 31, 2015 30-59 days past due	60-89 days past due	90 days or more past due	Total past due	Current	Total loans	90 days or more past due and accruing[2]
Consumer loans							
Single family	$ 7,098	$ 3,537	$ 48,714	$ 59,349	$ 1,143,831 [1]	$ 1,203,180	$ 36,595 [2]
Home equity and other	1,095	398	1,576	3,069	253,304	256,373	—
	8,193	3,935	50,290	62,418	1,397,135	1,459,553	36,595
Commercial loans							
Commercial real estate	233	—	2,341	2,574	598,129	600,703	—
Multifamily	—	—	119	119	426,438	426,557	—
Construction/land development	77	—	339	416	582,744	583,160	—
Commercial business	—	—	692	692	153,570	154,262	17
	310	—	3,491	3,801	1,760,881	1,764,682	17
	$ 8,503	$ 3,935	$ 53,781	$ 66,219	$ 3,158,016	$ 3,224,235	$ 36,612

(in thousands)	At December 31, 2014 30-59 days past due	60-89 days past due	90 days or more past due	Total past due	Current	Total loans	90 days or more past due and accruing[2]
Consumer loans							
Single family	$ 7,832	$ 2,452	$ 43,105	$ 53,389	$ 843,276	$ 896,665	$ 34,737 [2]
Home equity and other	371	81	1,526	1,978	133,620	135,598	—
	8,203	2,533	44,631	55,367	976,896	1,032,263	34,737
Commercial loans							
Commercial real estate	—	—	4,843	4,843	518,621	523,464	—
Multifamily	—	—	—	—	55,088	55,088	—
Construction/land development	—	1,261	—	1,261	366,673	367,934	—
Commercial business	611	3	1,527	2,141	145,308	147,449	250
	611	1,264	6,370	8,245	1,085,690	1,093,935	250
	$ 8,814	$ 3,797	$ 51,001	$ 63,612	$ 2,062,586	$ 2,126,198	$ 34,987

(1) Includes $21.5 million of loans at December 31, 2015 where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.
(2) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on accrual status if they are determined to have little to no risk of loss.

The following tables present performing and nonperforming loan balances by loan portfolio segment and loan class.

(in thousands)	At December 31, 2015 Accrual	Nonaccrual	Total
Consumer loans			
Single family	$ 1,191,061 (1)	$ 12,119	$ 1,203,180
Home equity and other	254,797	1,576	256,373
	1,445,858	13,695	1,459,553
Commercial loans			
Commercial real estate	598,362	2,341	600,703
Multifamily	426,438	119	426,557
Construction/land development	582,821	339	583,160
Commercial business	153,588	674	154,262
	1,761,209	3,473	1,764,682
	$ 3,207,067	$ 17,168	$ 3,224,235

(1) Includes $21.5 million of loans at December 31, 2015 where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

(in thousands)	At December 31, 2014 Accrual	Nonaccrual	Total
Consumer loans			
Single family	$ 888,297	$ 8,368	$ 896,665
Home equity and other	134,072	1,526	135,598
	1,022,369	9,894	1,032,263
Commercial loans			
Commercial real estate	518,621	4,843	523,464
Multifamily	55,088	—	55,088
Construction/land development	367,934	—	367,934
Commercial business	146,172	1,277	147,449
	1,087,815	6,120	1,093,935
	$ 2,110,184	$ 16,014	$ 2,126,198

The following tables present information about TDR activity during the periods presented.

		Year Ended December 31, 2015		
(dollars in thousands)	Concession type	Number of loan modifications	Recorded investment	Related charge-offs
Consumer loans				
Single family				
	Interest rate reduction	47	$ 10,167	$ —
Home equity and other				
	Interest rate reduction	2	130	—
Total consumer				
	Interest rate reduction	49	10,297	—
		49	10,297	—
Commercial loans				
Commercial business				
	Interest rate reduction	2	482	—
Total commercial				
	Interest rate reduction	2	482	—
		2	482	—
Total loans				
	Interest rate reduction	51	10,779	—
		51	$ 10,779	$ —

(dollars in thousands)	Concession type	Year Ended December 31, 2014 Number of loan modifications	Recorded investment	Related charge-offs
Consumer loans				
Single family				
	Interest rate reduction	62	$ 12,012	$ —
	Payment restructure	10	1,991	—
Home equity and other				
	Interest rate reduction	3	430	—
	Payment restructure	1	58	—
Total consumer				
	Interest rate reduction	65	12,442	—
	Payment restructure	11	2,049	—
		76	14,491	—
Commercial loans				
Commercial real estate				
	Interest rate reduction	1	1,181	—
	Payment restructure	3	4,248	—
Commercial business				
	Interest rate reduction	2	117	—
	Payment restructure	3	1,270	—
	Forgiveness of principal	2	599	554
Total commercial				
	Interest rate reduction	3	1,298	—
	Payment restructure	6	5,518	—
	Forgiveness of principal	2	599	554
		11	7,415	554
Total loans				
	Interest rate reduction	68	13,740	—
	Payment restructure	17	7,567	—
	Forgiveness of principal	2	599	554
		87	$ 21,906	$ 554

(dollars in thousands)	Concession type	December 31, 2013 Number of loan modifications	Recorded investment	Related charge-offs
Consumer loans				
Single family				
	Interest rate reduction	104	$ 22,605	$ —
Home equity and other				
	Interest rate reduction	9	571	—
Total consumer				
	Interest rate reduction	113	23,176	—
		113	23,176	—
Total loans				
	Interest rate reduction	113	23,176	—
		113	$ 23,176	$ —

The following tables present loans that were modified as TDRs within the previous 12 months and subsequently re-defaulted during the years ended December 31, 2015 and 2014, respectively. A TDR loan is considered re-defaulted when it becomes doubtful that the objectives of the modifications will be met, generally when a consumer loan TDR becomes 60 days or more past due on principal or interest payments or when a commercial loan TDR becomes 90 days or more past due on principal or interest payments.

	Year Ended December 31,			
	2015		2014	
(dollars in thousands)	Number of loan relationships that re-defaulted	Recorded investment	Number of loan relationships that re-defaulted	Recorded investment
Consumer loans				
Single family	10	$ 2,270	7	$ 1,010
Home equity and other	1	68	1	190
	11	2,338	8	1,200
	11	$ 2,338	8	$ 1,200

NOTE 6–OTHER REAL ESTATE OWNED:

Other real estate owned consisted of the following.

	At December 31,	
(in thousands)	2015	2014
Single family	$ 302	$ 1,613
Commercial real estate	4,332	2,062
Construction/land development	4,661	7,076
	9,295	10,751
Valuation allowance	(1,764)	(1,303)
	$ 7,531	$ 9,448

Activity in other real estate owned was as follows.

	Year Ended December 31,	
(in thousands)	2015	2014
Beginning balance	$ 9,448	$ 12,911
Additions	4,448	4,130
Loss provisions	(695)	(69)
Reductions related to sales	(5,670)	(7,524)
Ending balance	$ 7,531	$ 9,448

Activity in the valuation allowance for other real estate owned was as follows.

(in thousands)	Year Ended December 31, 2015	2014	2013
Beginning balance	$ 1,303	$ 1,697	$ 14,965
Loss provisions	695	69	603
(Charge-offs), net of recoveries	(234)	(463)	(13,871)
Ending balance	$ 1,764	$ 1,303	$ 1,697

The components of the net cost of operation and sale of other real estate owned are as follows.

(in thousands)	Year Ended December 31, 2015	2014	2013
Maintenance costs	$ 453	$ 436	$ 840
Loss provisions	695	69	603
Net gain on sales	(447)	(890)	(722)
Gain on transfer	—	—	(119)
Net operating income (loss)	(41)	(85)	1,209
Net cost of operation and sale of other real estate owned	$ 660	$ (470)	$ 1,811

At December 31, 2015, we had concentrations within the state of Washington, primarily in Pierce and Thurston Counties, representing 97.9% of the total balance of other real estate owned. At December 31, 2014, we had concentrations within the state of Washington, primarily in Thurston County, representing 88.5% of the total balance of other real estate owned.

NOTE 7–PREMISES AND EQUIPMENT, NET:

Premises and equipment consisted of the following.

(in thousands)	December 31, 2015	2014
Furniture and equipment	$ 58,856	$ 59,425
Leasehold improvements	36,602	22,516
Land and buildings	8,767	985
	104,225	82,926
Less: accumulated depreciation	(40,487)	(37,675)
	$ 63,738	$ 45,251

Depreciation expense for the years ended December 31, 2015, 2014, and 2013, was $10.9 million, $7.4 million, and $4.6 million, respectively.

NOTE 8–DEPOSITS:

Deposit balances, including stated rates, were as follows.

(in thousands)	At December 31, 2015	At December 31, 2014
Noninterest-bearing accounts	$ 643,028	$ 470,663
NOW accounts, 0.00% to 1.00% at December 31, 2015 and 0.00% to 1.00% at December 31, 2014	408,477	272,390
Statement savings accounts, due on demand, 0.00% to 1.00% at December 31, 2015 and 0.00% to 1.99% at December 31, 2014	292,092	200,638
Money market accounts, due on demand, 0.00% to 1.45% at December 31, 2015 and 0.00% to 1.45% at December 31, 2014	1,155,464	1,007,214
Certificates of deposit, 0.05% to 3.80% at December 31, 2015 and 0.05% to 3.80% at December 31, 2014	732,892	494,525
	$ 3,231,953	$ 2,445,430

There were $2.7 million and $2.2 million in public funds included in deposits at December 31, 2015 and 2014, respectively.

Interest expense on deposits was as follows.

(in thousands)	Year Ended December 31, 2015	2014	2013
NOW accounts	$ 1,773	$ 1,122	$ 924
Statement savings accounts	1,032	929	546
Money market accounts	4,945	4,362	3,899
Certificates of deposit	4,051	3,018	5,047
	$ 11,801	$ 9,431	$ 10,416

The weighted-average interest rates on certificates of deposit at December 31, 2015, 2014 and 2013 were 0.96%, 0.60% and 0.71% respectively.

Certificates of deposit outstanding mature as follows.

(in thousands)	At December 31, 2015
Within one year	$ 544,855
One to two years	124,420
Two to three years	21,242
Three to four years	28,581
Four to five years	13,794
	$ 732,892

The aggregate amount of time deposits in denominations of $100 thousand or more at December 31, 2015 and 2014 was $290.1 million and $188.7 million, respectively. The aggregate amount of time deposits in denominations of more than $250 thousand at December 31, 2015 and 2014 was $81.7 million and $30.2 million, respectively. There were $120.3 million and $176.1 million of brokered deposits at December 31, 2015 and 2014, respectively.

NOTE 9–FEDERAL HOME LOAN BANK AND OTHER BORROWINGS:

Federal Home Loan Bank

The Company borrows funds through advances from the FHLB. FHLB advances totaled $1.02 billion and $597.6 million as of December 31, 2015, and 2014, respectively.

Weighted-average interest rates on the advances were 0.64%, 0.41%, and 0.43% at December 31, 2015, 2014 and 2013, respectively. The advances may be collateralized by stock in the FHLB, pledged securities, and unencumbered qualifying loans. The Company has an available line of credit with the FHLB equal to 35.0% of assets, subject to collateralization requirements. Based on the amount of qualifying collateral available, borrowing capacity from the FHLB was $320.4 million as of December 31, 2015. The FHLB is not contractually bound to continue to offer credit to the Company, and the Company's access to credit from this agency for future borrowings may be discontinued at any time.

FHLB advances outstanding by contractual maturities were as follows.

	At December 31, 2015	
(in thousands)	Advances outstanding	Weighted-average interest rate
2016	$ 962,159	0.52%
2017	10,002	1.31
2018	30,408	2.20
2019	10,000	4.27
2020 and thereafter	5,590	5.31
	$ 1,018,159	0.64%

The Company, as a member of the FHLB, is required to own shares of FHLB stock. This requirement is based upon the amount of either the eligible collateral or advances outstanding from the FHLB. As of December 31, 2015 and 2014, the Company held $44.3 million and $33.9 million, respectively, of FHLB stock. FHLB stock is carried at par value and is restricted to transactions between the FHLB and its member institutions. FHLB stock can only be purchased or redeemed at par value. Both cash and dividends received on FHLB stock are reported in earnings.

Management periodically evaluates FHLB stock for other-than-temporary impairment. Management's determination of whether these investments are impaired is based on its assessment of ultimate recoverability of par value rather than recognizing temporary declines in value. The determination of whether the decline affects the ultimate recoverability is influenced by criteria such as: (1) the significance of the decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted; (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB; (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the FHLB; and (4) the liquidity position of the FHLB. Based on this evaluation, the Company determined there is not an other-than-temporary impairment of the FHLB stock investment as of December 31, 2015, or 2014.

Federal Reserve Bank of San Francisco

The Company may also borrow on a collateralized basis from the Federal Reserve Bank of San Francisco ("FRBSF"). At December 31, 2015 and 2014, there were no outstanding borrowings from the FRBSF. Based on the amount of qualifying collateral available, borrowing capacity from the FRBSF was $382.1 million at December 31, 2015. The FRBSF is not contractually bound to offer credit to the Company, and the Company's access to credit from this agency for future borrowings may be discontinued at any time.

Federal Funds Purchased and Securities Sold Under Agreements to Repurchase

Federal funds transactions involve lending reserve balances on a short-term basis. Securities borrowed or purchased under agreements to resell are collateralized lending transactions utilized to accommodate customer transactions, earn interest rate spreads, and obtain securities for settlement and for collateral. At December 31, 2015, we had no balance of federal funds purchased and securities sold under agreements to repurchase. At December 31, 2014, we had $50.0 million in federal funds purchased and no balance of securities sold under agreements to repurchase.

NOTE 10–LONG-TERM DEBT:

The Company raised capital by issuing trust preferred securities during the period from 2005 through 2007, resulting in a debt balance of $61.9 million that remains outstanding at December 31, 2015. In connection with the issuance of trust preferred securities, HomeStreet, Inc. issued to HomeStreet Statutory Trust Junior Subordinated Deferrable Interest Debentures. The sole assets of the HomeStreet Statutory Trust are the Subordinated Debt Securities I, II, III, and IV.

The Subordinated Debt Securities are as follows:

	HomeStreet Statutory			
(in thousands)	I	II	III	IV
Date issued	June 2005	September 2005	February 2006	March 2007
Amount	$5,155	$20,619	$20,619	$15,464
Interest rate	3 MO LIBOR + 1.70%	3 MO LIBOR + 1.50%	3 MO LIBOR + 1.37%	3 MO LIBOR + 1.68%
Maturity date	June 2035	December 2035	March 2036	June 2037
Call option[(1)]	5 years	5 years	5 years	5 years

(1) Call options are exercisable at par.

NOTE 11–DERIVATIVES AND HEDGING ACTIVITIES:

To reduce the risk of significant interest rate fluctuations on the value of certain assets and liabilities, such as certain mortgage loans held for sale or MSRs, the Company utilizes derivatives, such as forward sale commitments, futures, option contracts, interest rate swaps and swaptions as risk management instruments in its hedging strategy. Derivative transactions are measured in terms of notional amount, which is not recorded in the consolidated statements of financial condition. The notional amount is generally not exchanged and is used as the basis for interest and other contractual payments.

The use of derivatives as interest rate risk management instruments helps minimize significant, unplanned fluctuations in earnings, fair value of assets and liabilities, and cash flows caused by interest rate volatility. This approach involves mitigating the repricing characteristics of certain assets or liabilities so that changes in interest rates do not have a significant adverse effect on net interest margin and cash flows. As a result of interest rate fluctuations, hedged assets and liabilities will gain or lose market value. In a fair value hedging strategy, the effect of this gain or loss will generally be offset by the gain or loss on the derivatives linked to hedged assets or liabilities. In a cash flow hedging strategy, management manages the variability of cash payments due to interest rate fluctuations by the effective use of derivatives linked to hedged assets and liabilities. We held no derivatives designated as a fair value, cash flow or foreign currency hedge instrument at December 31, 2015 or 2014. Derivatives are reported at their respective fair values in the other assets or accounts payable and other liabilities line items on the consolidated statements of financial condition, with changes in fair value reflected in current period earnings.

As permitted under U.S. GAAP, the Company nets derivative assets and liabilities when a legally enforceable master netting agreement exists between the Company and the derivative counterparty, which are documented under industry standard master agreements and credit support annexes. The Company's master netting agreements provide that following an uncured payment default or other event of default the non-defaulting party may promptly terminate all transactions between the parties and determine a net amount due to be paid to, or by, the defaulting party. An event of default may also occur under a credit support annex if a party fails to make a collateral delivery (which remains uncured following applicable notice and grace periods). The Company's right of offset requires that master netting agreements are legally enforceable and that the exercise of rights by the non-defaulting party under these agreements will not be stayed, or avoided under applicable law upon an event of default including bankruptcy, insolvency or similar proceeding.

The collateral used under the Company's master netting agreements is typically cash, but securities may be used under agreements with certain counterparties. Receivables related to cash collateral that has been paid to counterparties is included in other assets on the Company's consolidated statements of financial condition. Any securities pledged to counterparties as collateral remain on the consolidated statement of financial condition. Refer to Note 4, *Investment Securities* for further information on securities collateral pledged. At December 31, 2015 and 2014, the Company did not hold any collateral received from counterparties under derivative transactions.

The Company’s derivative activities are monitored by the asset/liability management committee. The treasury function, which includes asset/liability management, is responsible for hedging strategies developed through analysis of data from financial models and other internal and industry sources. The resulting hedging strategies are incorporated into the overall risk management strategies.

For further information on the policies that govern derivative and hedging activities, see Note 1, *Summary of Significant Accounting Policies*.

The notional amounts and fair values for derivatives consist of the following.

	At December 31, 2015		
	Notional amount	Fair value derivatives	
(in thousands)		Asset	Liability
Forward sale commitments	$ 1,069,102	$ 1,885	$ (1,496)
Interest rate lock commitments	594,360	17,719	(8)
Interest rate swaps	1,109,350	8,670	(4,007)
Total derivatives before netting	$ 2,772,812	28,274	(5,511)
Netting adjustment/Cash collateral [1]		8,971	5,411
Carrying value on consolidated statements of financial condition		$ 37,245	$ (100)

(1) Includes cash collateral of $14.4 million at December 31, 2015, as part of netting adjustments which primarily consists of collateral transferred by the Company at the initiation of derivative transactions and held by the counterparty as security.

	At December 31, 2014		
	Notional amount	Fair value derivatives	
(in thousands)		Asset	Liability
Forward sale commitments	$ 934,986	$ 1,071	$ (5,658)
Interest rate swaptions	15,000	—	—
Interest rate lock commitments	392,687	11,939	(6)
Interest rate swaps	610,150	11,689	(972)
Total derivatives before netting	$ 1,952,823	24,699	(6,636)
Netting adjustment [1]		(5,858)	5,858
Carrying value on consolidated statements of financial condition		$ 18,841	$ (778)

(1) Excludes cash collateral of $20.4 million at December 31, 2014 as part of netting adjustments which primarily consists of collateral transferred by the Company at the initiation of derivative transactions and held by the counterparty as security.

The following tables present gross and net information about derivative instruments.

	At December 31, 2015				
(in thousands)	Gross fair value	Netting adjustments/Cash collateral [1]	Carrying value	Securities not offset in consolidated balance sheet (disclosure-only netting)	Net amount
Derivative assets	$ 28,274	$ 8,971	$ 37,245	$ —	$ 37,245
Derivative liabilities	$ (5,511)	$ 5,411	$ (100)	$ 5	$ (95)

(1) Includes cash collateral of $14.4 million at December 31, 2015, as part of netting adjustments which primarily consists of collateral transferred by the Company at the initiation of derivative transactions and held by the counterparty as security.

	At December 31, 2014					
(in thousands)	Gross fair value	Netting adjustments	Carrying value	Cash collateral paid [1]	Securities pledged	Net amount
Derivative assets	$ 24,699	$ (5,858)	$ 18,841	$ —	$ —	$ 18,841
Derivative liabilities	$ (6,636)	$ 5,858	$ (778)	$ —	$ 762	$ (16)

(1) Excludes cash collateral of $20.4 million at December 31, 2014, as part of the netting adjustments which primarily consists of collateral transferred by the Company at the initiation of derivative transactions and held by the counterparty as security. These amounts were not netted against the derivative receivables and payables, because, at an individual counterparty level, the collateral exceeded the fair value exposure at December 31, 2014.

Free-standing derivatives are used for fair value interest rate risk management purposes and do not qualify for hedge accounting treatment, referred to as economic hedges. Economic hedges are used to hedge against adverse changes in fair value of single family mortgage servicing rights (“single family MSRs”), interest rate lock commitments (“IRLCs”) for single family mortgage loans that the Company intends to sell, and single family mortgage loans held for sale.

Free-standing derivatives used as economic hedges for single family MSRs typically include positions in interest rate futures, options on 10-year treasury contracts, forward sales commitments on mortgage-backed securities, and interest rate swap and swaption contracts. The single family MSRs and the free-standing derivatives are carried at fair value with changes in fair value included in mortgage servicing income.

The free-standing derivatives used as economic hedges for IRLCs and single family mortgage loans held for sale are forward sales commitments on mortgage-backed securities and option contracts. IRLCs, single family mortgage loans held for sale, and the free-standing derivatives (“economic hedges”) are carried at fair value with changes in fair value included in net gain on mortgage loan origination and sale activities.

The following table presents the net gain (loss) recognized on derivatives, including economic hedge derivatives, within the respective line items in the statement of operations for the periods indicated.

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Recognized in noninterest income:			
Net gain on mortgage loan origination and sale activities [1]	$ 2,080	$ (17,258)	$ 12,904
Mortgage servicing income [2]	11,709	39,727	(20,432)
	$ 13,789	$ 22,469	$ (7,528)

(1) Comprised of IRLCs and forward contracts used as an economic hedge of IRLCs and single family mortgage loans held for sale.

(2) Comprised of interest rate swaps, interest rate swaptions and forward contracts used as an economic hedge of single family MSRs.

NOTE 12–MORTGAGE BANKING OPERATIONS:

Loans held for sale consisted of the following.

(in thousands)	At December 31, 2015	2014
Single family	$ 632,273 (1)	$ 610,350
Multifamily	11,076	10,885
Other	6,814	—
Total loans held for sale	$ 650,163	$ 621,235

(1) Includes $3.4 million in SBA loans held for sale at December 31, 2015.

Loans sold consisted of the following.

(in thousands)	Year Ended December 31, 2015	2014	2013
Single family	$ 7,038,635	$ 3,979,398	$ 4,733,473
Multifamily	204,744	141,859	104,016
Other	29,313	—	—
Total loans sold	$ 7,272,692	$ 4,121,257	$ 4,837,489

Net gain on mortgage loan origination and sale activities, including the effects of derivative risk management instruments, consisted of the following.

(in thousands)	Year Ended December 31, 2015	2014	2013
Single family:			
Servicing value and secondary market gains (1)	$ 205,513	$ 109,063	$ 128,391
Loan origination and funding fees	22,221	25,572	30,051
Total single family	227,734	134,635	158,442
Multifamily	7,125	4,723	5,306
Other	1,529	4,764 (2)	964
Total net gain on mortgage loan origination and sale activities	$ 236,388	$ 144,122	$ 164,712

(1) Comprised of gains and losses on interest rate lock commitments (which considers the value of servicing), single family loans held for sale, forward sale commitments used to economically hedge secondary market activities, and changes in the Company's repurchase liability for loans that have been sold.

(2) Includes $4.6 million in pre-tax gain during 2014 from the sale of loans that were originally held for investment.

The Company’s portfolio of loans serviced for others is primarily comprised of loans held in U.S. government and agency MBS issued by Fannie Mae, Freddie Mac and Ginnie Mae. Loans serviced for others are not included in the consolidated statements of financial condition as they are not assets of the Company.

The composition of loans serviced for others is presented below at the unpaid principal balance.

(in thousands)	At December 31, 2015	2014
Single family		
U.S. government and agency	$ 14,628,596	$ 10,630,864
Other	719,215	585,344
	15,347,811	11,216,208
Commercial		
Multifamily	924,367	752,640
Other	79,513	82,354
	1,003,880	834,994
Total loans serviced for others	$ 16,351,691	$ 12,051,202

The Company has made representations and warranties that the loans sold meet certain requirements. The Company may be required to repurchase mortgage loans or indemnify loan purchasers due to defects in the origination process of the loan, such as documentation errors, underwriting errors and judgments, appraisal errors, early payment defaults and fraud. For further information on the Company's mortgage repurchase liability, see Note 13, *Commitments, Guarantees and Contingencies.*

The following is a summary of changes in the Company's liability for estimated mortgage repurchase losses.

(in thousands)	Year Ended December 31, 2015	2014
Balance, beginning of period	$ 1,956	$ 1,260
Additions [1]	2,764	1,430
Realized losses [2]	(1,798)	(734)
Balance, end of period	$ 2,922	$ 1,956

(1) Includes additions for new loan sales and changes in estimated probable future repurchase losses on previously sold loans.

(2) Includes principal losses and accrued interest on repurchased loans, “make-whole” settlements, settlements with claimants and certain related expense.

Advances are made to Ginnie Mae mortgage pools for delinquent loan payments. We also fund foreclosure costs and we repurchase loans from Ginnie Mae mortgage pools prior to recovery of guaranteed amounts. Ginnie Mae advances of $9.6 million and $7.8 million were recorded in other assets as of December 31, 2015 and 2014, respectively.

When the Company has the unilateral right to repurchase Ginnie Mae pool loans it has previously sold (generally loans that are more than 90 days past due), the Company then records the loan on its consolidated statement of financial condition. At December 31, 2015 and 2014, delinquent or defaulted mortgage loans currently in Ginnie Mae pools that the Company has recognized on its consolidated statements of financial condition totaled $29.0 million and $21.2 million, respectively, with a corresponding amount recorded within accounts payable and other liabilities on the consolidated statements of financial condition. The recognition of previously sold loans does not impact the accounting for the previously recognized MSRs.

Revenue from mortgage servicing, including the effects of derivative risk management instruments, consisted of the following.

(in thousands)	Year Ended December 31, 2015	2014	2013
Servicing income, net:			
Servicing fees and other	$ 42,197	$ 37,818	$ 34,173
Changes in fair value of single family MSRs due to modeled amortization [1]	(34,038)	(26,112)	(24,321)
Amortization of multifamily MSRs	(1,992)	(1,712)	(1,803)
	6,167	9,994	8,049
Risk management, single family MSRs:			
Changes in fair value due to changes in model inputs and/or assumptions [2]	6,555	(15,629)	$ 29,456
Net gain from derivatives economically hedging MSR	11,709	39,727	(20,432)
	18,264	24,098	9,024
Mortgage servicing income	$ 24,431	$ 34,092	$ 17,073

(1) Represents changes due to collection/realization of expected cash flows and curtailments.

(2) Principally reflects changes in model assumptions, including prepayment speed assumptions, which are primarily affected by changes in mortgage interest rates.

All MSRs are initially measured and recorded at fair value at the time loans are sold. Single family MSRs are subsequently carried at fair value with changes in fair value reflected in earnings in the periods in which the changes occur, while multifamily MSRs are subsequently carried at the lower of amortized cost or fair value.

The fair value of MSRs is determined based on the price that would be received to sell the MSRs in an orderly transaction between market participants at the measurement date. The Company determines fair value using a valuation model that calculates the net present value of estimated future cash flows. Estimates of future cash flows include contractual servicing fees, ancillary income and costs of servicing, the timing of which are impacted by assumptions, primarily expected prepayment speeds and discount rates, which relate to the underlying performance of the loans.

The initial fair value measurement of MSRs is adjusted up or down depending on whether the underlying loan pool interest rate is at a premium, discount or par. Key economic assumptions used in measuring the initial fair value of capitalized single family MSRs were as follows.

(rates per annum) [1]	Year Ended December 31, 2015	2014	2013
Constant prepayment rate ("CPR") [2]	14.95%	13.30%	9.28%
Discount rate [3]	10.29%	10.50%	10.25%

(1) Weighted average rates for sales during the period for sales of loans with similar characteristics.

(2) Represents the expected lifetime average.

(3) Discount rate is a rate based on market observations.

Key economic assumptions and the sensitivity of the current fair value for single family MSRs to immediate adverse changes in those assumptions were as follows.

(dollars in thousands)	At December 31, 2015	
Fair value of single family MSR	$	156,604
Expected weighted-average life (in years)		5.21
Constant prepayment rate [(1)]		15.30%
Impact on 25 basis points adverse change	$	(12,130)
Impact on 50 basis points adverse change	$	(25,352)
Discount rate		10.50%
Impact on fair value of 100 basis points increase	$	(4,939)
Impact on fair value of 200 basis points increase	$	(9,519)

(1) Represents the expected lifetime average.

These sensitivities are hypothetical and subject to key assumptions of the underlying valuation model. As the table above demonstrates, the Company’s methodology for estimating the fair value of MSRs is highly sensitive to changes in key assumptions. For example, actual prepayment experience may differ and any difference may have a material effect on MSR fair value. Changes in fair value resulting from changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in this table, the effect of a variation in a particular assumption on the fair value of the MSRs is calculated without changing any other assumption; in reality, changes in one factor may be associated with changes in another (for example, decreases in market interest rates may provide an incentive to refinance; however, this may also indicate a slowing economy and an increase in the unemployment rate, which reduces the number of borrowers who qualify for refinancing), which may magnify or counteract the sensitivities. Thus, any measurement of MSR fair value is limited by the conditions existing and assumptions made as of a particular point in time. Those assumptions may not be appropriate if they are applied to a different point in time.

The changes in single family MSRs measured at fair value are as follows.

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Beginning balance	$ 112,439	$ 153,128	$ 87,396
Additions and amortization:			
Originations	70,659	43,231	60,576
Purchases	989	19	21
Sale of single family MSRs	—	(43,248)	—
Changes due to modeled amortization[(1)]	(34,038)	(26,112)	(24,321)
Net additions and amortization	37,610	(26,110)	36,276
Changes in fair value due to changes in model inputs and/or assumptions [(2)]	6,555	(14,579)	29,456
Ending balance	$ 156,604	$ 112,439	$ 153,128

(1) Represents changes due to collection/realization of expected cash flows and curtailments.

(2) Principally reflects changes in model assumptions, including prepayment speed assumptions, which are primarily affected by changes in mortgage interest rates.

MSRs resulting from the sale of multifamily loans are recorded at fair value and subsequently carried at the lower of amortized cost or fair value. Multifamily MSRs are amortized in proportion to, and over, the estimated period the net servicing income will be collected.

The changes in multifamily MSRs measured at the lower of amortized cost or fair value were as follows.

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Beginning balance	$ 10,885	$ 9,335	$ 8,097
Origination	5,758	3,260	3,027
Amortization	(1,992)	(1,710)	(1,789)
Ending balance	$ 14,651	$ 10,885	$ 9,335

At December 31, 2015, the expected weighted-average life of the Company's multifamily MSRs was 9.83 years. Projected amortization expense for the gross carrying value of multifamily MSRs is estimated as follows.

(in thousands)	At December 31, 2015
2016	$ 2,208
2017	2,086
2018	1,930
2019	1,823
2020	1,691
2021 and thereafter	4,913
Carrying value of multifamily MSR	$ 14,651

The projected amortization expense of multifamily MSRs is an estimate and subject to key assumptions of the underlying valuation model. The amortization expense for future periods was calculated by applying the same quantitative factors, such as actual MSR prepayment experience and discount rates, which were used to determine amortization expense. These factors are inherently subject to significant fluctuations, primarily due to the effect that changes in interest rates may have on expected loan prepayment experience. Accordingly, any projection of MSR amortization in future periods is limited by the conditions that existed at the time the calculations were performed and may not be indicative of actual amortization expense that will be recorded in future periods.

NOTE 13–COMMITMENTS, GUARANTEES AND CONTINGENCIES:

Commitments

Commitments to extend credit are agreements to lend to customers in accordance with predetermined contractual provisions. These commitments may be for specific periods or contain termination clauses and may require the payment of a fee by the borrower. The total amount of unused commitments do not necessarily represent future credit exposure or cash requirements in that commitments may expire without being drawn upon.

The Company makes certain unfunded loan commitments as part of its lending activities that have not been recognized in the Company's financial statements. These include commitments to extend credit made as part of the Company's lending activities on loans the Company intends to hold in its loans held for investment portfolio. The aggregate amount of these unrecognized unfunded loan commitments existing at December 31, 2015 and 2014 was $52.9 million and $72.0 million, respectively.

In the ordinary course of business, the Company extends secured and unsecured open-end loans to meet the financing needs of its customers. Undistributed construction loan commitments, where the Company has an obligation to advance funds for construction progress payments, were $456.4 million and $379.4 million at December 31, 2015 and 2014, respectively. Unused home equity and commercial banking funding lines totaled $216.5 million and $149.4 million at December 31, 2015 and 2014, respectively. The Company has recorded an allowance for credit losses on loan commitments, included in accounts payable and other liabilities on the consolidated statements of financial condition, of $1.4 million and $503 thousand at December 31, 2015 and 2014, respectively.

The Company is obligated under non-cancelable leases for office space. Generally, the office leases also contain five-year renewal and space options. Rental expense under non-cancelable operating leases totaled $20.1 million, $15.3 million, and $11.4 million for the years ended December 31, 2015, 2014, and 2013, respectively.

Minimum rental payments for all non-cancelable leases were as follows.

(in thousands)	At December 31, 2015
2016	$ 19,486
2017	18,987
2018	17,328
2019	14,530
2020	12,071
2021 and thereafter	55,073
	$ 137,475

Guarantees

In the ordinary course of business, the Company sells loans through the Fannie Mae Multifamily Delegated Underwriting and Servicing Program ("DUS"®) that are subject to a credit loss sharing arrangement. The Company services the loans for Fannie Mae and shares in the risk of loss with Fannie Mae under the terms of the DUS contracts. Under the program, the DUS lender is contractually responsible for the first 5% of losses and then shares in the remainder of losses with Fannie Mae with a maximum lender loss of 20% of the original principal balance of each DUS loan. For loans that have been sold through this program, a liability is recorded for this loss sharing arrangement under the accounting guidance for guarantees. As of December 31, 2015 and 2014, the total unpaid principal balance of loans sold under this program was $924.4 million and $752.6 million, respectively. The Company's reserve liability related to this arrangement totaled $3.0 million and $2.3 million at December 31, 2015 and 2014, respectively. There were no actual losses incurred under this arrangement during the years ended December 31, 2015, 2014 and 2013.

Mortgage repurchase liability

In the ordinary course of business, the Company sells residential mortgage loans to GSEs and other entities. In addition, the Company pools FHA-insured and VA-guaranteed mortgage loans into Ginnie Mae, Fannie Mae and Freddie Mac guaranteed mortgage-backed securities. The Company has made representations and warranties that the loans sold meet certain requirements. The Company may be required to repurchase mortgage loans or indemnify loan purchasers due to defects in the origination process of the loan, such as documentation errors, underwriting errors and judgments, early payment defaults and fraud.

These obligations expose the Company to mark-to-market and credit losses on the repurchased mortgage loans after accounting for any mortgage insurance that we may receive. Generally, the maximum amount of future payments the Company would be required to make for breaches of these representations and warranties would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers plus, in certain circumstances, accrued and unpaid interest on such loans and certain expenses.

The Company does not typically receive repurchase requests from the FHA or VA. As an originator of FHA-insured or VA-guaranteed loans, the Company is responsible for obtaining the insurance with FHA or the guarantee with the VA. If loans are later found not to meet the requirements of FHA or VA, through required internal quality control reviews or through agency audits, the Company may be required to indemnify FHA or VA against losses. The loans remain in Ginnie Mae pools unless and until they are repurchased by the Company. In general, once an FHA or VA loan becomes 90 days past due, the Company repurchases the FHA or VA residential mortgage loan to minimize the cost of interest advances on the loan. If the loan is cured through borrower efforts or through loss mitigation activities, the loan may be resold into a Ginnie Mae pool. The Company's liability for mortgage loan repurchase losses incorporates probable losses associated with such indemnification.

The total unpaid principal balance of loans sold on a servicing-retained basis that were subject to the terms and conditions of these representations and warranties totaled $15.43 billion and $11.30 billion as of December 31, 2015 and 2014, respectively. At December 31, 2015 and 2014, the Company had recorded a mortgage repurchase liability for loans sold on a servicing-retained and servicing-released basis, included in accounts payable and other liabilities on the consolidated statements of financial condition, of $2.9 million and $2.0 million, respectively.

Contingencies

In the normal course of business, the Company may have various legal claims and other similar contingent matters outstanding for which a loss may be realized. For these claims, the Company establishes a liability for contingent losses when it is probable that a loss has been incurred and the amount of loss can be reasonably estimated. For claims determined to be reasonably possible but not probable of resulting in a loss, there may be a range of possible losses in excess of the established liability. At December 31, 2015, we reviewed our legal claims and determined that there were no material claims that were considered to be probable or reasonably possible of resulting in a loss. As a result, the Company did not have any material amounts reserved for legal claims as of December 31, 2015.

NOTE 14–INCOME TAXES:

Income tax expense (benefit) consisted of following:

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Current (benefit) expense	$ (801)	$ 24,490	$ (21,166)
Deferred expense (benefit)	15,903	(14,247)	32,151
Tax credit investment amortization	486	813	—
Total income tax expense	$ 15,588	$ 11,056	$ 10,985

Income tax expense differed from amounts computed at the federal income tax statutory rate as follows:

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Income taxes at statutory rate	$ 19,917	$ 11,660	$ 12,178
Tax-exempt interest	(1,307)	(1,265)	(1,452)
State income tax expense net of federal tax benefit	715	221	148
Reversal of deferred tax consequences on historical AFS	(1,107)	—	—
Valuation allowance	—	—	—
Tax credits	(903)	(717)	(293)
Low Income Housing Tax Credit Partnerships	658	617	—
Change in state rate	722	248	—
Bargain purchase gain	(2,704)	—	—
Other, net	(403)	292	404
Total income tax expense	$ 15,588	$ 11,056	$ 10,985

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and those amounts used for tax return purposes. The tax effect of temporary differences that give rise to significant portions of deferred tax assets and deferred tax liabilities consisted of the following:

	At December 31,	
(in thousands)	2015	2014
Deferred tax assets:		
Provision for loan losses	$ 15,843	$ 11,890
Federal and state net operating loss carryforwards	4,979	10,044
Section 382 built-in loss limitation	—	5,291
Other real estate owned	656	468
Accrued liabilities	3,524	2,199
Other investments	319	330
Leases	1,976	1,153
Unrealized loss on investment securities available for sale	1,304	—
Tax credits	1,178	3,358
Stock options	999	902
Loan valuation	5,752	497
Other, net	2,753	236
	39,283	36,368
Valuation allowance	—	—
	39,283	36,368
Deferred tax liabilities:		
Mortgage servicing rights	(48,540)	(34,030)
Unrealized gain on investment securities available for sale	—	(252)
FHLB dividends	(190)	(4,348)
Deferred loan fees and costs	(2,108)	(1,943)
Premises and equipment	(5,282)	(1,865)
Other intangibles - core deposit intangible	(2,829)	(700)
Other, net	(190)	(242)
	(59,139)	(43,380)
Net deferred tax liability	$ (19,856)	$ (7,012)

The Company currently has a net deferred tax liability. This net deferred tax liability is included in accounts payable and other liabilities on the consolidated statements of financial condition.

As a consequence of our initial public offering (IPO) in February 2012 and subsequent acquisitions, the Company is subject to the limitation of Section 382 of the Internal Revenue Code of 1986, as amended, and similar state tax provisions. Section 382 limits the Company’s annual utilization of net operating losses and other tax attributes incurred prior to the change of control against post-change income. Specifically, the Company is subject to annual limitations on the amounts of net operating loss and credit carryover that the Company can use from its pre-IPO period, or from the pre-acquisition periods of Yakima National Bank, Fortune Bank and Simplicity Bancorp.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to utilize the existing deferred tax assets. As of December 31, 2015 management determined that sufficient evidence exists to support the future utilization of all of the Company’s deferred tax assets.

At December 31, 2015, the Company has federal net operating loss carryforwards totaling $13.9 million, which expire between 2029 and 2033. In addition, as of December 31, 2015, the Company has an alternative minimum tax credit of $1.2 million that may be carried forward indefinitely. The Company also has state net operating loss carryforwards of $1.7 million that expire between 2016 and 2030.

Retained earnings at December 31, 2015 and 2014 include approximately $12.7 million in tax basis bad debt reserves for which no income tax liability has been recorded. This represents the balance of bad debt reserves created for tax purposes as of December 31, 1987. These amounts are subject to recapture (i.e., included in taxable income) in certain events, such as in the event HomeStreet Bank ceases to be a bank. In the event of recapture, the Company will incur a federal tax liability on this pre-1988 bad debt reserve balance at the then prevailing corporate tax rate, which tax liability is estimated at $4.4 million as of December 31, 2015.

The Company has recorded unrecognized tax benefits (including potential interest of $19 thousand) of $438 thousand as of December 31, 2015. There were no unrecognized tax benefits at December 31, 2014. The Company does not expect the uncertainty related to its unrecognized tax benefits to be resolved within the next twelve months. A reconciliation of our unrecognized tax benefits, excluding accrued interest and penalties, for the years ended December 31, 2015, 2014 and 2013 is as follows:

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Balance, beginning of year	$ —	$ —	$ —
Increases related to prior year tax positions	419	—	—
Decreases related to prior year tax positions	—	—	—
Income taxes at statutory rate	—	—	—
Settlements	—	—	—
Lapse of statute	—	—	—
Balance, end of year	$ 419	$ —	$ —

The Company files Federal income tax returns with the Internal Revenue Service and state income tax returns with various state tax authorities. The Company’s income tax returns are open for examination for the tax years 2012 through 2015.

NOTE 15–401(k) SAVINGS PLAN:

The Company maintains a 401(k) Savings Plan for the benefit of its employees. Substantially all of the Company's employees are eligible to participate in the HomeStreet, Inc. 401(k) Savings Plan (the "Plan"). The Plan provides for payment of retirement benefits to employees pursuant to the provisions of the plan and in conformity with Section 401(k) of the Internal Revenue Code. Employees may elect to have a portion of their salary contributed to the Plan. New employees are automatically enrolled in the Plan at a 3.0% deferral rate unless they elect otherwise. Participants receive a vested employer matching contribution equal to 100% of the first 3.0% of eligible compensation deferred by the participant and 50% of the next 2.0% of eligible compensation deferred by the participant.

Salaries and related costs for the years ended December 31, 2015, 2014, and 2013, included employer contributions of $6.1 million, $4.5 million and $3.7 million, respectively.

NOTE 16–SHARE-BASED COMPENSATION PLANS:

For the years ended December 31, 2015, 2014, and 2013, the Company recognized $1.1 million, $1.5 million, and $1.1 million of compensation cost, respectively, for share-based compensation awards.

2014 Equity Incentive Plan

In May 2014, the shareholders approved the Company's 2014 Equity Incentive Plan (the “2014 EIP”). Under the 2014 EIP, all of the Company’s officers, employees, directors and/or consultants are eligible to receive awards. Awards which may be granted under the 2014 EIP include incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, unrestricted stock, performance share awards and performance compensation awards. The maximum amount of HomeStreet, Inc. common stock available for grant under the 2014 EIP is 900,000 shares, which includes shares of common stock that were still available for issuance under the 2010 Plan and the 2011 Plan.

Nonqualified Stock Options

The Company grants nonqualified options to key senior management personnel. A summary of changes in nonqualified stock options granted for the year ended December 31, 2015 is as follows:

	Number	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value [2] (in thousands)
Options outstanding at December 31, 2014	601,024	$ 12.16	7.2 years	$ 3,329
Granted	—	—	0.0 years	—
Cancelled or forfeited	(15,136)	20.71	7.4 years	16
Exercised	(44,971)	15.42	6.4 years	285
Options outstanding at December 31, 2015	540,917	11.65	6.2 years	5,443
Options that are exercisable and expected to be exercisable [1]	540,900	11.65	6.2 years	5,443
Options exercisable	540,043	$ 11.63	6.2 years	$ 5,443

(1) Adjusted for estimated forfeitures.

(2) Intrinsic value is the amount by which fair value of the underlying stock exceeds the exercise price.

Under this plan, 44,971 options have been exercised during the year ended December 31, 2015, resulting in cash received and related income tax benefits totaling $693 thousand. As of December 31, 2015, there was $2 thousand of total unrecognized compensation costs related to stock options. Compensation costs are recognized over the requisite service period, which typically is the vesting period. Unrecognized compensation costs are expected to be recognized over the remaining weighted-average requisite service period of four months.

As observable market prices are generally not available for estimating the fair value of stock options, an option-pricing model is utilized to estimate fair value. The fair value of the options granted during 2013 was estimated as of the grant date using a Black-Scholes Merton (“Black-Scholes”) model and the assumptions noted in the following table. There were no options granted during the year ended December 31, 2015 and 2014.

	Year Ended December 31, 2013
Weighted-average fair value per share	$ 8.78
Expected term of the option	6 years
Expected stock price volatility	50.04%
Annual risk-free interest rate	1.18%
Expected annual dividend yield	2.03%

The weighted-average expected term of 6 years used to value option awards issued in 2013 was an estimate based on an expectation that the holders of the stock options, once vested, will exercise them – ultimately reflecting the settlement of all vested options. As the Company did not have historical exercise behavior to reference for these types of options, the Company leveraged the “simplified” method for estimating the expected term of these “plain vanilla” stock options.

When estimating expected volatility and the dividend yield, the Company considered historical data of other similar entities that were publicly traded over a period commensurate with the life of the options. A single median was derived for each input from this population.

Restricted Shares

The Company grants restricted shares to key senior management personnel and directors. A summary of the status of restricted shares follows.

	Number		Weighted Average Grant Date Fair Value
Restricted shares outstanding at December 31, 2014	118,517	$	18.26
Granted	107,507		18.41
Cancelled or forfeited	(40,179)		18.63
Vested	(26,636)		17.33
Restricted shares outstanding at December 31, 2015	159,209		18.42
Nonvested at December 31, 2015	159,209	$	18.42

At December 31, 2015, there was $1.8 million of total unrecognized compensation cost related to nonvested restricted shares. Unrecognized compensation cost is generally expected to be recognized over a weighted average period of 1.9 years. Restricted share awards granted to senior management vest based upon the achievement of certain market conditions. One-third vested when the 30-day rolling average share price exceeded 25% of the grant date fair value; one-third vested when the 30-day rolling average share price exceeded 40% of the grant date fair value; and one-third vested when the 30-day rolling average share price exceeded 50% of the grant date fair value. The Company accrues compensation expense based upon an estimate of the awards' expected vesting period. If a market condition is satisfied prior to the end of the estimated vesting period any unrecognized compensation costs associated with the portion of restricted shares that vested earlier than expected are immediately recognized in earnings.

Certain restricted stock awards granted to senior management during 2015 and 2014 contain both service conditions and performance conditions. Restricted stock units (“RSUs”) are stock awards with a pro-rata three year vesting, and the fair market value of the awards are determined at the grant date. Performance share units ("PSUs") are stock awards where the number of shares ultimately received by the employee depends on the company’s performance against specified targets and vest over a three-year period. The fair value of each PSU is determined on the grant date, based on the company’s stock price, and assumes that performance targets will be achieved. Over the performance period, the number of shares of stock that will be issued is adjusted upward or downward based upon the probability of achievement of performance targets. The ultimate number of shares issued and the related compensation cost recognized as expense will be based on a comparison of the final performance metrics to the specified targets. Compensation cost is recognized over the requisite three-year service period on a straight-line basis and adjusted for changes in the probability that the performance targets will be achieved.

NOTE 17–FAIR VALUE MEASUREMENT:

The term "fair value" is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The Company’s approach is to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements.

Fair Value Hierarchy

A three-level valuation hierarchy has been established under ASC 820 for disclosure of fair value measurements. The valuation hierarchy is based on the observability of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument’s categorization within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. The levels are defined as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. This includes quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability for substantially the full term of the financial instrument.
- Level 3 – Unobservable inputs for the asset or liability. These inputs reflect the Company’s assumptions of what market participants would use in pricing the asset or liability.

The Company's policy regarding transfers between levels of the fair value hierarchy is that all transfers are assumed to occur at the end of the reporting period.

Valuation Processes

The Company has various processes and controls in place to ensure that fair value measurements are reasonably estimated. The Finance Committee of the Board provides oversight and approves the Company’s Asset/Liability Management Policy ("ALMP"). The Company's ALMP governs, among other things, the application and control of the valuation models used to measure fair value. On a quarterly basis, the Company’s Asset/Liability Management Committee ("ALCO") and the Finance Committee of the Board review significant modeling variables used to measure the fair value of the Company’s financial instruments, including the significant inputs used in the valuation of single family MSRs. Additionally, ALCO periodically obtains an independent review of the MSR valuation process and procedures, including a review of the model architecture and the valuation assumptions. The Company obtains an MSR valuation from an independent valuation firm monthly to assist with the validation of the fair value estimate and the reasonableness of the assumptions used in measuring fair value.

The Company’s real estate valuations are overseen by the Company’s appraisal department, which is independent of the Company’s lending and credit administration functions. The appraisal department maintains the Company’s appraisal policy and recommends changes to the policy subject to approval by the Company’s Loan Committee and the Credit Committee of the Board. The Company’s appraisals are prepared by independent third-party appraisers and the Company’s internal appraisers. Single family appraisals are generally reviewed by the Company’s single family loan underwriters. Single family appraisals with unusual, higher risk or complex characteristics, as well as commercial real estate appraisals, are reviewed by the Company’s appraisal department.

We obtain pricing from third party service providers for determining the fair value of a substantial portion of our investment securities available for sale. We have processes in place to evaluate such third party pricing services to ensure information obtained and valuation techniques used are appropriate. For fair value measurements obtained from third party services, we monitor and review the results to ensure the values are reasonable and in line with market experience for similar classes of securities. While the inputs used by the pricing vendor in determining fair value are not provided, and therefore unavailable for our review, we do perform certain procedures to validate the values received, including comparisons to other sources of valuation (if available), comparisons to other independent market data and a variance analysis of prices by Company personnel that are not responsible for the performance of the investment securities.

Estimation of Fair Value

Fair value is based on quoted market prices, when available. In cases where a quoted price for an asset or liability is not available, the Company uses valuation models to estimate fair value. These models incorporate inputs such as forward yield curves, loan prepayment assumptions, expected loss assumptions, market volatilities, and pricing spreads utilizing market-based inputs where readily available. The Company believes its valuation methods are appropriate and consistent with those that would be used by other market participants. However, imprecision in estimating unobservable inputs and other factors may result in these fair value measurements not reflecting the amount realized in an actual sale or transfer of the asset or liability in a current market exchange.

The following table summarizes the fair value measurement methodologies, including significant inputs and assumptions, and classification of the Company's assets and liabilities.

Asset/Liability class	Valuation methodology, inputs and assumptions	Classification
Cash and cash equivalents	Carrying value is a reasonable estimate of fair value based on the short-term nature of the instruments.	Estimated fair value classified as Level 1.
Investment securities		
Investment securities available for sale	Observable market prices of identical or similar securities are used where available. If market prices are not readily available, value is based on discounted cash flows using the following significant inputs: • Expected prepayment speeds • Estimated credit losses • Market liquidity adjustments	Level 2 recurring fair value measurement
Investment securities held to maturity	Observable market prices of identical or similar securities are used where available. If market prices are not readily available, value is based on discounted cash flows using the following significant inputs: • Expected prepayment speeds • Estimated credit losses • Market liquidity adjustments	Carried at amortized cost. Estimated fair value classified as Level 2.
Loans held for sale		
Single family loans, excluding loans transferred from held for investment	Fair value is based on observable market data, including: • Quoted market prices, where available • Dealer quotes for similar loans • Forward sale commitments	Level 2 recurring fair value measurement
	When not derived from observable market inputs, fair value is based on discounted cash flows, which considers the following inputs: • Current lending rates for new loans • Expected prepayment speeds • Estimated credit losses • Market liquidity adjustments	Estimated fair value classified as Level 3.
Loans originated as held for investment and transferred to held for sale	Fair value is based on discounted cash flows, which considers the following inputs: • Current lending rates for new loans • Expected prepayment speeds • Estimated credit losses • Market liquidity adjustments	Carried at lower of amortized cost or fair value. Estimated fair value classified as Level 3.
Multifamily loans (DUS)	The sale price is set at the time the loan commitment is made, and as such subsequent changes in market conditions have a very limited effect, if any, on the value of these loans carried on the consolidated statements of financial condition, which are typically sold within 30 days of origination.	Carried at lower of amortized cost or fair value. Estimated fair value classified as Level 2.

Asset/Liability class	Valuation methodology, inputs and assumptions	Classification
Loans held for investment		
Loans held for investment, excluding collateral dependent loans and loans transferred from held for sale	Fair value is based on discounted cash flows, which considers the following inputs: • Current lending rates for new loans • Expected prepayment speeds • Estimated credit losses • Market liquidity adjustments	For the carrying value of loans see Note 1–Summary of Significant Accounting Policies. Estimated fair value classified as Level 3.
Loans held for investment, collateral dependent	Fair value is based on appraised value of collateral, which considers sales comparison and income approach methodologies. Adjustments are made for various factors, which may include: • Adjustments for variations in specific property qualities such as location, physical dissimilarities, market conditions at the time of sale, income producing characteristics and other factors • Adjustments to obtain “upon completion” and “upon stabilization” values (e.g., property hold discounts where the highest and best use would require development of a property over time) • Bulk discounts applied for sales costs, holding costs and profit for tract development and certain other properties	Carried at lower of amortized cost or fair value of collateral, less the estimated cost to sell. Classified as a Level 3 nonrecurring fair value measurement in periods where carrying value is adjusted to reflect the fair value of collateral.
Loans held for investment transferred from loans held for sale	Fair value is based on discounted cash flows, which considers the following inputs: • Current lending rates for new loans • Expected prepayment speeds • Estimated credit losses • Market liquidity adjustments	Level 3 recurring fair value measurement
Mortgage servicing rights		
Single family MSRs	For information on how the Company measures the fair value of its single family MSRs, including key economic assumptions and the sensitivity of fair value to changes in those assumptions, see Note 12, *Mortgage Banking Operations*.	Level 3 recurring fair value measurement
Multifamily MSRs	Fair value is based on discounted estimated future servicing fees and other revenue, less estimated costs to service the loans.	Carried at lower of amortized cost or fair value Estimated fair value classified as Level 3.
Derivatives		
Interest rate swaps Interest rate swaptions Forward sale commitments	Fair value is based on quoted prices for identical or similar instruments, when available. When quoted prices are not available, fair value is based on internally developed modeling techniques, which require the use of multiple observable market inputs including: • Forward interest rates • Interest rate volatilities	Level 2 recurring fair value measurement
Interest rate lock commitments	The fair value considers several factors including: • Fair value of the underlying loan based on quoted prices in the secondary market, when available. • Value of servicing • Fall-out factor	Level 3 recurring fair value measurement

Asset/Liability class	Valuation methodology, inputs and assumptions	Classification
Other real estate owned (“OREO”)	Fair value is based on appraised value of collateral, less the estimated cost to sell. See discussion of "loans held for investment, collateral dependent" above for further information on appraisals.	Carried at lower of amortized cost or fair value of collateral (Level 3), less the estimated cost to sell.
Federal Home Loan Bank stock	Carrying value approximates fair value as FHLB stock can only be purchased or redeemed at par value.	Carried at par value. Estimated fair value classified as Level 2.
Deposits		
Demand deposits	Fair value is estimated as the amount payable on demand at the reporting date.	Carried at historical cost. Estimated fair value classified as Level 2.
Fixed-maturity certificates of deposit	Fair value is estimated using discounted cash flows based on market rates currently offered for deposits of similar remaining time to maturity.	Carried at historical cost. Estimated fair value classified as Level 2.
Federal Home Loan Bank advances	Fair value is estimated using discounted cash flows based on rates currently available for advances with similar terms and remaining time to maturity.	Carried at historical cost. Estimated fair value classified as Level 2.
Long-term debt	Fair value is estimated using discounted cash flows based on current lending rates for similar long-term debt instruments with similar terms and remaining time to maturity.	Carried at historical cost. Estimated fair value classified as Level 2.

The following table presents the levels of the fair value hierarchy for the Company's assets and liabilities measured at fair value on a recurring basis.

(in thousands)	Fair Value at December 31, 2015	Level 1	Level 2	Level 3
Assets:				
Investment securities available for sale				
Mortgage backed securities:				
Residential	$ 68,101	$ —	$ 68,101	$ —
Commercial	17,851	—	17,851	—
Municipal bonds	171,869	—	171,869	—
Collateralized mortgage obligations:				
Residential	84,497	—	84,497	—
Commercial	79,133	—	79,133	—
Corporate debt securities	78,736	—	78,736	—
U.S. Treasury securities	40,964	—	40,964	—
Single family mortgage servicing rights	156,604	—	—	156,604
Single family loans held for sale	632,273	—	582,951	49,322
Single family loans held for investment	21,544	—	—	21,544
Derivatives				
Forward sale commitments	1,884	—	1,884	—
Interest rate lock commitments	17,719	—	—	17,719
Interest rate swaps	8,670	—	8,670	—
Total assets	$ 1,379,845	$ —	$ 1,134,656	$ 245,189
Liabilities:				
Derivatives				
Forward sale commitments	$ 1,496	$ —	$ 1,496	$ —
Interest rate lock commitments	8	—	—	8
Interest rate swaps	4,007	—	4,007	—
Total liabilities	$ 5,511	$ —	$ 5,503	$ 8

(in thousands)	Fair Value at December 31, 2014	Level 1	Level 2	Level 3
Assets:				
Investment securities available for sale				
Mortgage backed securities:				
Residential	$ 107,280	$ —	$ 107,280	$ —
Commercial	13,671	—	13,671	—
Municipal bonds	122,334	—	122,334	—
Collateralized mortgage obligations:				
Residential	43,166	—	43,166	—
Commercial	20,486	—	20,486	—
Corporate debt securities	79,400	—	79,400	—
U.S. Treasury securities	40,989	—	40,989	—
Single family mortgage servicing rights	112,439	—	—	112,439
Single family loans held for sale	610,350	—	610,350	—
Derivatives				
Forward sale commitments	1,071	—	1,071	—
Interest rate lock commitments	11,939	—	—	11,939
Interest rate swaps	11,689	—	11,689	—
Total assets	$ 1,174,814	$ —	$ 1,050,436	$ 124,378
Liabilities:				
Derivatives				
Forward sale commitments	$ 5,658	$ —	$ 5,658	$ —
Interest rate lock commitments	6	—	—	6
Interest rate swaps	972	—	972	—
Total liabilities	$ 6,636	$ —	$ 6,630	$ 6

There were no transfers between levels of the fair value hierarchy during the years ended December 31, 2015 and 2014.

Level 3 Recurring Fair Value Measurements

The Company's level 3 recurring fair value measurements consist of single family mortgage servicing rights, single family loans held for investment where fair value option was elected, certain single family loans held for sale, and interest rate lock commitments, which are accounted for as derivatives. For information regarding fair value changes and activity for single family MSRs during the years ended December 31, 2015 and 2014, see Note 12, *Mortgage Banking Operations*.

The fair value of IRLCs considers several factors including the fair value in the secondary market of the underlying loan resulting from the exercise of the commitment, the expected net future cash flows related to the associated servicing of the loan (referred to as the value of servicing) and the probability that the commitment will not be converted into a funded loan (referred to as a fall-out factor). The fair value of IRLCs on loans held for sale, while based on interest rates observable in the market, is highly dependent on the ultimate closing of the loans. The significance of the fall-out factor to the fair value measurement of an individual IRLC is generally highest at the time that the rate lock is initiated and declines as closing procedures are performed and the underlying loan gets closer to funding. The fall-out factor applied is based on historical experience. The value of servicing is impacted by a variety of factors, including prepayment assumptions, discount rates, delinquency rates, contractually specified servicing fees, servicing costs, and underlying portfolio characteristics. Because these inputs are not observable in market trades, the fall-out factor and value of servicing are considered to be level 3 inputs. The fair value of IRLCs decreases in value upon an increase in the fall-out factor and increases in value upon an increase in the value of servicing. Changes in the fall-out factor and value of servicing do not increase or decrease based on movements in other significant unobservable inputs.

The Company recognizes unrealized gains and losses from the time that an IRLC is initiated until the gain or loss is realized at the time the loan closes, which generally occurs within 30-90 days. For IRLCs that fall out, any unrealized gain or loss is reversed, which generally occurs at the end of the commitment period. The gains and losses recognized on IRLC derivatives generally correlates to volume of single family interest rate lock commitments made during the reporting period (after adjusting for estimated fallout) while the amount of unrealized gains and losses realized at settlement generally correlates to the volume of single family closed loans during the reporting period.

The Company uses the discounted cash flow model to estimate the fair value of certain loans that have been transferred from held for sale to held for investment and single family loans held for sale when the fair value of the loans is not derived using observable market inputs. The key assumption in the valuation model is the implied spread to benchmark interest rate curve. The implied spread is not directly observable in the market and is derived from third party pricing which is based on market information from comparable loan pools. The fair value estimate of these certain single family loans that have been transferred from held for sale to held for investment and these certain single family loans held for sale is sensitive to changes in the benchmark interest rate which might result in a significantly higher or lower fair value measurement.

During the first quarter of 2015, the Company transferred certain loans from held for sale to held for investment. These loans were originated as held for sale loans where the Company has elected fair value option. The Company determined these loans to be level 3 recurring assets as the valuation technique included a significant unobservable input. The total amount of held for investment loans where fair value option election was made was $21.5 million at December 31, 2015.

The following information presents significant Level 3 unobservable inputs used to measure fair value of single family loans held for investment where fair value option was elected.

	At December 31, 2015					
(dollars in thousands)	Fair Value	Valuation Technique	Significant Unobservable Input	Low	High	Weighted Average
Loans held for investment, fair value option	$ 21,544	Income approach	Implied spread to benchmark interest rate curve	3.26%	4.35%	4.01%

The following information presents significant Level 3 unobservable inputs used to measure fair value of single family loans held for sale where fair value option was elected.

	At December 31, 2015					
(dollars in thousands)	Fair Value	Valuation Technique	Significant Unobservable Input	Low	High	Weighted Average
Loans held for sale, fair value option	$ 49,322	Income approach	Implied spread to benchmark interest rate curve	2.68%	7.62%	3.91%
			Market price movement from comparable bond	(0.43)%	(0.06)%	(0.27)%

The following table presents fair value changes and activity for Level 3 interest rate lock commitments.

	Year Ended December 31,	
(in thousands)	2015	2014
Beginning balance, net	$ 11,933	$ 5,972
Total realized/unrealized gains(1)	149,688	118,708
Settlements	(143,910)	(112,747)
Ending balance, net	$ 17,711	$ 11,933

(1) All realized and unrealized gains and losses are recognized in earnings as net gain from mortgage loan origination and sale activities on the consolidated statements of operations. There were net unrealized gains (losses) of $17.7 million and $11.9 million for the years ended December 31, 2015 and 2014, respectively, recognized on interest rate lock commitments outstanding at December 31, 2015 and 2014, respectively.

The following information presents significant Level 3 unobservable inputs used to measure fair value of interest rate lock commitments.

	At December 31, 2015						
(dollars in thousands)	Fair Value		Valuation Technique	Significant Unobservable Input	Low	High	Weighted Average
Interest rate lock commitments, net	$	17,711	Income approach	Fall out factor	0.60%	61.16%	15.80%
				Value of servicing	0.53%	1.71%	0.80%

	At December 31, 2014						
(dollars in thousands)	Fair Value		Valuation Technique	Significant Unobservable Input	Low	High	Weighted Average
Interest rate lock commitments, net	$	11,933	Income approach	Fall out factor	0.60%	77.9%	21.4%
				Value of servicing	0.56%	1.94%	0.93%

Nonrecurring Fair Value Measurements

Certain assets held by the Company are not included in the tables above, but are measured at fair value on a nonrecurring basis. These assets include certain loans held for investment and other real estate owned that are carried at the lower of cost or fair value of the underlying collateral, less the estimated cost to sell. The estimated fair values of real estate collateral are generally based on internal evaluations and appraisals of such collateral, which use the market approach and income approach methodologies. All impaired loans are subject to an internal evaluation completed quarterly by management as part of the allowance process.

The fair value of commercial properties are generally based on third-party appraisals that consider recent sales of comparable properties, including their income-generating characteristics, adjusted (generally based on unobservable inputs) to reflect the general assumptions that a market participant would make when analyzing the property for purchase. The Company uses a fair value of collateral technique to apply adjustments to the appraisal value of certain commercial loans held for investment that are collateralized by real estate. During the years ended December 31, 2015 and 2014, the Company recorded no adjustments to the appraisal values of certain commercial loans held for investment that are collateralized by real estate.

The Company uses a fair value of collateral technique to apply adjustments to the stated value of certain commercial loans held for investment that are not collateralized by real estate. During the year ended December 31, 2015, the Company applied a range of stated value adjustments of 0.0% to 100.0%, with a weighted average of 36.3%. During the year ended December 31, 2014, the Company applied a range of stated value adjustments of 10.0% to 100.0%, with a weighted average of 41.8%.

During the years ended December 31, 2015 and 2014, the Company did not apply any adjustment to the appraisal value of OREO.

Residential properties are generally based on unadjusted third-party appraisals. Factors considered in determining the fair value include geographic sales trends, the value of comparable surrounding properties as well as the condition of the property.

These adjustments include management assumptions that are based on the type of collateral dependent loan and may increase or decrease an appraised value. Management adjustments vary significantly depending on the location, physical characteristics and income producing potential of each individual property. The quality and volume of market information available at the time of the appraisal can vary from period-to-period and cause significant changes to the nature and magnitude of the unobservable inputs used. Given these variations, changes in these unobservable inputs are generally not a reliable indicator for how fair value will increase or decrease from period to period.

The following tables present assets that had changes in their recorded fair value during the years ended December 31, 2015 and 2014 and still held at the end of the respective reporting period.

	Year Ended December 31, 2015				
(in thousands)	Fair Value of Assets Held at December 31, 2015	Level 1	Level 2	Level 3	Total Gains (Losses)
Loans held for investment[1]	$ 7,492	$ —	$ —	$ 7,492	$ 127
Other real estate owned[2]	7,230	—	—	7,230	(526)
Total	$ 14,722	$ —	$ —	$ 14,722	$ (399)

	Year Ended December 31, 2014				
(in thousands)	Fair Value of Assets Held at December 31, 2014	Level 1	Level 2	Level 3	Total Gains (Losses)
Loans held for investment[1]	$ 19,021	$ —	$ —	$ 19,021	$ (207)
Other real estate owned[2]	6,706	—	—	6,706	(41)
Total	$ 25,727	$ —	$ —	$ 25,727	$ (248)

(1) Represents the carrying value of loans for which adjustments are based on the fair value of the collateral.

(2) Represents other real estate owned where an updated fair value of collateral is used to adjust the carrying amount subsequent to the initial classification as other real estate owned.

Fair Value of Financial Instruments

The following presents the carrying value, estimated fair value and the levels of the fair value hierarchy for the Company’s financial instruments other than assets and liabilities measured at fair value on a recurring basis.

	At December 31, 2015				
(in thousands)	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	$ 32,684	$ 32,684	$ 32,684	$ —	$ —
Investment securities held to maturity	31,013	31,387	—	31,387	—
Loans held for investment	3,171,176	3,255,740	—	—	3,255,740
Loans held for sale - transferred from held for investment	6,814	6,814	—	—	6,814
Loans held for sale – multifamily	11,076	11,076	—	11,076	—
Mortgage servicing rights – multifamily	14,651	16,412	—	—	16,412
Federal Home Loan Bank stock	44,342	44,342	—	44,342	—
Liabilities:					
Deposits	$ 3,231,953	$ 3,229,670	$ —	$ 3,229,670	$ —
Federal Home Loan Bank advances	1,018,159	1,021,344	—	1,021,344	—
Long-term debt	61,857	60,239	—	60,239	—

(in thousands)	At December 31, 2014 Carrying Value	Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	$ 30,502	$ 30,502	$ 30,502	$ —	$ —
Investment securities held to maturity	28,006	28,537	—	28,537	—
Loans held for investment	2,099,129	2,150,672	—	—	2,150,672
Loans held for sale – multifamily	10,885	10,855	—	10,855	—
Mortgage servicing rights – multifamily	10,885	12,540	—	—	12,540
Federal Home Loan Bank stock	33,915	33,915	—	33,915	—
Liabilities:					
Deposits	$ 2,445,430	$ 2,445,635	$ —	$ 2,445,635	$ —
Federal Home Loan Bank advances	597,590	600,599	—	600,599	—
Federal funds purchased and securities sold under agreements to repurchase	50,000	50,000	—	50,000	—
Long-term debt	61,857	60,235	—	60,235	—

Excluded from the fair value tables above are certain off-balance sheet loan commitments such as unused home equity lines of credit, business banking line funds and undisbursed construction funds. A reasonable estimate of the fair value of these instruments is the carrying value of deferred fees plus the related allowance for credit losses, which amounted to $1.8 million and $3.4 million at December 31, 2015 and December 31, 2014, respectively.

NOTE 18–EARNINGS PER SHARE:

The following table summarizes the calculation of earnings per share.

(in thousands, except share and per share data)	Year Ended December 31, 2015	2014	2013
Net income	$ 41,319	$ 22,259	$ 23,809
Weighted average shares:			
Basic weighted-average number of common shares outstanding	20,818,045	14,800,689	14,412,059
Dilutive effect of outstanding common stock equivalents (1)	241,156	160,392	386,109
Diluted weighted-average number of common stock outstanding	21,059,201	14,961,081	14,798,168
Earnings per share:			
Basic earnings per share	$ 1.98	$ 1.50	$ 1.65
Diluted earnings per share	$ 1.96	$ 1.49	$ 1.61
Dividends per share	$ —	$ 0.11	$ 0.33

(1) Excluded from the computation of diluted earnings per share (due to their antidilutive effect) for the years ended December 31, 2015, 2014 and 2013 were certain stock options and unvested restricted stock issued to key senior management personnel and directors of the Company. The aggregate number of common stock equivalents related to such options and unvested restricted shares, which could potentially be dilutive in future periods, was zero, 143,400 and 103,674 at December 31, 2015, 2014 and 2013, respectively.

NOTE 19–BUSINESS SEGMENTS:

The Company's business segments are determined based on the products and services provided, as well as the nature of the related business activities, and they reflect the manner in which financial information is currently evaluated by management. The Company organizes the segments into two lines of business: Commercial and Consumer Banking segment and Mortgage Banking segment.

A description of the Company's business segments and the products and services that they provide is as follows.

Commercial and Consumer Banking provides diversified financial products and services to our commercial and consumer customers through bank branches and through ATMs, online, mobile and telephone banking. These products and services include deposit products; residential, consumer, business and agricultural portfolio loans; non-deposit investment products; insurance products and cash management services. We originate construction loans, bridge loans and permanent loans for our portfolio primarily on single family residences, and on office, retail, industrial and multifamily property types. We originate multifamily real estate loans through our Fannie Mae DUS business, whereby loans are sold to or securitized by Fannie Mae, while the Company generally retains the servicing rights. This segment is also responsible for the management of the Company's portfolio of investment securities.

Mortgage Banking originates single family residential mortgage loans for sale in the secondary markets. The majority of our mortgage loans are sold to or securitized by Fannie Mae, Freddie Mac or Ginnie Mae, while we retain the right to service these loans. We have become a rated originator and servicer of jumbo loans, allowing us to sell these loans to other securitizers. Additionally, we purchase loans from WMS Series LLC through a correspondent arrangement with that company. We also sell loans on a servicing-released and servicing-retained basis to securitizers and correspondent lenders. A small percentage of our loans are brokered to other lenders or sold on a servicing-released basis to correspondent lenders. On occasion, we may sell a portion of our MSR portfolio.We manage the loan funding and the interest rate risk associated with the secondary market loan sales and the retained single family mortgage servicing rights within this business segment.

We use various management accounting methodologies to assign certain income statement items to the responsible operating segment, including:

- a funds transfer pricing (“FTP”) system, which allocates interest income credits and funding charges between the segments, assigning to each segment a funding credit for its liabilities, such as deposits, and a charge to fund its assets;
- an allocation of charges for services rendered to the segments by centralized functions, such as corporate overhead, which are generally based on each segment’s consumption patterns; and
- an allocation of the Company's consolidated income taxes which are based on the effective tax rate applied to the segment's pretax income or loss.

The FTP methodology is based on external market factors and aligns the expected weighted-average life of the financial asset or liability to external economic data, such as the U.S. Dollar LIBOR/Swap curve, and provides a consistent basis for determining the cost of funds to be allocated to each operating segment.

Financial highlights by operating segment were as follows.

(in thousands)	Year Ended December 31, 2015 Mortgage Banking	Commercial and Consumer Banking	Total
Condensed income statement:			
Net interest income [(1)]	$ 28,318	$ 120,020	$ 148,338
Provision for credit losses	—	6,100	6,100
Noninterest income	251,870	29,367	281,237
Noninterest expense	243,970	122,598	366,568
Income before income taxes	36,218	20,689	56,907
Income tax expense	12,916	2,672	15,588
Net income	$ 23,302	$ 18,017	$ 41,319
Total assets	$ 848,445	$ 4,046,050	$ 4,894,495

(in thousands)	Year Ended December 31, 2014 Mortgage Banking	Commercial and Consumer Banking	Total
Condensed income statement:			
Net interest income [(1)]	$ 16,683	$ 81,986	$ 98,669
Provision for credit losses	—	(1,000)	(1,000)
Noninterest income	166,991	18,666	185,657
Noninterest expense	172,199	79,812	252,011
Income before income taxes	11,475	21,840	33,315
Income tax expense	3,964	7,092	11,056
Net income	$ 7,511	$ 14,748	$ 22,259
Total assets	$ 788,681	$ 2,746,409	$ 3,535,090

(in thousands)	Year Ended December 31, 2013 Mortgage Banking	Commercial and Consumer Banking	Total
Condensed income statement:			
Net interest income [(1)]	$ 15,272	$ 59,172	$ 74,444
Provision for credit losses	—	900	900
Noninterest income	175,654	15,091	190,745
Noninterest expense	163,354	66,141	229,495
Income before income taxes	27,572	7,222	34,794
Income tax expense	9,736	1,249	10,985
Net income	$ 17,836	$ 5,973	$ 23,809
Total assets	$ 489,292	$ 2,576,762	$ 3,066,054

(1) Net interest income is the difference between interest earned on assets and the cost of liabilities to fund those assets. Interest earned includes actual interest earned on segment assets and, if the segment has excess liabilities, interest credits for providing funding to the other segment. The cost of liabilities includes interest expense on segment liabilities and, if the segment does not have enough liabilities to fund its assets, a funding charge based on the cost of excess liabilities from another segment.

NOTE 20–ACCUMULATED OTHER COMPREHENSIVE INCOME:

The following table shows changes in accumulated other comprehensive income (loss) from unrealized gain (loss) on available-for-sale securities, net of tax.

	Year Ended December 31,		
(in thousands)	2015	2014	2013
Beginning balance	$ 1,546	$ (11,994)	$ 9,190
Other comprehensive (loss) income before reclassifications	(1,325)	15,072	(20,032)
Amounts reclassified from accumulated other comprehensive income	(2,670)	(1,532)	(1,152)
Net current-period other comprehensive (loss) income	(3,995)	13,540	(21,184)
Ending balance	$ (2,449)	$ 1,546	$ (11,994)

The following table shows the affected line items in the consolidated statements of operations from reclassifications of unrealized gain (loss) on available-for-sale securities from accumulated other comprehensive income (loss).

Affected Line Item in the Consolidated Statements of Operations	Amount Reclassified from Accumulated Other Comprehensive Income		
	Year Ended December 31,		
(in thousands)	2015	2014	2013
Gain on sale of investment securities available for sale	$ 2,406	$ 2,358	$ 1,772
Income tax (benefit) expense	(264)	826	620
Total, net of tax	$ 2,670	$ 1,532	$ 1,152

NOTE 21–PARENT COMPANY FINANCIAL STATEMENTS:

Condensed financial information for HomeStreet, Inc. is as follows.

Condensed Statements of Financial Condition	At December 31,	
(in thousands)	2015	2014
Assets:		
Cash and cash equivalents	$ 7,777	$ 5,270
Other assets	13,419	7,137
Investment in stock of subsidiaries	510,756	353,992
	$ 531,952	$ 366,399
Liabilities:		
Other liabilities	4,820	2,304
Long-term debt	61,857	61,857
	66,677	64,161
Shareholders' Equity:		
Preferred stock, no par value	—	—
Common stock, no par value	511	511
Additional paid-in capital	222,328	96,615
Retained earnings	244,885	203,567
Accumulated other comprehensive income	(2,449)	1,545
	465,275	302,238
	$ 531,952	$ 366,399

Condensed Statements of Operations

(in thousands)	Year Ended December 31, 2015	2014	2013
Net interest expense	$ (1,036)	$ (1,059)	$ (2,545)
Noninterest income	1,686	561	970
Income (loss) before income tax benefit and equity in income of subsidiaries	650	(498)	(1,575)
Dividend from HomeStreet Capital to parent	13,181	4,200	19,600
	13,831	3,702	18,025
Noninterest expense	7,239	4,664	2,281
Income before income tax benefit	6,592	(962)	15,744
Income tax benefit	(561)	(1,827)	(1,474)
Income from subsidiaries	$ 34,166	$ 21,394	$ 6,591
Net income	$ 41,319	$ 22,259	$ 23,809
Other comprehensive (loss) income	(3,995)	13,540	(21,184)
Comprehensive income	$ 37,324	$ 35,799	$ 2,625

Condensed Statements of Cash Flows

(in thousands)	Year Ended December 31, 2015	2014	2013
Net cash provided by (used in) operating activities	$ 2,654	$ 5,693	$ (483)
Cash flows from investing activities:			
Net purchases of and proceeds from investment securities	673	1,000	(5,797)
Net payments for investments in and advances to subsidiaries	(992)	(732)	(12,172)
Net cash (used in) provided by investing activities	(319)	268	(17,969)
Cash flows from financing activities:			
Proceeds from issuance of common stock	177	130	188
Dividends paid	(5)	(1,628)	—
Proceeds from and repayment of advances from subsidiaries	—	(3,527)	30
Net cash provided by (used in) financing activities	172	(5,025)	218
Increase (decrease) in cash and cash equivalents	2,507	936	(18,234)
Cash and cash equivalents at beginning of year	5,270	4,334	22,568
Cash and cash equivalents at end of year	$ 7,777	$ 5,270	$ 4,334

NOTE 22–UNAUDITED QUARTERLY FINANCIAL DATA:

Our supplemental quarterly consolidated financial information is as follows.

(in thousands, except share data)	Quarter Ended Dec. 31, 2015	Sept. 30, 2015	June 30, 2015	Mar. 31, 2015	Dec. 31, 2014	Sept. 30, 2014	June 30, 2014	Mar. 31, 2014
Interest income	$ 44,438	$ 43,990	$ 42,440	$ 34,246	$ 30,780	$ 28,478	$ 26,225	$ 25,810
Interest expense	4,698	4,356	4,210	3,512	3,278	3,170	3,078	3,098
Net interest income	39,740	39,634	38,230	30,734	27,502	25,308	23,147	22,712
Provision (reversal of provision) for credit losses	1,900	700	500	3,000	500	—	—	(1,500)
Net interest income after provision for credit losses	37,840	38,934	37,730	27,734	27,002	25,308	23,147	24,212
Noninterest income	65,409	67,468	72,987	75,373	51,487	45,813	53,650	34,707
Noninterest expense	92,725	92,026	92,335	89,482	68,791	64,158	62,971	56,091
Income before income tax expense	10,524	14,376	18,382	13,625	9,698	6,963	13,826	2,828
Income tax expense	1,846	4,415	6,006	3,321	4,077	1,988	4,464	527
Net income	$ 8,678	$ 9,961	$ 12,376	$ 10,304	$ 5,621	$ 4,975	$ 9,362	$ 2,301
Basic earnings per share	$ 0.39	$ 0.45	$ 0.56	$ 0.60	$ 0.38	$ 0.34	$ 0.63	$ 0.16
Diluted earnings per share	$ 0.39	$ 0.45	$ 0.56	$ 0.59	$ 0.38	$ 0.33	$ 0.63	$ 0.15

NOTE 23–SUBSEQUENT EVENTS:

The Company has evaluated the effects of events that have occurred subsequent to the year ended December 31, 2015, and has included all material events that would require recognition in the 2015 consolidated financial statements or disclosure in the notes to the consolidated financial statements.

On February 1, 2016, the Company completed its acquisition of Orange County Business Bank which was merged with and into HomeStreet Bank. OCBB shareholders as of the effective time received merger consideration equal to 0.5206 shares of HomeStreet common stock, and $1.1641 in cash upon the surrender of their OCBB shares. Adding Orange County Business Bank’s branch brings HomeStreet’s Southern California retail deposit branch network to eight locations.

For a detailed discussion of the terms of the Orange County Business Bank acquisition, see Note 2, *Business Combinations*.

ITEM 9 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

No disclosure required pursuant to Item 304 of Regulation S-K.

ITEM 9A CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation, with the participation of our management and under the supervision of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined under Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2015.

Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework (2013). Our internal controls over financial reporting include those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Remediation of Previously Disclosed Material Weakness

As first disclosed in our 2014 Annual Report on Form 10-K on March 25, 2015, we did not design and maintain effective internal controls over financial reporting over certain new software and system implementations. Specifically, we did not design or implement controls necessary to monitor the effectiveness of the implementation of certain new software systems and related processes, primarily related to accounts payable and payroll processing.

The following actions were taken to strengthen our internal controls and organizational structure:

- Implemented controls sufficient to detect an error resulting from a control failure within accounts payable and payroll processing.
- Developed written desk procedures and conducted staff training for accounts payable and payroll processing.
- Enhanced the Project Management Methodology (PMM) to ensure effective systems implementation controls and oversight.
- Enhanced the risk assessment process to identify control and oversight improvements for new systems planning, implementation, and post-implementation monitoring.
- Integrated Systems Development Lifecycle (SDLC) components into the project management methodology, such as requirements traceability, internal controls risk assessments, formal testing methodologies, and other oversight functions.

The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, as stated in its report which is included elsewhere herein. As a result, management has concluded the above actions are effective in remediating the material weakness related to the implementation of new systems and software as of December 31, 2015.

Changes in Internal Control Over Financial Reporting

As required by Rule 13a-15(d), our management, including our Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of our internal control over financial reporting to determine whether any changes occurred during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. There were no changes to our internal control over financial reporting that occurred during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
HomeStreet, Inc.
Seattle, Washington

We have audited the internal control over financial reporting of HomeStreet, Inc. and subsidiaries (the “Company”) as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because management’s assessment and our audit were conducted to meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA), management’s assessment and our audit of the Company’s internal control over financial reporting included controls over the preparation of the schedules equivalent to the basic financial statements in accordance with the instructions for the Consolidated Reports of Condition and Income for Schedules RC, RI, and RI-A. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report On Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately, and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2015, of the Company and our report dated March 10, 2016, expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP

Seattle, Washington
March 10, 2016

ITEM 9B OTHER INFORMATION

None.

PART III

ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item will be set forth in our definitive proxy statement with respect to our 2016 annual meeting of stockholders (the "2016 Proxy Statement") to be filed with the SEC, which is expected to be filed not later than 120 days after the end of our fiscal year ended December 31, 2015, and is incorporated herein by reference.

We have adopted a Code of Business Conduct and Ethics that applies to all of our directors, officers and employees, including our principal executive officer and principal financial officer. The Code of Business Conduct and Ethics is posted on our website at http://ir.homestreet.com.

We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this Code of Business Conduct and Ethics by posting such information on our corporate website, at the address and location specified above and, to the extent required by the listing standards of the Nasdaq Global Select Market, by filing a Current Report on Form 8-K with the SEC, disclosing such information.

ITEM 11 EXECUTIVE COMPENSATION

The information required by this item will be set forth in the 2016 Proxy Statement and is incorporated herein by reference.

ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item will be set forth in the 2016 Proxy Statement and is incorporated herein by reference.

ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this item will be set forth in the 2016 Proxy Statement and is incorporated herein by reference.

ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item will be set forth in the 2016 Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Financial Statement Schedules

(i) Financial Statements

The following consolidated financial statements of the registrant and its subsidiaries are included in Part II Item 8:

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Financial Condition as of December 31, 2015 and 2014

Consolidated Statements of Operations for the three years ended December 31, 2015

Consolidated Statements of Comprehensive Income for the three years ended December 31, 2015

Consolidated Statements of Shareholders' Equity for the three years ended December 31, 2015

Consolidated Statements of Cash Flows for the three years ended December 31, 2015

Notes to Consolidated Financial Statements

(ii) Financial Statement Schedules

II—Valuation and Qualifying Accounts

All financial statement schedules for the Company have been included in the consolidated financial statements or the related footnotes, or are either inapplicable or not required.

(iii) Exhibits

EXHIBIT INDEX

Exhibit Number	Description
3.1 [(1)]	Second Amended and Restated Bylaws of HomeStreet, Inc.
3.2 [(2)]	Second Amended and Restated Articles of Incorporation of HomeStreet, Inc.
3.3 [(3)]	First Amendment to Second Amended and Restated Articles of Incorporation of HomeStreet, Inc.
3.4 [(4)]	Amendment to Second Amended and Restated Articles of Incorporation of HomeStreet, Inc.
4.1 [(5)]	Form of Common Stock Certificate
4.2	Reference is made to Exhibit 3.1
4.3	Instruments with respect to long-term debt of HomeStreet, Inc. and its consolidated subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K since the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of HomeStreet, Inc. and its subsidiaries on a consolidated basis. HomeStreet, Inc. hereby agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon request.
10.1 [(6)]	HomeStreet, Inc. 2010 Equity Incentive Plan
10.2 [(7)]	HomeStreet, Inc. 2014 Equity Incentive Plan
10.3 [(7)]	Standard Form of Restricted Stock Unit Agreement under the 2014 Plan
10.4 [(7)]	Standard Form of Performance Share Unit Agreement under the 2014 Plan
10.5	Amended and Restated HomeStreet, Inc. 401(k) Savings Plan, as of January 1, 2015
10.6	Amendment to the HomeStreet, Inc. 401(k) Savings Plan adopted as of January 1, 2016
10.7 [(6)]	HomeStreet, Inc. Directors' Deferred Compensation Plan, effective February 1, 2004, as amended and restated December 19, 2008, executed by HomeStreet, Inc. and HomeStreet Bank

10.8 [6]	HomeStreet, Inc. Executive Deferred Compensation Plan, effective February 1, 2004, as amended and restated December 19, 2008, executed by HomeStreet, Inc., HomeStreet Bank and HomeStreet Capital Corporation
10.9 [8]	Form of HomeStreet, Inc. Award Agreement for Nonqualified Stock Options and Standard Terms and Conditions for Nonqualified Stock Options, granted October 22, 2010 and November 29, 2010
10.10 [7]	Employment Agreement between HomeStreet, Inc., HomeStreet Bank, and Mark Mason, dated March 11, 2015
10.11 [9]	Employment Agreement between HomeStreet, Inc., HomeStreet Bank, and Godfrey Evans, dated March 26, 2015
10.12 [10]	Employment Agreement between HomeStreet, Inc., HomeStreet Bank, and Melba Bartels, dated August 3, 2015
10.13 [9]	Separation Agreement between HomeStreet Bank and Cory Stewart
10.14 [6]	Form of Officer Indemnification Agreement for HomeStreet, Inc.
10.15 [6]	Form of Director Indemnification Agreement for HomeStreet, Inc.
10.16 [6]	Form of 2011 Director and Officer Indemnification for HomeStreet, Inc.
10.17 [11]†	Office Lease, dated March 5, 1992, between Continental, Inc. and One Union Square Venture ("Office Lease"), as amended by Supplemental Lease Agreement dated August 25, 1992, Second Amendment to Lease dated May 6, 1998, Third Amendment to Lease dated June 17, 1998, Fourth Amendment to Lease dated February 15, 2000, Fifth Amendment to Lease dated July 30, 2001, Sixth Amendment to Lease dated March 5, 2002, Seventh Amendment to Lease dated May 19, 2004, Eighth Amendment to Lease dated August 31, 2004, Ninth Amendment to Lease dated April 19, 2006, Tenth Amendment to Lease dated July 20, 2006, Eleventh Amendment to Lease dated December 27, 2006, Twelfth Amendment to Lease dated October 1, 2007, Thirteenth Amendment to Lease dated January 26, 2010, Fourteenth Amendment to Lease dated January 19, 2012, Fifteenth Amendment to Lease dated May 24, 2012, Sixteenth Amendment to Lease dated September 12, 2012, Seventeenth Amendment to Lease dated November 8, 2012, Eighteenth Amendment to Lease dated May 3, 2013, Nineteenth Amendment to Lease dated May 28, 2013 and Twentieth Amendment to Lease dated June 19, 2013.
10.18 [7]	Twenty-First Amendment to Office Lease dated December 24, 2014.
10.19	Advances, Security and Deposit Agreement, dated as of June 1, 2015, between HomeStreet Bank and the Federal Home Loan Bank of Des Moines
10.20 [11]	Letter Agreement, dated January 15, 2013, by HomeStreet Bank to Federal Reserve Bank of San Francisco
10.21 [6]	Master Custodial Agreement for Custody of Single Family MBS Pool Mortgage Loans, dated October 2009, between HomeStreet Bank, Federal National Mortgage Association, and U.S. Bank, N.A.
10.22 [8] †	Master Agreement ML 02783 between HomeStreet Bank and Fannie Mae, dated March 15, 2010, amended by Letter Agreement dated March 15, 2011
10.23 [6]	Master Agreement, dated as of June 17, 2010, between HomeStreet Bank and Freddie Mac
10.24 [8] †	Cash Pledge Agreement, dated as of June 1, 2010, between HomeStreet Bank and Federal Home Loan Mortgage Corporation
10.25 [1]	Amended and Restated Limited Liability Company Agreement of Windermere Mortgage Services Series LLC, dated May 1, 2005, including form of separate series designation
10.26 [6]	Correspondent Purchase and Sale Agreement, effective September 1, 2010, between HomeStreet Bank and Windermere Mortgage Services Series LLC
10.27 [7]	HomeStreet, Inc. 2014 Management/Support Performance-Based Annual Incentive Compensation Plan
10.28	HomeStreet Bank 2015 Performance-Based Annual Incentive Compensation Plan
10.29 [8]	Master Agreement between HomeStreet Bank and Government National Mortgage Association effective January 3, 2011
10.30 [12] †	Servicing Rights Purchase and Sale Agreement between HomeStreet Bank and SunTrust Mortgage, Inc. dated June 30, 2014.

10.31 (13)	Agreement and Plan of Merger dated as of September 27, 2014 between HomeStreet, Inc. and Simplicity Bancorp, Inc.
10.32 (14)	Agreement and Plan of Merger dated as of September 25, 2015 between HomeStreet, Inc., HomeStreet Bank and Orange County Business Bank
21	Subsidiaries of HomeStreet, Inc.
23.1	Consent of Deloitte & Touche LLP
24.1	Powers of Attorney. Contained in the signature page of this Annual Report on Form 10-K and incorporated herein by reference.
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Furnished herewith.
101.INS(15)(16)	XBRL Instance Document
101.SCH (15)	XBRL Taxonomy Extension Schema Document
101.CAL (15)	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF (15)	XBRL Taxonomy Extension Label Linkbase Document
101.LAB (15)	XBRL Taxonomy Extension Presentation Linkbase Document
101.PRE (15)	XBRL Taxonomy Extension Definitions Linkbase Document

(1) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 3 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on July 8, 2011, and incorporated herein by reference.

(2) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 4 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on July 26, 2011, and incorporated herein by reference.

(3) Filed as an exhibit to HomeStreet, Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on February 29, 2012, and incorporated herein by reference.

(4) Filed as an exhibit to HomeStreet, Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on October 25, 2012, and incorporated herein by reference.

(5) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 5 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on August 9, 2011, and incorporated herein by reference.

(6) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 1 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on May 19, 2011, and incorporated herein by reference.

(7) Filed as an exhibit to HomeStreet, Inc.'s Annual Report on Form 10-K (SEC File No. 001-35424) filed on March 25, 2015, and incorporated herein by reference.

(8) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 2 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on June 21, 2011, and incorporated herein by reference.

(9) Filed as an exhibit to HomeStreet, Inc.'s Quarterly Report on Form 10-Q (SEC File No. 001-35424) filed on May 11, 2015, and incorporated herein by reference.

(10) Filed as an exhibit to HomeStreet Inc.'s Quarterly Report on Form 10-Q (SEC File No. 001-35424) filed on August 6, 2015, and incorporated herein by reference.

(11) Filed as an exhibit to HomeStreet, Inc.'s Annual Report on Form 10-K (SEC File No. 001-35424) filed on March 17, 2014, and incorporated herein by reference.

(12) Filed as an exhibit to HomeStreet, Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on July 7, 2014, and incorporated herein by reference.

(13) Filed as an exhibit to HomeStreet, Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on September 29, 2014, and incorporated herein by reference.

(14) Filed as an exhibit to HomeStreet Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on September 28, 2015, and incorporated herein by reference.

(15) As provided in Rule 406T of Regulation S-T, this information shall not be deemed "filed" for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability under those sections.

(16) Pursuant to Rule 405 of Regulation S-T, includes the following financial information included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, formatted in XBRL (eXtensible Business Reporting Language) interactive data files: (i) the Consolidated Statements of Operations for the three years ended December 31, 2015, (ii) the Consolidated Statements of Financial Condition as of December 31, 2015 and December 31, 2014, (iii) the Consolidated Statements of Shareholders' Equity and Comprehensive Income for the three years ended December 31, 2015, (iv) the Consolidated Statements of Cash Flows for the three years ended December 31, 2015, and (v) the Notes to Consolidated Financial Statements.

† Portions of this exhibit have been omitted pursuant to a confidential treatment order by the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on March 10, 2016.

HomeStreet, Inc.

By: /s/ Mark K. Mason
Mark K. Mason
President and Chief Executive Officer

HomeStreet, Inc.

By: /s/ Melba A. Bartels
Melba A. Bartels
Senior Executive Vice President and
Chief Financial Officer

POWERS OF ATTORNEY

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark K. Mason and Melba A. Bartels, and each of them his attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign any amendment to this Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Mark K. Mason Mark K. Mason, Chairman	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 10, 2016
/s/ David A. Ederer David A. Ederer, Chairman Emeritus	Chairman Emeritus of the Board	March 10, 2016
/s/ Melba A. Bartels Melba A. Bartels	Senior Executive Vice President and Chief Financial Officer	March 10, 2016
/s/ Scott M. Boggs Scott M. Boggs	Director	March 10, 2016
/s/ Timothy R. Chrisman Timothy R. Chrisman	Director	March 10, 2016
/s/ Victor H. Indiek Victor H. Indiek	Director	March 10, 2016
/s/ Thomas E. King Thomas E. King	Director	March 10, 2016
/s/ George W. Kirk George Kirk	Director	March 10, 2016
/s/ Douglas I. Smith Douglas I. Smith	Director	March 10, 2016
/s/ Donald R. Voss Donald R. Voss	Director	March 10, 2016
/s/ Bruce W. Williams Bruce W. Williams	Director	March 10, 2016

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Section 2: EX-10.5 (AMENDED AND RESTATED HOMESTREET INC. 401(K) SAVINGS PLAN)

EXHIBIT 10.5

HOMESTREET, INC.

401(k) SAVINGS PLAN

AS OF JANUARY 1, 2015

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HOMESTREET, INC.

401(k) SAVINGS PLAN

THIS AGREEMENT is made and entered into at Seattle, Washington, by and between HomeStreet, Inc., HomeStreet Bank, and HomeStreet Capital Corporation, Washington corporations having their principal place of business at Seattle, Washington, hereinafter called the “Employer.”

WHEREAS, effective January 1, 1976, the Employer established for the exclusive benefit of its Employees eligible to participate, and their beneficiaries, a profit sharing plan to accumulate from profits a fund for the payment of retirement benefits;

WHEREAS, effective July 1, 1999, the Plan was amended and restated as a 401(k) savings and employee stock ownership plan;

WHEREAS, effective May 1, 2000, the Plan was amended and restated and has subsequently been amended and restated for compliance with other applicable law and to make certain other design changes;

WHEREAS, effective January 1, 2011, the Plan was amended and restated to spin-off the ESOP portion of this Plan into a separate plan to be known as the HomeStreet, Inc. Employee Stock Ownership Plan and Trust (the “ESOP”), so that this Plan was no longer an employee ownership plan and was instead only a profit sharing plan with 401(k) and 401(m) features; rename this Plan the HomeStreet, Inc. 401(k) Savings Plan; incorporate previously adopted amendments; and make certain other administrative changes to the Plan;

WHEREAS, effective July 26, 2012, the ESOP was merged into this Plan and its ESOP provisions were eliminated, with this Plan remaining a profit sharing/401(k) plan and adding an Employer Stock Account for investment purposes;

WHEREAS, the Board of Directors of HomeStreet, Inc. amended this Plan to adopt an Eligible Automatic Contribution Arrangement effective September 1, 2012; and to adopt a safe harbor employer matching contribution effective January 1, 2013;

WHEREAS, the Board of Directors of HomeStreet, Inc. amended this Plan generally effective January 1, 2015, (1) to create the Stock Rollover Account, a sub-account of the Rollover Account, in order to permit Employees to roll over in-kind Employer Stock into this Plan from a qualified retirement plan (the “Acquired Company’s Plan”), (2) to permit incoming in-kind rollovers of outstanding participant loan balances and loan promissory notes from the Acquired Company’s Plan, (3) to revise the definition of compensation for Plan contribution purposes when a participant terminates employment, and (4) to reflect the delegation of authority to the Administrative Committee to adopt amendments to the Plan that are required by applicable law or are administrative in nature.

NOW, THEREFORE, it is agreed that the Plan shall be amended and restated in its entirety, effective as of January 1, 2015, or such other applicable dates as specifically provided herein, as follows:

ARTICLE I

Name

The Plan shall be known as the HomeStreet, Inc. 401(k) Savings Plan (the "Plan"). The Plan and its Trust were previously known as (1) the HomeStreet, Inc. 401 (k) Savings and Employee Stock Ownership Plan and Trust from May 15, 2000 through December 31, 2010, (2) the Continental, Inc. 401(k) Savings and Employee Stock Ownership Plan and Trust from July 1, 1999 through May 14, 2000, and (3) the Continental, Inc. Profit Sharing Plan and Trust prior to July 1, 1999. This amended and restated Plan controls the rights of all Participants who accrue benefits hereunder on or after January 1, 2015. The rights of persons who received Plan benefits prior to January 1, 2015, or persons who terminated employment with the Employer before January 1, 2015, with a vested Accrued Benefit, are controlled by the terms of the Plan in existence prior to January 1, 2015.

ARTICLE II

Definitions

A. "Accrued Benefit" means the balance of a Participant's accounts at any time.

B. "Anniversary Date" means the last day of each Plan Year.

C. "Board" means the Board of Directors of HomeStreet, Inc.

D. "Code" means the Internal Revenue Code of 1986, as amended from time to time.

E. "Committee" means the Administrative Committee appointed by the Board.

F. "Compensation" shall have the meaning set forth below:

1. Compensation for Plan Contribution Purposes.

a. For Plan contribution purposes, Compensation includes an Employee's regular base salary or wages, short-term incentive-based compensation, bonuses (except as otherwise excluded below), overtime, commissions, and differential wage payments (as set forth in subparagraph 3.a. below) for a Plan Year from the Employer before any deferral of income pursuant to Paragraph B of Article IV and before any salary reduction contributions to the Employer's Internal Revenue Code Section 125 flexible benefits plan, including "deemed Section 125 compensation," simplified employee pension plan pursuant to Code Section 402(h)(1)(B), and Code Section 132(f)(4) transportation fringe benefit plan, if any.

b. For Plan contribution purposes, Compensation excludes Employer contributions hereunder pursuant to Paragraphs A and C of Article IV, Employer contributions to any other similar retirement plan, and payments by the Employer (other than Section 125 contributions) on account of medical, disability and life insurance and consistent with the Employer's administration of the Plan, Compensation for Plan contribution purposes also excludes any long-term incentive compensation; referral bonuses; cash and non-cash fringe benefits; lump sum payments for unused accrued bona fide sick, vacation, floating holiday, or other leave; settlement payments; amounts realized from the exercise of a nonqualified stock option or when restricted property is no longer subject to a substantial risk of forfeiture; and amounts realized from the sale, exchange or other disposition of stock acquired under a qualified stock option from Compensation on which the Plan contributions are based.

c. Compensation for Plan contribution purposes shall include Compensation received during the Participant's applicable post-severance period only if such Compensation is included in a paycheck received no later than the last day of the pay period in which the Participant's termination of employment occurs, and only to the extent included under subparagraph 1.a. above. Compensation excluded under subparagraph 1.b. above shall also be excluded if paid in the Participant's Post-Severance Period. The Post-Severance Period for purposes of this Paragraph F is the period from the Participant's severance from employment until the later of 2-1/2 months after severance or the end of the Limitation Year in which severance occurred.

2. Compensation for Code Section 415 Purposes.

a. As modified by subsections 2.b. and 2.c. below, for purposes of the Code Section 415 limitations on contributions and benefits (Article V, Paragraph E, hereof) and the Code Section 416 top heavy requirements (Articles XIV and XV hereof), and for purposes of determining a Highly Compensated Employee (Article II, Paragraph O, hereof), "Compensation" means wages, salaries, fees for professional services and other amounts received (without regard to whether or not an amount is paid in cash) for personal services actually rendered in the course of employment with the Employers maintaining the Plan to the extent that the amounts are includable in gross income (including, but not limited to, commissions paid salesmen, compensation for services on the basis of a percentage of profits, commissions on insurance premiums, tips, bonuses, fringe benefits, reimbursements, and expense allowances), Code Section 132(f)(4) transportation fringe benefit plan salary reduction contributions, and any elective deferrals as defined in Code Section 402(g)(3), any amount which is contributed or deferred by the Employers at the election of the Employee and which is not includable in the gross income of the Employee by reason of Code Section 125 or 457, and differential wage payments (as set forth in subparagraph 3.a. below). Such compensation does not include:

i. Contributions to a plan of deferred compensation which are not includible in the Employee's gross income for the taxable year in which contributed;

ii. Employer contributions to a simplified employee pension described in Section 408(k) of the Code to the extent deductible by the Employee;

iii. Distributions from a plan of deferred compensation regardless of whether such amounts are includible in gross income when distributed (except that amounts paid to an Employee under an unfunded nonqualified plan of deferred compensation will be considered as compensation for Code Sections 415 and 416 in the year such amounts are includible in gross income);

iv. Amounts realized from the exercise of a nonqualified stock option or when restricted property becomes freely transferable or is no longer subject to a substantial risk of forfeiture;

v Amounts realized from the sale, exchange or other disposition of stock acquired under a qualified stock option; or

vi. Other amounts which receive special tax benefits such as premiums for group term life insurance (but only to the extent that the premiums are not includible in gross income) or contributions made by an Employer (whether or not under a salary reduction agreement) towards the purchase of an annuity contract described in Section 403(b) of the Code (whether or not contributions are excludable from gross income).

b. For purposes of applying the Code Section 415 limitations on contributions and benefits the following Compensation shall be included: (i) a Participant's regular Compensation received for services rendered during the Participant's regular working hours that is paid during a Post−Severance Period (as defined in subparagraph 1.c. above), and (ii) a Participant's Compensation for services rendered outside his regular working hours (such as overtime or shift differential), commissions, bonuses, or other similar payments that would have been paid to the Participant before a severance of employment had the Participant continued in employment with the Employer (provided such amounts are paid during the post-severance payment period). In no event shall the Compensation for purposes of Code Section 415 for a given limitation year exceed the maximum amount of Compensation recognized for purposes of limiting contributions or benefits payable with respect to a plan under Code Section 401(a)(17) for that same limitation year.

c. Other Code Section 415 Provisions:

i. Any amount includible in a Participant's gross income due to noncompliance with Code Section 409A shall be included in Compensation for purposes of Code Section 415 limitations on contributions and benefits.

ii. If the Employer so elects, Compensation for purposes of applying the Code Section 415 limitations on contributions and benefits for a limitation year shall include amounts earned but not paid during the limitation year solely because of the timing of pay periods and pay dates, provided the amounts are paid during the first few weeks of the next limitation year, the amounts are included on a uniform and consistent basis with respect to all similarly-situated participants, and no compensation is included in more than one limitation year.

3. Qualifying Military Service Provisions.

a. An individual receiving a differential wage payment, as defined by Code Section 3401(h)(2), is treated as an Employee of the Employer making the payment. Such a differential wage payment is treated as Compensation both for Plan contribution purposes and for purposes of applying the Code Section 415 limitations on contributions and benefits. The Plan shall not be treated as failing to meet the requirements of any provision described in Code Section 414(u)(1)(C) by reason of any contribution or benefit which is based on the differential wage payment. However, subsection (iii) applies only if all Employees of the Employer performing service in the uniformed services described in Code Section 3401(h)(2)(A) are entitled to receive differential wage payments (as defined in Code Section 3401(h)(2)) on reasonably equivalent terms and, if eligible to participate in a retirement plan maintained by the

Employer, to make contributions based on the payments on reasonably equivalent terms (taking into account Code Sections 410(b)(3), (4), and (5)).

4. Annual Compensation Limit. In addition to other applicable limitations set forth in this Plan, and notwithstanding any other provision of this Plan to the contrary, the annual Compensation of each Employee taken into account under this Plan shall not exceed the annual compensation limit as provided in Code Section 401(a)(17). The annual compensation limit (e.g., $265,000 for the 2015 Plan Year), shall be adjusted for increases in the cost of living in accordance with Code Section 401(a)(17)(B). The cost-of-living adjustment in effect for a calendar year applies to any period, not exceeding 12 months, over which Compensation is determined (determination period) beginning in such calendar year. If a determination period consists of fewer than 12 months, the annual compensation limit will be multiplied by a fraction, the numerator of which is the number of months in the determination period, and the denominator of which is 12.

G. “Effective Date” unless otherwise stated in this Plan means January 1, 2015, the effective date of the amendment and restatement of this Plan, except as otherwise specifically provided herein. The Employer’s plan was originally adopted effective January 1, 1976.

H. “Eligibility Computation Period” initially means the 12-consecutive-month period beginning with the date on which the Employee first performs an Hour of Service for the Employer (the “Employment Commencement Date”), or in the case of an Employee who has had a One-Year Break in Service, the 12-consecutive-month period beginning with the first date on which the Employee completes an Hour of Service following the last computation period in which a One-Year Break in Service occurred (the “Reemployment Commencement Date”). After the initial Computation Period, the succeeding Eligibility Computation Periods shall be the Plan Year which includes the first anniversary of the Employment Commencement Date or Reemployment Commencement Date and each succeeding Plan Year.

I. “Employee” means any person in the service of the Employer receiving a regular wage or salary. A leased employee as defined in Code Section 414(n)(2) shall be considered an Employee hereunder solely for purposes of Code Section 414(n)(3) unless (i) leased employees constitute less than twenty percent (20%) of the Employer’s non−highly−compensated workforce as defined in Code Section 414(n)(5)(c)(ii) and (ii) the leased employee is a participant in a plan described in Code Section 414(n)(5)(B). A leased employee for purposes of Code Section 414(n)(3) means any person who is not an Employee of the Employer and who provides services for the Employer pursuant to an agreement between the Employer and a leasing organization, who has performed such services for the Employer and related persons on a substantially full-time basis for a period of at least one year, and whose services are performed under the primary direction or control of the Employer. Notwithstanding that a leased employee is treated as an Employee hereunder solely for purposes of Code Section 414(n)(3), such a leased employee shall not be considered an eligible Employee or receive credit for service or share in Employer contributions under this Plan.

J. “Enrollment Date” means the date on which an Employee who has complied with the eligibility requirements shall become eligible to participate in the Plan. The Enrollment Dates with respect to all contributions shall be the first day of the first pay period that is administratively feasible occurring on or after the date as of which an Employee satisfies the eligibility requirements set forth in Article III.

K. "ERISA" means the Employee Retirement Income Security Act of 1974, as amended from time to time.

L. "Event of Forfeiture" means with respect to a Participant who terminates employment, either the incurring of five consecutive One-Year Breaks in Service or a cash-out payment in full in a single lump sum of all of his vested Accrued Benefit, subject to the reinstatement of forfeitures requirements of Article V, Paragraph F. A Participant who terminates employment with no vested Accrued Benefit shall be deemed to have received a cash-out payment.

M. "Fiscal Year" means the Employer's fiscal year for federal tax purposes. The Employer's fiscal year begins on January 1 and ends on December 31.

N. "Fund" means the trust fund established pursuant to the Trust Agreement in which all of the assets of the Plan are held. With respect to Employee Pre-Tax Contribution Accounts, Participant-Directed Profit Sharing Accounts, Employer Matching Contribution Accounts, and Rollover Accounts, the Fund shall be divided into a number of separate investment funds selected by the Committee and communicated to Participants.

O. "Highly-Compensated Employee" means any Employee who during the Plan Year or the preceding Plan Year is a more than five percent owner (as defined by Code Section 416(i)(1)) or an Employee who for the preceding Plan Year received Compensation in excess of $80,000 adjusted as provided in Code Section 414(q)(1), and effective January 1, 1999 who was a member of the top-paid 20% group of Employees (based on Compensation for the preceding Plan Year).

Effective January 1, 2008, for purposes of determining whether an Employee is a Highly-Compensated Employee, annual Compensation means Compensation within the meaning of Code Section 415(c)(3) as set forth in Article II, Paragraph F, for purposes of applying the Code Section 415 limitations on contributions and benefits for the applicable Plan Year or preceding Plan Year.

The Committee must make the determination of who is a Highly Compensated Employee.

The Employer for purposes of this Paragraph is the entity employing the Employee and includes all other entities aggregated with such employing entity under the aggregation requirements of Code Sections 414(b), (c), (m) or (o).

A former Employee shall be considered a Highly-Compensated Employee if he was a Highly-Compensated Employee when he separated from service or if he was a Highly-Compensated Employee at any time after attaining age 55.

P. "Hour of Service" means:

a. Each hour for which the Employee is directly or indirectly paid, or entitled to payment, by the Employer for the performance of duties. These hours shall be credited to the Employee for the computation period or periods in which the duties are performed. Effective with respect to reemployments initiated on or after December 12, 1994, an Employee in qualified military service as defined in Code Section 414(u)(5) shall be credited with Hours of Service at his customary rate; and

b. Each hour for which an Employee is directly or indirectly paid, or entitled to payment, by the Employer on account of a period of time during which no duties are performed (irrespective of whether the employment relationship was terminated) due to vacation, holiday, illness, incapacity (including disability), layoff, jury duty, military duty or leave of absence. No more than 501 Hours of Service shall be credited under this subsection (b) for any single continuous period (whether or not such period occurs in a single computation period). Notwithstanding the foregoing, an Employee in qualified military service shall receive credit in accordance with Code Section 414(u). Hours under this subsection (b) shall be calculated and credited pursuant to Section 2530.200b-2 of the Department of Labor Regulations which are incorporated herein by this reference; and

c. Each hour for which back pay, irrespective of mitigation of damages, is either awarded or agreed to by the Employer. The same Hours of Service shall not be credited under subsection (a) or (b), as the case may be, and under this subsection (c). These hours shall be credited to the Employee for the Eligibility or Vesting Computation Period or Periods to which the award or agreement pertains rather than the computation period in which the award, agreement, or payment is made.

Provided, for the purpose of determining whether an Employee has incurred a One-Year Break in Service (i) Hours of Service described in subsection (b) shall be credited without regard to the 501-hour limitation of subsection (b); (ii) hours at the Employee’s customary rate shall be credited during any period the Employee is on authorized leave of absence or temporary layoff, and (iii) in the case of an Employee who is absent from work for any period by reason of pregnancy, birth of a child, placement with the Employee of a child for adoption, or caring for such child immediately following birth or placement, Hours of Service (up to 501 hours) shall be credited equal to the Hours of Service that otherwise would normally have been credited to the Employee but for such absence (or if such hours cannot be determined, equal to 8 Hours of Service per day of absence). The hours credited under (iii) above shall be credited to the applicable computation period in which the absence begins if such crediting will prevent a One-Year Break in Service, or otherwise to the following computation period. No such credit shall be given unless the Employee provides the Committee with timely information (including, if requested, a written statement of a doctor or adoption official) to establish that the absence is for reasons referred to in this paragraph and the number of days for which there was such an absence. Provided, further, there shall be no duplication of credit under the Plan. Authorized leave of absence shall be granted on a nondiscriminatory basis.

Hours of Service will be credited for employment with other members of an affiliated service group (under Code Section 414(m)), a controlled group of corporation (under Code Section 414(b)), or a group of trades or businesses under common control (under Code Section 414(c)) of which the Employer is a member, and any other entity required to be aggregated with the Employer pursuant to Code Section 414(o) and the regulations thereunder.

An exempt salaried Employee who during a semi-monthly payroll period would be entitled to credit for at least one Hour of Service shall receive credit for 95 Hours of Service. All other Employees shall be credited with actual hours (i) for which they are entitled to payment by the Employer, and (ii) for purposes of determining whether a One-Year Break in Service has occurred, at their regular rate during unpaid leave of absence.

Q. "One-Year Break in Service" means the applicable Eligibility or Vesting Computation Period during which an Employee completes less than 501 Hours of Service.

R. "Participant" means an Employee who has satisfied the eligibility requirements of Article III.

S. "Plan" means the 401(k) Savings Plan set forth in this agreement and all subsequent amendments thereto.

T. "Plan Year" means the twelve-month period on which the records of the Plan are kept. Each Plan Year shall end on December 31.

U. "Spouse" means the lawful husband or wife of the Participant.

V. "Trust" means the separate Trust Agreement between the Employer and Charles Schwab Trust Company (or any successor Trustee) and all subsequent amendments thereto.

W. "Trustee" means Charles Schwab Trust Company and any successor Trustee or Trustees hereunder appointed by the Board.

X. "Valuation Date" means the date upon which the assets of the Trust are valued. The Valuation Dates for Participants' Employee Pre-Tax Contribution Accounts, Participant-Directed Profit Sharing Accounts, Employer Matching Contribution Accounts, and Rollover Accounts shall be each business day when the New York Stock Exchange, Schwab Trust Company, and the Plan recordkeeper are open for business. The Committee is authorized to establish additional Valuation Dates in its discretion.

Y. "Vesting Computation Period" for purposes of determining a Participant's nonforfeitable Accrued Benefit means the Plan Year.

Z. "Year of Service" means the applicable computation period during which the Employee completes not fewer than 1,000 Hours of Service as defined in Paragraph P.

AA. "Miscellaneous." Unless some other meaning and intent is apparent from the context, the plurals shall mean the singular, and vice versa, and masculine, feminine, and neuter words shall be used interchangeably.

BB. "WMS 401(k) Plan" means the Windermere Mortgage Services Series LLC 401(k) Savings Plan and Trust. The WMS 401(k) Plan was known as the Windermere Mortgage Services LLC 401(k) Savings Plan and Trust from January 1, 2004 through April 30, 2005. Prior to January 1, 2004, the WMS 401(k) Plan was known as the Windermere Mortgage Services LLCs 401(k) Savings Plan and Trust.

CC. "WMS Money Purchase Pension Plan" means the Windermere Mortgage Services LLCs Money Purchase Pension Plan and Trust. The WMS Money Purchase Pension Plan merged into the WMS 401(k) Plan effective as of the close of business on December 31, 2002.

DD. “HomeSelect Plan” means the HomeSelect Series LLC 401(k) Savings Plan and Trust. The HomeSelect Plan terminated on October 28, 2008.

EE. “Employer Stock” means common stock issued by the Employer that is publicly traded and meets the requirements of Section 407(d)(5) of ERISA. For purposes of Code Sections 401(a)(22), 401(a)(28)(c), 409(h)(1)(B), and 409(l), Employer Stock “readily tradable on an established securities market” or words of similar import shall mean that such stock is readily tradable on an established securities market within the meaning of Treasury Regulation Section 1.405(a)(35)-1(f)(5).

ARTICLE III

Eligible Employees

A. Exclusions Employees shall be excluded from those eligible to participate if they are included in a unit of employees covered by a collective bargaining agreement between employee representatives and one or more employers, if there is evidence that retirement benefits were the subject of good faith bargaining and if the collective bargaining agreement does not provide for participation by such Employees. Notwithstanding any Plan provision to the contrary, any individual who is classified as an independent contractor by the Employer, regardless of whether such individual is classified as an employee by a court or by any federal, state or local agency, and any individual who performs services pursuant to an agreement between the Employer and a leasing organization shall not be eligible to participate in this Plan.

B. Eligibility for Employer Contributions Unless excluded by reason of Paragraph A of this Article III, each Employee who was a Participant on December 31, 2014, shall continue to be a Participant for purposes of eligibility for Employer contributions under Paragraphs A and C of Article IV subject to the provisions of this Plan. Each other Employee not excluded by reason of Paragraph A of this Article III shall become eligible upon the later of January 1, 2015, or his completion of one Year of Service with the Employer and attainment of age 18. Effective September 1, 2012, notwithstanding the foregoing, for purposes of eligibility for Employer matching contributions pursuant to Article IV, Paragraph C, only, each other Employee not excluded by reason of Paragraph A of this Article III shall become eligible upon attainment of age 18 and completion of one Hour of Service.

Each eligible Employee shall be enrolled as a Participant as of the Enrollment Date coinciding with or following completion of such requirements, provided the Employee has not separated from service before such Enrollment Date.

C. Eligibility to Make Employee Pre-Tax Contributions . Each Employee who is not otherwise excluded by reason of Paragraph A of this Article III shall become eligible to make Employee pre-tax contributions under Paragraph B of Article IV upon the later of January 1, 2015, or immediately following the later of the Employee’s employment date or attainment of age 18 and shall be enrolled as a Participant for this purpose as soon as administratively feasible following completion of such requirement.

D. Other Eligibility Provisions . In counting Years of Service for eligibility purposes, the Committee shall apply the following rules using the applicable Eligibility Computation Period to determine Years of Service and One-Year Breaks in Service:

a. Except as hereafter provided, the Employee shall receive credit for each Year of Service.

b. In the case of a Participant who has a One-Year Break in Service prior to the time he has any nonforfeitable right to an Accrued Benefit computed pursuant to Article VI, Paragraph B, and who returns to employment, service prior to the break shall not be counted if the number of his consecutive One-Year Breaks in Service equals or exceeds the aggregate number of Years of Service (whether or not consecutive) prior to the last such break if the number of consecutive One-Year Breaks in Service is five or more.

c. In the case of a Participant who terminates employment and is rehired, and his prior service is not disregarded under (b), he shall become a Participant on the date of his reemployment, which date shall be the date on which he completes one Hour of Service after his termination of employment.

The Committee may request each eligible Employee to apply for Plan participation in writing on a form to be supplied by the Committee, agreeing to the terms of the Plan and giving such information as may be required by the Committee, including beneficiary designation. An Employee shall not be precluded from Plan participation if he does not complete such form.

ARTICLE IV

Contributions

A. No Employer Discretionary Profit Sharing Contributions. Notwithstanding any provision of this Plan to the contrary, effective January 1, 2014, no Employer Discretionary Profit Sharing Contributions will be made to the Plan. Any references in the Plan to Employer Discretionary Profit Sharing Contributions or a Participant-Directed Profit Sharing Account shall refer solely to such contributions made in prior Plan Years and earnings as applicable.

B. Employee Pre-Tax Contributions. Effective September 1, 2012, and with respect only to those Employees hired or rehired on or after September 1, 2012, this plan utilizes an automatic election for pre-tax contributions ("Eligible Automatic Contribution Arrangement"), unless an Eligible Employee elects otherwise. Specifically, if an Employee becomes eligible to elect pre-tax contributions and fails to elect to make pre-tax contributions, or fails to affirmatively elect to make zero pre-tax contributions, within a reasonable time established by the Committee, the Employer will automatically reduce the Eligible Employee's Compensation by three percent (3%) per pay period and treat that sum as a pre-tax contribution. Any automatic pre-tax contributions will be invested in accordance with Article XI, Paragraph A. An affected Employee may at any time revoke the Eligible Automatic Contribution Arrangement described in this paragraph by filing a new election form with the Employer (including an election for zero pre-tax contributions). To be effective for the pay period, an election must be completed and submitted to the Employer reasonably prior to the close of the pay period, in accordance with rules established by the Committee. Automatic pre-tax contributions being made on behalf of the Eligible Employee will cease as soon as administratively feasible after the Eligible Employee makes an affirmative election.

The same percentage of Compensation (3%) will be withheld as automatic pre-tax contributions from all Eligible Employees subject to the Eligible Automatic Contribution Arrangement. Notwithstanding the foregoing, automatic pre-tax contributions shall be reduced or stopped to meet the limitations under Code Sections 401 (a)(17), 402(g) and 415.

At least thirty (30) days, but not more than ninety (90) days, before the beginning of the Plan Year the Employer shall distribute a comprehensive Eligible Automatic Contribution Arrangement notice to each Eligible Employee at the time he is hired that explains Eligible Automatic Contribution Arrangement and the Employee's rights and obligations under it, written in a manner calculated to be understood by the average Eligible Employee. If an Employee becomes an Eligible Employee after the 90^{th} day before the beginning of the Plan Year and does not receive a notice for that reason, the notice will be provided no more than 90 days before the Employee becomes an Eligible Employee but not later than the date the Employee becomes an Eligible Employee. The notice must accurately describe (a) the amount of automatic pre-tax contributions that will be made on the Employee's behalf in the absence of an affirmative election, (b) the Employee's right to elect to have no pre-tax contributions made on his or her behalf or to have a different amount of pre-tax contributions made, (c) how automatic pre-tax contributions will be invested in the absence of the Employee's investment instructions, and (d) the Employee's right to make a withdrawal of automatic pre-tax contributions and the procedures for making such a withdrawal.

An Employee may request a distribution of his or her automatic pre-tax contribution within the 90−day period allowed by applicable law, subject to the procedures adopted by the Committee and communicated to Plan Participants in the annual Eligible Automatic Contribution Arrangement notice. No spousal consent is required for a withdrawal under this paragraph. The amount to be distributed from this Plan upon the Employee's request is equal to the amount of automatic pre-tax contributions made through the earlier of (i) the pay date for the second payroll that begins after the Employee's withdrawal request, and (ii) the first pay date that occurs after 30 days after the Employee's request, plus attributable earnings through the date of distribution. Any fee charged to the Employee for the withdrawal may not be greater than any other fee charged for a cash distribution. Unless the Employee affirmatively elects otherwise, any withdrawal request will be treated as an affirmative election to revoke the Eligible Automatic Contribution Arrangement. Automatic pre-tax contributions distributed pursuant to this paragraph are not counted towards the dollar limitation on tax-deferred contributions contained in Code Section 402(g) nor for the ADP test. Matching Contributions that might otherwise be allocated to an Employee's account on behalf of the Eligible Automatic Contribution Arrangement will not be allocated to the extent the Employee withdraws such Employee pre-tax contributions pursuant to this Paragraph B and any Matching Contributions already made on account of the Eligible Automatic Contribution Arrangement that are later withdrawn pursuant to this Paragraph B will be forfeited.

With respect to Employees who were employed prior to September 1, 2012, on or prior to an Employee's Enrollment Date for Employee pre-tax contribution purposes, the Employee may, through use of a telephone voice response system or such other means as are designated by the Committee, direct the Employer (1) to defer a percentage of his Compensation each pay period, commencing as of his Enrollment Date, and (2) to contribute that amount to the Plan within the time required by ERISA. The Committee shall provide each Employee prior to his Enrollment Date instructions about the time period within which the Employee may elect to make pre-tax contributions effective as of his Enrollment Date. A Participant's pre-tax contributions for any pay period shall be in whole percentages equal to at least one percent (1%) of the Participant's Compensation but not more than a percentage of Compensation that shall be determined by the Committee from time to time in a manner that is consistent with applicable law, provided such contributions are within the limits of Article V, Paragraph E. The amount of a Participant's deferred Compensation shall be rounded to the nearest cent.

Notwithstanding the foregoing, Employee pre-tax contributions on behalf of a Participant in this Plan or any other qualified plan maintained by the Employer during any taxable year may not exceed the limit under Code Section 402(g) in effect for such taxable year ($18,000 for calendar year 2015 and thereafter such amount for a calendar year as adjusted each year by the Secretary of the Treasury), except to the extent permitted under the remainder of this Paragraph B and Section 414(v) of the Code, if applicable. A Participant who makes Code Section 401(k) Employee pre-tax contributions to more than one plan in a calendar year in excess of the applicable dollar limitation must submit to the Committee by March 1 of the year following the year of any excess contributions a written statement including the amount of the excess contributions to be allocated to this Plan. Any excess contributions allocated to this Plan shall be distributed, together with income attributable thereto, by April 15 of the year following the year of the excess contributions.

A Participant may elect the order in which Employee pre-tax contributions and Roth 401(k) Contributions are to be distributed in the event the Participant makes excess deferrals for a Plan Year. If the Participant makes no such election, then the Employee pre-tax contributions shall be distributed first. Excess deferrals attributable to Roth 401(k) Contributions must be distributed by April 15 of the year following the year in which the excess deferrals are made by the Participant.

Notwithstanding any provision of this Plan to the contrary, upon a Participant's return from qualified military service, such Participant may make up Employee pre-tax contributions for the period of qualified military service in accordance with Code Section 414(u), effective with reemployments initiated on or after December 12, 1994.

Effective the first day of any payroll period, each Participant who is deferring an amount of his Compensation may change the percentage of his Compensation to be deferred, and each Participant who is not deferring an amount of his Compensation may elect to begin deferring a percentage of his Compensation. Each Participant who elects to make such a change or election must follow the procedures established by the Committee and must make such change or election within a reasonable timeframe prior to the beginning of the applicable pay period, as designated by the Committee.

By following the procedures designated by the Committee, a Participant may revoke his Employee pre-tax contribution agreement effective as of the first day of any subsequent pay period. A Participant who revokes his Employee pre-tax contribution agreement may resume deferring a percentage of his Compensation hereunder at any time, provided he follows procedures designated by the Committee relating to resuming Employee pre-tax contributions, with such election effective as soon as administratively possible thereafter.

Employee pre-tax contributions shall be credited to a separate Employee Pre-Tax Contribution Account for each Participant. A Participant’s Employee Pre-Tax Contribution Account shall be invested, valued, distributed and except as specifically provided herein, in all respects treated in the same manner as the Participant’s Employer Matching Contribution Account, except that the amounts credited to the Participant’s Employee Pre-Tax Contribution Account shall be one hundred percent (100%) vested. Amounts in the Employee Pre-Tax Contribution Account shall not be distributed until the earliest of the Participant’s death, disability, retirement, attainment of age 59-½, termination of employment, in accordance with the provisions of Article VII of the Plan, or the occurrence of a hardship as set forth in Paragraph E of this Article.

Such amounts may also be distributed upon:

(1) Termination of the Plan without the establishment of another defined contribution plan, other than an employee stock ownership plan (as defined in Code Section 4975(e)(7)), a simplified employee pension plan (as defined in Code Section 408(k)) or a SIMPLE IRA Plan (defined in Code Section 408(p)).

(2) The disposition by a corporation to an unrelated corporation of substantially all of the assets (within the meaning of Code Section 409(d)(2)) used in a trade or business of such corporation if such corporation continues to maintain the plan after the disposition, but only with respect to employees who continue employment with the corporation acquiring such assets.

(3) The disposition by a corporation to an unrelated entity of such corporation's interest in a subsidiary (within the meaning of Code Section 409(d)(3)) if such corporation continues to maintain the Plan, but only with respect to Employees who continue employment with such subsidiary.

All Employees who are eligible to make Employee pre−tax contributions under this Plan and who have attained age 50 before the close of the taxable year shall be eligible to make catch-up contributions in accordance with, and subject to the limitations of, Code Section 414(v). Such catch-up contributions shall not be taken into account for purposes of the provisions of the Plan implementing the required limitations of Sections 402(g) and 415 of the Code. The Plan shall not be treated as failing to satisfy the provisions of the Plan implementing the requirements of Code Sections 401(k)(3), 401(k)(11), 401(k)(12), 410(b), or 416, as applicable, by reason of the making of such catch-up contributions. Consistent with the Employer’s administration of the Plan and applicable law, catch−up contributions shall be treated in the same manner as Employee pre-tax contributions for purposes of Participant loans pursuant to Article IX of this Plan and for purposes of any in-service withdrawals.

Effective January 1, 2009, a Participant shall be treated as having a severance from employment and therefore eligible for a distribution of his Employee Pre-Tax Contribution Account and Roth 401(k) Contribution Account during any period the Participant is performing service in the uniformed services for more than 30 days as described in Code Section 3401(h)(2)(A). In the event that such a Participant elects to receive a distribution by reason of severance from employment, the Participant may not make an elective deferral to the Plan during the 6-month period beginning on the date of the distribution.

C. Roth 401(k) Contributions . Effective beginning November 1, 2011, and thereafter, a Participant may designate all or a portion of his or her salary reduction contributions to this Plan as Roth 401(k) contributions. Effective January 1, 2016, a Participant may also elect to make In-Plan Roth Transfers pursuant to Article VII, Paragraph I.

1. Definitions. Definitions for purposes of this Paragraph J are as follows:

a. Elective Deferrals. Effective November 1, 2011, and thereafter, the term "Elective Deferrals" includes Employee Pre-Tax Contributions and Roth 401(k) Contributions.

b. Employee Pre-Tax Contributions. "Employee Pre-Tax Contributions" means a Participant's Elective Deferrals which are not includible in the Participant's gross income at the time deferred and have been irrevocably designated as Employee Pre-Tax Contributions by the Participant in his or her deferral election. A Participant's Employee Pre-Tax Contributions and withdrawals thereof will be separately accounted for, as will gains and losses attributable to those Employee Pre-Tax Contributions.

c. Roth 401(k) Contributions. "Roth 401(k) Contributions" means a Participant's Elective Deferrals that are includible in the Participant's gross income at the time deferred and have been irrevocably designated as Roth 401(k) Contributions by the Participant in his or her deferral election. A Participant's Roth 401(k) Contributions and withdrawals thereof will be separately accounted for, as will gains and losses attributable to those Roth 401(k) Contributions, and shall be held in that Participant's Roth 401(k) Contribution Account. Forfeitures may not be allocated to such account. No contributions other than Roth 401(k) Contributions and properly attributable earnings thereon will be credited to each Participant's Roth 401(k) Contribution Account.

d. Catch-up Contributions. A Participant who is eligible to make Catch-up Contributions pursuant to Article IV, Paragraph B, of this Plan may designate all or a portion of his or her Catch-up Contributions as Roth 401(k) Contributions.

e. Ordering Rules for Total Distributions. In the case of a Participant who receives a total distribution from this Plan, the Roth 401(k) Contributions will be distributed last.

f. Employer Matching Contributions. Roth 401(k) Contributions will be eligible for Employer Matching Contributions in the same manner as Employee Pre-Tax Contributions are eligible for such Employer Matching Contributions, pursuant to Article IV, Paragraph D, of this Plan, provided that the limit on the amount of such Matching Contributions shall be applied to the Participant's combined Employee Pre-Tax Contributions and Roth 401(k) Contributions.

g. Other Distributions Provisions. Earnings distributed from a Participant's Roth 401(k) Contribution Account are not taxed if the distribution is made at least five (5) taxable years after the first Roth 401(k) Contributions are made by the Participant, and if the distributions occur after the Participant's attainment of age 59-1/2, death, or disability. Eligible rollover distributions from a Participant's Roth 401(k) Contribution Account are taken into account in determining whether the total amount of the Participant's account balances under this Plan exceeds $1,000 for purposes of mandatory distributions from this Plan.

i. Loans. For purposes of loans to Participants as set forth in Article IX of this Plan, a Participant may elect to a loan from any portion of his or her Roth 401(k) Contribution Account.

j. In-Service Withdrawals. For purposes of age 59-1/2 in-service withdrawals to Participants as set forth in Article IV, Paragraph B, and hardship withdrawals to Participants pursuant to Article IV, Paragraph E, a Participant may elect to take all or a portion of the in-service withdrawal from his or her Roth 401(k) Contribution Account, provided that earnings may not be distributed in the event of a hardship withdrawal.

k. Direct Rollover Provisions. A Participant who is entitled to receive a Plan distribution (other than a hardship withdrawal) may elect a direct rollover of his or her Roth 401(k) Contribution Account to a Roth 401(k) Contributions Rollover Account in another employer's eligible retirement plan or to a Roth IRA in accordance with the applicable provisions of Article XVIII of this Plan, applying the limits for minimum rollover amounts separately to the Roth 401(k) Contribution Account. The Committee shall establish terms and conditions upon which this Plan will accept direct rollovers from a Participant's Roth 401(k) Contribution Account in another employer's eligible retirement plan to the extent permitted under Code Section 402(c). The five-year period referenced in subparagraph g. above shall commence to run as of the first taxable year for which the Participant made the Roth 401(k) Contribution to such previously established account of the other plan. A separate Roth 401(k) Contribution Rollover Account shall be established in this Plan on behalf of the Participant for such a Roth 401(k) Contribution Account rollover.

l. Operational Compliance. The Retirement Benefits Committee will administer Roth 401(k) Contributions in accordance with applicable regulations or other binding authority not reflected in this Article IV. Any applicable regulations or other binding authority shall supersede any contrary provisions of this Article IV.

m. Changes to Deferral Elections. A Participant may change his or her Roth 401(k) Contribution deferral election in accordance with the same procedures and timeframes as set forth in Article IV, Paragraph B, as amended.

n. Excess Deferrals

. Notwithstanding the foregoing, a Participant may elect the order in which Employee pre-tax contributions and Roth 401(k) Contributions are to be distributed in the event the Participant makes Excess Deferrals for a Plan Year. If the Participant makes no such election, then the Participant's Employee pre-tax contributions shall be distributed first. Excess deferrals attributable to Roth 401(k) Contributions must be distributed by April 15 of the year following the year in which the excess deferrals are made by the Participant.

D. Employer Matching Contributions. Prior to September 1, 2012, the Employer could, in its sole discretion, contribute on behalf of each Participant who makes Employee pre-tax contributions an Employer matching contribution equal to such percentage of each Participant's Employee pre-tax contributions as was determined by the Board of Directors in its discretion, provided that such Employer Matching Contributions (a) was be based only on a Participant's Employee pre-tax contributions of up to 6% of Compensation or such other maximum as set by the Board, and (b) would not result in an excess contribution or exceed the applicable limits of Paragraph E of Article V.

During the period beginning on September 1, 2012, and ending on December 31, 2012, the Employer could, in its sole discretion, contribute such percentage of each Participant's Elective Deferrals as was determined by the Board of Directors in its discretion to each Participant's Contribution Account, provided that such Employer discretionary matching contributions (a) would not exceed one hundred percent (100%) of the first three percent (3%) of Compensation deferred and fifty percent (50%) of the next two percent (2%) of Compensation deferred by the Participant, and (b) would not result in an excess contribution or exceed the applicable limits of Paragraph E of Article V. The Board could determine the time period for which such match would be made (e.g. a quarter or Plan Year), either prospectively or retroactively for the time period. If a match was made retroactively for a time period, the Participant must have been employed on the last day of such period (an Active Participant) to receive the match. If Employer discretionary matching contributions were made for a time period, such Employer discretionary matching contributions could be made each pay period within it based on the Participant's Employee pre-tax contributions and Compensation for each such pay period, or could be allocated based on the Participant's Employee pre-tax contributions and Compensation during the entire time period, as determined by the Board.

Effective January 1, 2013, the Employer shall contribute on behalf of each Participant who makes Elective Deferrals a safe harbor Employer matching contribution equal to one hundred percent (100%) of the first three percent (3%) of Compensation deferred by the Participant and fifty percent (50%) of the next two percent (2%) of Compensation deferred by the Participant (a "Safe Harbor Employer Matching Contribution"). The Safe Harbor Employer Matching Contribution shall be made and allocated based on the Participant's Elective Deferrals for the time period determined by the Board (e.g. a quarter or Plan Year) and regardless of whether a Participant is credited with 1,000 Hours of Service during the Plan Year or is employed on the last day of the Plan Year. The Safe Harbor Employer Matching Contribution may be made each pay period within a time period based on the Participant's Elective Deferrals and Compensation for each such pay period, or may be allocated based on the Participant's Elective Deferrals and Compensation during the entire time period, as determined by the Board.

The Safe Harbor Employer Matching Contribution shall be credited to a separate Safe Harbor Employer Matching Contribution Account for each Participant. Amounts credited to the Safe Harbor Employer Matching Contribution Account shall be one hundred percent (100%) vested and nonforfeitable at all times.

Notwithstanding any provisions of this Plan to the contrary, upon a Participant's return from qualified military service, Employer matching contributions shall be made to the extent they would have been made with respect to Elective Deferrals that are attributable to a period of qualified military service in accordance with Code Section 414(u).

Notwithstanding any provisions of this Plan to the contrary, Elective Deferrals that are catch-up contributions made pursuant to Paragraph B of Article IV shall not be eligible for Employer Matching Contributions under this Paragraph D.

In accordance with Treasury Regulations Sections 1.401(k)-1(e)(7) and 1.401(m)-1(c)(2), it is impermissible for the Employer to use ADP and ACP testing for a Plan Year in which it is intended for the Plan through its written terms to be an Internal Revenue Code Section 401(k) safe harbor plan and Internal Revenue Code Section 401(m) safe harbor plan and the Employer fails to satisfy the requirements of such safe harbors for the Plan Year.

E. Hardship Withdrawals of Elective Deferrals . The Plan Committee may distribute all or a part of a Participant's Account, prior to the time such Account would otherwise be distributed, upon a showing of immediate and heavy financial hardship by the Participant in accordance with the provisions of this paragraph. A Participant may not withdraw the earnings on account of hardship. A Participant's Employee Pre-Tax Contribution and Roth 401(k) Contribution Accounts for purposes of hardship distributions shall be valued as provided in Article VII, Paragraph A(4). A hardship distribution (a) must be on account of an immediate and heavy financial need and may not exceed the amount necessary to meet that need, and (b) must be necessary to satisfy a financial need which the Employee is unable to satisfy from other resources reasonably available to him. An immediate and heavy financial need shall be deemed to exist if the requested distribution is on account of:

(1) Uninsured medical expenses as defined in Code Section 213 that have already been incurred by the Participant, the Participant's Spouse, child (whether or not custodial), a dependent of the Participant, or the designated beneficiary of the Participant, or such expenses that have not already been incurred, provided prepayment of the expenses is necessary to allow such persons to obtain medical services;

(2) Purchase of the Participant's principal residence (excluding mortgage or loan payments);

(3) Payment of tuition, room and board expenses, and related educational fees for the next twelve months of post secondary education for the Participant, the Participant's Spouse, child, dependent, or designated beneficiary, including graduate school and any approved trade or technical school;

(4) Payment to prevent eviction of the Participant from his principal residence or foreclosure of a mortgage or other financing lien on the Participant's principal residence;

(5) Payment of burial or funeral expenses for the Participant’s deceased parent, Spouse, child, dependent, or designated beneficiary;

(6) Expenses for the repair of damage to the Participant’s principal residence that would qualify as a casualty loss deduction under Code Section 165 (determined without regard to whether the loss exceeds 10% of the Participant’s adjusted gross income); or

(7) Any other deemed immediate and heavy financial need that may be prescribed by the Commissioner of Internal Revenue through the publication of revenue rulings, notices, and other documents of general applicability.

Such a distribution may include an amount necessary to pay taxes and penalties on the distribution.

Hardship distributions shall be administered by the Committee in accordance with uniform and nondiscriminatory standards applicable to all Participants.

Any Participant making a hardship withdrawal as permitted hereunder may not make additional Employee contributions (including Section 401(k) pre-tax contributions) to this or any other plan maintained by the Employer for a period of six (6) months from the date of such withdrawal. Effective January 1, 2008, following the end of such a six-month period, a Participant may affirmatively elect to restart his Employee pre-tax contributions as soon as administratively feasible following the end of such six-month period, provided that prior to the date such Employee pre-tax contributions recommence and within the timeframe required by the Committee he elects to make Employee pre-tax contributions by following the procedures designated by the Committee.

F. Date of Payment . The Employer shall pay to the Trustee, within the time provided by law for filing of the Employer's income tax return (including extensions), the amount to be contributed pursuant to Paragraphs A and D.

The Employer shall pay to the Trustee, within the time required by law for 401(k) contributions, Elective Deferrals for each such pay period on behalf of all Participants pursuant to Paragraphs B and C of this Article IV.

The Trustee shall not be responsible for determining the amount of any Plan contributions nor for collecting contributions not voluntarily paid to the Trustee.

G. Profit Sharing Plan . This Plan is designed to qualify as a profit sharing plan for purposes of Code Section 401(a), 402, 412, and 417. However, notwithstanding any Plan provision to the contrary, all contributions shall be made without regard to current or accumulated earnings and profits.

ARTICLE V

Participant's Accounts,

Valuation, Maximum Contribution

A. Participant's Accounts The Committee or its delegate shall maintain a separate Participant-Directed Profit Sharing Account, a separate Employee Pre-Tax Contribution Account, a separate Employer Discretionary Matching Contribution Account, a separate Roth 401(k) Contribution Account, a separate transferred ESOP Cash Account, an Employer Stock Account, and a separate Rollover Account, where applicable for each Participant, which accounts shall reflect the Participant's Accrued Benefit. Effective January 1, 2013, the Committee shall also maintain a separate Safe Harbor Employer Matching Contribution Account. The Committee shall furnish to the extent required by ERISA, each Participant who requests the same in writing a statement reflecting, on the basis of the latest available information, his Accrued Benefit and the nonforfeitable portion thereof or if no benefits are nonforfeitable, the earliest date on which benefits will be nonforfeitable. The Employer may appoint the Trustee or any qualified third party to perform recordkeeping functions.

B. Allocations of Contributions

1. RESERVED.

2. Allocation of Employer Matching Contributions. The Employer matching contributions if any, for a Plan Year pursuant to Paragraph D of Article IV shall be allocated to the Employer Matching Contribution Account of each Participant who is an Active Participant (as defined in Paragraph D of Article IV).

C. RESERVED.

D. Trust Valuation

As of each Valuation Date, the Trustee shall determine the fair market value of the trust assets allocated to Participants' Employee Pre-Tax Contribution Accounts, Participant-Directed Profit Sharing Accounts, Employer Matching Contribution Accounts, and Rollover Accounts in order to determine the percentage of increase or decrease in the fair market value of such assets when compared with the fair market value of such assets as of the immediately preceding Valuation Date. The cumulative amount allocated as of the preceding Valuation Date to the Employee Pre-Tax Contribution Account, where applicable, the Participant-Directed Profit Sharing Account, where applicable, the Employer Matching Contribution Account, where applicable, and the Rollover Account, where applicable, of each Participant shall be adjusted to reflect the increase or decrease, as the case may be, by multiplying such account by the percentage so determined. The Employer, the Committee, and the Trustee do not in any manner or to any extent whatever warrant, guarantee, or represent that the value of a Participant's account or accounts shall at any time equal or exceed the amount previously contributed thereto.

E. Maximum Contributions

1. Annual Addition The term "annual addition" for any Plan Year means the sum of:

a. The Employer's contributions on a Participant's behalf to the Employer's defined contribution plan(s) (any profit sharing and money purchase pension plans) including Employee pre-tax contributions and/or Roth 401(k) Contributions hereunder;

b. The Participant's voluntary nondeductible contributions, if any, to the defined contribution plan(s) maintained by the Employer;

c. Amounts allocated for a Plan Year beginning after March 31, 1984, to a Code Section 415(l)(2) individual medical account that is part of a pension or annuity plan maintained by the Employer; and

d. Amounts paid or accrued after December 31, 1985, in taxable years ending after that date, for post-retirement benefits allocated to a separate account in a Code Section 419(e) welfare benefit fund maintained by the Employer. These amounts will not be subject to the present limitations of Code Section 415(c)(1)(B).

Notwithstanding any provisions of this Paragraph E to the contrary, except to the extent permitted under Article IV, Paragraph B, and Section 414(v) of the Code, if applicable, the annual addition that may be contributed or allocated to a Participant's accounts under the Plan for any Plan Year shall not exceed the lesser of: (a) $40,000, as adjusted for increases in the cost-of-living under Section 415(d) of the Code (i.e., $49,000 for 2010), or (b) 100 percent of the Participant's Compensation, for purposes of Code Section 415. The compensation limit referred to in (b) shall not apply to (i) any contributions for medical benefits after separation from service (within the meaning of Code Section 401(h) or Code Section 419A(f)(2)) and which are otherwise treated as an Annual Addition; or (ii) any amount otherwise treated as an Annual Addition under Code Section 415(l)(1) or 419A(d)(2).

If a short limitation year is created because of an amendment changing the limitation year to a different 12-consecutive month period, the maximum permissible amount will not exceed the defined contribution dollar limitation multiplied by the following fraction:

Number of months in the short limitation year /12

If the Plan is terminated as of a date other than the last day of the limitation year, the Plan is deemed to have been amended to change its limitation year and the maximum permissible amount shall be determined shall be prorated for the resulting short limitation year.

The limitation year is the Plan Year.

2. Excess Annual Addition . [Effective for limitation years beginning on or after July 1, 2007, if the annual additions (within the meaning of Code Section 415) are exceeded for any Participant, then this Plan may only correct such excess in accordance with the Employee Plans Compliance Resolution System (EPCRS) as set forth in

Revenue Procedure 2013-12 or any superseding guidance, including, but not limited to, the preamble of the final Code Section 415 regulations.

3. **Contributions and Benefit Limits**. For the purpose of this Paragraph E, the following rules shall control:

a. The $40,000 maximum ($53,000 in 2015) shall be deemed adjusted for any Plan Year to conform to increases in the cost of living in accordance with regulations to be adopted by the Secretary of Treasury.

b. All qualified defined benefit plans (whether terminated or not) ever maintained by the Employer shall be treated as one defined benefit plan, and all qualified defined contribution plans (whether terminated or not) ever maintained by the Employer shall be treated as one defined contribution plan.

c. If the Employer is a member of a controlled group of corporations, trades or businesses under common control (as defined by Code Section 1563(a) or Code Section 414(b) and (c) as modified by Code Section 415(h)) or is a member of an affiliated service group (as defined by Code Section 414(m)), all employees of such employers shall be considered to be employed by a single employer.

F. Forfeitures and Reinstatement of Forfeitures. If a Participant terminates employment with the Employer, incurs an Event of Forfeiture, is thereafter reemployed, and has not incurred five consecutive One-Year Breaks in Service as of the Anniversary Date coinciding with or following the date of his reemployment, the forfeited dollar amount of his Accrued Benefit shall be reinstated as if that nonvested dollar amount of his Accrued Benefit had not been forfeited, and shall be 100% vested, provided the terminated Participant repays the vested dollar amount of his Accrued Benefit previously distributed to him, which was attributable to Employer contributions, back to the Plan Trustee to be credited to the Participant. Any required repayment shall be made in cash and shall be repaid to the Participant's Participant-Directed Profit Sharing Account, and Employer Matching Contribution Account, as applicable. Any required repayment must occur before the earlier of (1) the date five years after the first date on which the Participant is subsequently re-employed by the Employer, or (2) the date the Participant would have incurred five consecutive One-Year Breaks in Service following the date of the distribution had he not been re-employed. Reinstatement of a Participant's forfeited Accrued Benefit in accordance with this Paragraph F shall occur on the Anniversary Date coinciding with or following such Participant's date of repayment by allocating the required amount to the Participant's Participant-Directed Profit Sharing Account, and Employer Matching Contribution Account, as applicable, first, from forfeitures of Employer Matching Contributions occurring on such Anniversary Date, second, from Trust earnings allocated as of such Anniversary Date, and third, from extraordinary Employer contributions as required.

Forfeitures of amounts in Participants' Participant-Directed Profit Sharing Accounts and Employer Matching Contribution Accounts shall be applied first to offset eligible Plan expenses in the Plan Year of the forfeiture or the Plan Year immediately following and then to reinstate any nonvested Accrued Benefits required to be reinstated for the Plan Year of the forfeiture or the Plan Year immediately following. Any remaining forfeitures shall be applied to reduce

Employer contributions due in the current Plan Year, or if none, to reduce Employer contributions due in the Plan Year following the Plan Year in which the forfeiture occurred.

ARTICLE VI

Nonforfeitable Accrued Benefit

A. Allocations Not Vested. Allocations to Participants in accordance with the provisions of Article V shall not vest any right or title to any part of the assets of the Trust.

B. Vesting Period. A Participant's Employee Pre-Tax Contribution Account, Roth 401(k) Contribution Account, and Rollover Account, if applicable, shall be 100% vested at all times. A Participant's Participant-Directed Profit Sharing Account, Transferred ESOP Cash Account, and Employer Stock Account shall vest in accordance with the following schedule:

Completion of 1 Year of Service	0%
Completion of 2 Years of Service	0%
Completion of 3 Years of Service	20%
Completion of 4 Years of Service	40%
Completion of 5 Years of Service	60%
Completion of 6 Years of Service	80%
Completion of 7 Years of Service	100%

Notwithstanding the foregoing, effective with respect to a Participant who completes at least one Hour of Service on or after January 1, 2007, such Participant's Participant-Directed Profit Sharing Account, Transferred ESOP Cash Account, and Employer Stock Account shall vest in accordance with the following schedule:

Completion of 1 Year of Service	20%
Completion of 2 Years of Service	40%
Completion of 3 Years of Service	60%
Completion of 4 Years of Service	80%
Completion of 5 Years of Service	100%

A Participant's Employer Matching Contribution Account shall vest in accordance with the following schedule:

Completion of 1 Year of Service	20%
Completion of 2 Years of Service	40%
Completion of 3 Years of Service	60%
Completion of 4 Years of Service	80%
Completion of 5 Years of Service	100%

In crediting Years of Service to determine a Participant's nonforfeitable Accrued Benefit, the Committee shall apply the following rules using the Vesting Computation Period for purposes of determining Years of Service and One-Year Breaks in Service:

1. Except as specifically hereinafter provided, all of an Employee's Years of Service with the Employer both prior to becoming a Participant and thereafter shall be taken into account. Certain Employees' Years of Service with certain predecessor employers and acquired entities have been taken into account, as provided in this Plan prior to the Effective Date.

2. In the case of a Participant who terminates employment with the Employer and has no nonforfeitable right to an Accrued Benefit, the Employer shall not give credit for Years of Service occurring before a One-Year Break in Service if, on the date the Participant first completes an Hour of Service following the date of termination, the number of his consecutive One-Year Breaks in Service equals or exceeds the aggregate number of Years of Service (whether or not consecutive) prior to the last such break if the number of consecutive One-Year Breaks in Service is five or more. Years of Service before the break shall not include Years of Service not required to be taken into account by reason of any other rule under this Paragraph B.

3. The Employer shall give credit for Years of Service which are not disregarded under subparagraph 2 upon the Participant's reemployment date, which shall be the date on which he completes one Hour of Service after his termination of employment.

4. The nonforfeitable percentage of a Participant's Accrued Benefit derived from Employer contributions made prior to five consecutive One-Year Breaks in Service shall be determined without regard to Years of Service occurring after such five consecutive One-Year Breaks in Service. Separate accounting shall be maintained for the pre-break Accrued Benefit.

Effective with respect to a Participant who is an active Employee on July 26, 2012, or who is rehired after such date and whose prior vesting credit cannot be disregarded, such Participant's Transferred ESOP Cash Account and ESOP Stock Account that was transferred to such Participant's Employer Stock Account shall be one hundred percent (100%) vested and nonforfeitable.

Notwithstanding the foregoing, effective with respect to a Participant who completes at least one Hour of Service on or after September 1, 2012, such Participant shall be one hundred percent (100%) vested in such Participant's Employer Discretionary Matching Contribution Account. Effective January 1, 2013, a Participant's Safe Harbor Employer Matching Contribution Account shall be one hundred percent (100%) vested at all times.

The Participant-Directed Profit Sharing Account of any Participant with such an account balance remaining in the Plan as of January 1, 2014, shall be 100% vested and nonforfeitable.

C. Amendment to Vesting Computation Period or Vesting Schedule . The Employer may amend the Plan to provide for a different Vesting Computation Period so long as the new Vesting Computation Period, as amended, begins prior to the last day of the preceding Vesting Computation Period. No Plan amendment shall reduce a Participant's nonforfeitable Accrued Benefit. If the Plan vesting schedule is amended or the Plan is amended in any way that directly or indirectly affects the computation of a Participant's nonforfeitable percentage, or if a different vesting schedule is applicable because a previously Top-Heavy Plan is no longer Top-Heavy, each Participant with at least three (3) Years of Service with the Employer may elect, within a reasonable period after the adoption of the amendment, to have his nonforfeitable Accrued Benefit (accrued before and after the amendment) computed under the Plan without regard to such amendment. The period during which the election may be made shall commence with the date the amendment is adopted and shall end on the later of:

1. Sixty (60) days after the amendment is adopted;

2. Sixty (60) days after the amendment becomes effective; or

3. Sixty (60) days after the Participant is issued written notice of the amendment by the Employer or Committee.

D. Full Vesting. Upon a Participant's death while still employed by the Employer, disability while still employed by the Employer, or attainment of normal retirement age while still employed by the Employer, the full amount credited to the Participant's Participant-Directed Profit Sharing Account and Employer Matching Contribution Account pursuant to Article V shall become fully vested and nonforfeitable.

In the case of a death occurring on or after January 1, 2007, if a Participant dies while performing qualified military service (as defined in Code Section 414(u)), the Participant's survivors are entitled to any additional benefits (other than benefit accruals relating to the period of qualified military service), such as full vesting upon death, provided under the Plan as if the Participant had resumed and then terminated employment on account of death.

E. Participant's Commencement of Excluded Employment. In the event a Participant transfers to an employment category excluded under Article III, the following shall control:

1. For purposes of determining the Participant's right to, and the amount of an allocation of the Employer contribution, Hours of Service performed and Compensation received while the Participant was in a category excluded under Article III hereof shall not be counted.

2. For purposes of determining the Participant's nonforfeitable Accrued Benefit, Hours of Service performed while the Participant was in an excluded category shall be counted.

F. Transfer of Participants. The transfer of a Participant from the employ of one Employer co-sponsoring the Plan to another Employer co-sponsoring the Plan shall for no purpose constitute a termination of employment hereunder for vesting purposes, nor shall such Participant receive a distribution from this Plan until such time as he terminates employment with all such Employers. The respective Employers shall notify the Committee of the transfer of employment, and the Committee shall adjust its records accordingly. If an Active Participant shall transfer during a Plan Year, he shall receive an allocation of each of his Employer's discretionary Profit Sharing contributions (if any) based upon his Compensation from each such Employer if he completes a total of at least 1,000 Hours of Service with Employers co-sponsoring the Plan during the Plan Year and is employed by an Employer sponsoring the Plan on the Anniversary Date.

ARTICLE VII

Distribution of Benefits

A. Retirement Age and Options. The normal retirement age shall be age 65 for all Participants, and each Participant or former Participant shall be entitled to retire the first day of the month coinciding with or following attainment of normal retirement age, which day shall be his Normal Retirement Date.

1. Employment After Normal Retirement Age . If a Participant continues in the employ of the Employer beyond his Normal Retirement Date, he shall, pursuant to the terms of this Plan, continue to share in any Employer discretionary Profit Sharing contributions and increases and decreases in value, including fees and expenses until actual retirement and may elect Employee pre-tax contributions and receive Employer matching contributions hereunder.

a. Election to Receive Benefits While Still Employed . A Participant who has attained age 70½ may elect in writing to receive his Accrued Benefit prior to his actual retirement date in accordance with procedures established by the Committee; such a Participant shall continue to share in any Employer discretionary Profit Sharing contributions and increases and decreases in value, including fees and expenses, until actual retirement and may elect Employee pre-tax contributions and receive Employer matching contributions hereunder.

b. Required Receipt of Benefits . The required beginning date of a Participant is the later of the April 1 of the calendar year following the calendar year in which the Participant attains age 70½ or retires except that benefit distributions to a more than five percent (5%) owner (as defined in Code Section 416) must commence by the April 1 of the calendar year following the calendar year in which the Participant attains age 70½.

A participant is treated as a more than five percent (5%) owner for purposes of this section if such participant is a more than five percent (5%) owner as defined in Code Section 416 at any time during the Plan Year ending within the calendar year in which such owner attains age 70½.

A Participant to whom this subparagraph b. applies shall continue to share in any Employer discretionary Profit Sharing contributions, and increases and decreases in value, including fees and expenses, until actual retirement, and may elect Employee pre-tax contributions and receive Employer matching contributions hereunder.

2. Date of Retired Participant's First Payment . A Participant who retires hereunder on or after his or her Normal Retirement Date shall begin receiving his benefits as soon as is reasonably possible after his retirement date but no later than the date sixty (60) days after the close of the Plan Year in which the Participant retires on or after his or her Normal Retirement Date, unless he elects to defer payment (or whether he or she is deemed to have deferred payment) pursuant to subparagraph (3) below.

3. Deferral of Benefits . A Participant who retires hereunder or terminates employment with a nonforfeitable Accrued Benefit in excess of $1,000 shall not be required to receive a distribution without his written consent. The Participant may elect to defer the commencement of his Plan benefits to a later date, but not later than April 1 of the calendar year following the calendar year in which he attains age 70½. Such a Participant must make this election in writing on a form provided by the Committee. Such election shall include the current amount of the Participant's nonforfeitable Accrued Benefit and the date on which payment shall commence. The Participant may change such election prior to the commencement of his deferred benefits, provided payments commence no later than the date required above.

Failure of a Participant to consent to a distribution while a nonforfeitable Accrued Benefit in excess of $1,000 is immediately distributable shall be deemed an election to defer commencement of payment.

4. Form of Payment . A Participant who is eligible to receive benefits under this paragraph may elect in writing to receive a single payment equal to the Participant's nonforfeitable Accrued Benefit valued as of the Valuation Date(s) coinciding with or immediately following the Plan's receipt of the Participant's distribution request.

With respect to a Participant who was receiving payments in installments from his ESOP stock account under the restrictions on payment in effect for the ESOP, such Participant may elect to stay on the installment payment schedule begun under the ESOP or to receive a single lump sum payment of the remainder of the Employer Stock Account.

5. Reserved.

6. Minimum Required Distribution Under Final Regulations.

With respect to minimum required distributions made on or after the Effective Date as defined in Paragraph 6.a.i below, the following provisions shall apply:

a. General Rules.

i. Effective Date. The provisions of this Article VII, Paragraph A.6 will apply for purposes of determining required minimum distributions for calendar years beginning with the 2003 calendar year.

ii. Precedence. The requirements of this Article VII, Paragraph A.6 will take precedence over any inconsistent provisions of the Plan as to the required minimum amount payable, provided that any provision of the Plan requiring faster payment or greater payments will remain in effect.

iii. Requirements of Treasury Regulations Incorporated. All distributions required under this Article VII, Paragraph A.6 will be determined and made in accordance with the Treasury regulations under Code Section 401(a)(9) and the minimum distribution incidental benefit requirement of Code Section 401(a)(9)(G).

iv. TEFRA Section 242(b)(2) Elections. Notwithstanding the other provisions of this Article VII, distributions may be made under a designation made before January 1, 1984, in accordance with Section 242(b)(2) of the Tax Equity and Fiscal Responsibility Act (TEFRA) and the provisions of the Plan that relate to Section 242(b)(2) of TEFRA.

b. Time and Manner of Distribution.

i. Required Beginning Date. The Participant's nonforfeitable Accrued Benefit will be distributed, or begin to be distributed, to the Participant no later than the Participant's Required Beginning Date, as defined in subparagraph e.v. below.

ii. Death of Participant Before Distributions Begin. If the Participant dies before distributions begin, the Participant's nonforfeitable Accrued Benefit will be distributed, or begin to be distributed, no later than as follows:

A. If the Participant’s surviving spouse is the Participant’s sole designated beneficiary, then distributions to the surviving spouse will begin by December 31 of the calendar year immediately following the calendar year in which the Participant died, or by December 31 of the calendar year in which the Participant would have attained age 70−1/2, if later, unless subparagraph iii. below applies.

B. If the Participant’s surviving spouse is not the Participant’s sole designated beneficiary, then distributions to the designated beneficiary will begin by December 31 of the calendar year immediately following the calendar year in which the Participant died, unless subparagraph iii. below applies.

C. If there is no designated beneficiary as of September 30 of the year following the year of the Participant’s death, the Participant’s entire nonforfeitable Accrued Benefit will be distributed by December 31 of the calendar year containing the fifth anniversary of the Participant’s death.

D. If the Participant’s surviving spouse is the Participant’s sole designated beneficiary and the surviving spouse dies after the Participant but before distributions to the surviving spouse begin, this subparagraph ii, other than subparagraph ii.A, will apply as if the surviving spouse were the Participant.

For purposes of this subparagraph ii. and Article VII, Paragraph A.6.d, unless subparagraph ii.D. above applies, distributions are considered to begin on the Participant’s Required Beginning Date. If subparagraph ii.D. above applies, distributions are considered to begin on the date distributions are required to begin to the surviving spouse under subparagraph ii.A. above. If the Plan permits an annuity contract as a form of payment and distributions under an annuity purchased from an insurance company irrevocably commence to the Participant before the Participant's Required Beginning Date (or to the Participant’s surviving spouse before the date distributions are required to begin to the surviving spouse under subparagraph ii.A), the date distributions are considered to begin is the date distributions actually commence.

iii. Five-Year Rule. If the Participant dies before distributions begin and there is a designated beneficiary, distribution to the designated beneficiary is not required to begin by the date specified above in subparagraph b.ii., as long as the Participant’s entire nonforfeitable Accrued Benefit will be distributed to the designated beneficiary by December 31 of the calendar year containing the fifth anniversary of the Participant’s death (“five-year rule”). If the Participant’s surviving spouse is the Participant’s sole designated beneficiary and the surviving spouse dies after the Participant but before distributions to either the Participant or the surviving spouse begin, this election will apply as if the surviving spouse were the Participant.

Beneficiaries may elect on an individual basis whether the foregoing 5-year rule or the life expectancy rule specified in subparagraph b.ii above and subparagraph d.ii below applies to distributions after the death of a Participant who has a designated beneficiary. The election must be made no later than the earlier of (a) December 31 of the calendar year in which distribution would be required to begin under subparagraph b.ii, or (b) December 31 of the calendar year which contains the fifth anniversary of the Participant’s (or, if applicable, surviving spouse's) death. If the beneficiary does not make an election under this Paragraph, distributions will be made in accordance with the five-year rule.

A designated beneficiary who is receiving payments under the 5-year rule may make a new election to receive payments under the life expectancy rule until December 31, 2003, provided that all amounts that would have been required to be distributed under the life expectancy rule for all distribution calendar years before 2004 are distributed by the earlier of December 31, 2003 or the end of the 5-year period.

iv. Forms of Distribution. Unless the Participant's interest is distributed in the form of an annuity purchased from an insurance company or in a single sum on or before the Required Beginning Date, then for each distribution calendar year distributions will be made in accordance with Paragraphs A.6.c and A.6.d of this Article VII. If the Plan permits an annuity contract as a form of payment and the Participant's interest is distributed in the form of an annuity purchased from an insurance company, distributions thereunder will be made in accordance with the requirements of Section 401(a)(9) of the Code and the Treasury regulations.

c. Required Minimum Distributions During Participant's Lifetime.

i. Amount of Required Minimum Distribution For Each Distribution Calendar Year. During the Participant's lifetime, the minimum amount that will be distributed for each distribution calendar year is the lesser of:

A. the quotient obtained by dividing the Participant's nonforfeitable Accrued Benefit by the distribution period in the Uniform Lifetime Table set forth in Section 1.401(a)(9)-9 Q&A-2 of the Treasury regulations, using the Participant's age as of the Participant's birthday in the distribution calendar year; or

B. if the Participant's sole designated beneficiary for the distribution calendar year is the Participant's spouse, the quotient obtained by dividing the Participant's nonforfeitable Accrued Benefit by the number in the Joint and Last Survivor Table set forth in Section 1.401(a)(9)-9 of the Treasury regulations, using the Participant's and spouse's attained ages as of the Participant's and spouse's birthdays in the distribution calendar year.

ii. Lifetime Required Minimum Distributions Continue Through Year of Participant's Death. Required minimum distributions will be determined under this Article VII, Paragraph A.6.c. beginning with the first distribution calendar year and up to and including the distribution calendar year that includes the Participant's date of death.

d. Required Minimum Distributions After Participant's Death.

i. Death On or After Date Distributions Begin.

A. Participant Survived by Designated Beneficiary. If the Participant dies on or after the date distributions begin and there is a designated beneficiary, the minimum amount that will be distributed for each distribution calendar year after the year of the Participant's death is the quotient obtained by dividing the Participant's nonforfeitable Accrued Benefit by the longer of the remaining life expectancy of the Participant or the remaining life expectancy of the Participant's designated beneficiary, determined as follows:

1. The Participant's remaining life expectancy is calculated using the age of the Participant in the year of death, reduced by one for each subsequent year.

2. If the Participant's surviving spouse is the Participant's sole designated beneficiary, the remaining life expectancy of the surviving spouse is calculated for each distribution calendar year after the year of the Participant's death using the surviving spouse's age as of the spouse's birthday in that year. For distribution calendar years after the year of the surviving spouse's death, the remaining life expectancy of the surviving spouse is calculated using the age of the surviving spouse as of the spouse's birthday in the calendar year of the spouse's death, reduced by one for each subsequent calendar year.

3. If the Participant's surviving spouse is not the Participant's sole designated beneficiary, the designated beneficiary's remaining life expectancy is calculated using the age of the beneficiary in the year following the year of the Participant's death, reduced by one for each subsequent year.

B. No Designated Beneficiary. If the Participant dies on or after the date distributions begin and there is no designated beneficiary as of September 30 of the year after the year of the Participant's death, the minimum amount that will be distributed for each distribution calendar year after the year of the Participant's death is the quotient obtained by dividing the Participant's entire nonforfeitable Accrued Benefit by the Participant's remaining life expectancy calculated using the age of the Participant in the year of death, reduced by one for each subsequent year.

ii. Death Before Date Distributions Begin.

A. Participant Survived by Designated Beneficiary. If the Participant dies before the date distributions begin and there is a designated beneficiary, the minimum amount that will be distributed for each distribution calendar year after the year of the Participant's death is the quotient obtained by dividing the Participant's nonforfeitable Accrued Benefit by the remaining life expectancy of the Participant's designated beneficiary, determined as provided in Article VII, Paragraph A.6.d.i above.

B. No Designated Beneficiary. If the Participant dies before the date distributions begin and there is no designated beneficiary as of September 30 of the year following the year of the Participant's death, distribution of the Participant's entire nonforfeitable Accrued Benefit will be completed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.

C. Death of Surviving Spouse Before Distributions to Surviving Spouse Are Required to Begin. If the Participant dies before the date distributions begin, the Participant's surviving spouse is the Participant's sole designated beneficiary, and the surviving spouse dies before distributions are required to begin to the surviving spouse under Article VII, Paragraph A.6.b.ii.A above, this Article VII, Paragraph A.6.d.ii will apply as if the surviving spouse were the Participant.

e. Definitions.

i. Designated beneficiary. The individual who is designated as the beneficiary under Article VII, Paragraph B of the Plan (including any individual who is a default beneficiary identified under Article VII, Paragraph B of the Plan), and is the designated beneficiary under Code Section 401(a)(9) and Section 1.401(a)(9)-4 of the Treasury regulations.

ii. Distribution calendar year. A calendar year for which a minimum distribution is required. For distributions beginning before the Participant's death, the first distribution calendar year is the calendar year immediately preceding the calendar year which contains the Participant's Required Beginning Date. For distributions beginning after the Participant's death, the first distribution calendar year is the calendar year in which distributions are required to begin under Article VII, Paragraph A.6.b.ii. The required minimum distribution for the Participant's first distribution calendar year will be made on or before the Participant's Required Beginning Date. The required minimum distribution for other distribution calendar years, including the required minimum distribution for the distribution calendar year in which the Participant's Required Beginning Date occurs, will be made on or before December 31 of that distribution calendar year.

iii. Life expectancy. Life expectancy as computed by use of the Single Life Table in Section 1.401(a)(9)-9, Q&A-1, of the Treasury regulations.

iv. Participant's nonforfeitable Accrued Benefit. The Participant's nonforfeitable Accrued Benefit as of the last Valuation Date in the calendar year immediately preceding the distribution calendar year (valuation calendar year) increased by the amount of any contributions made and allocated or forfeitures allocated to the nonforfeitable Accrued Benefit as of dates in the valuation calendar year after the Valuation Date and decreased by distributions made in the valuation calendar year after the Valuation Date. The nonforfeitable Accrued Benefit for the valuation calendar year includes any amounts rolled over or transferred to the Plan either in the valuation calendar year or in the distribution calendar year if distributed or transferred in the valuation calendar year.

v. Required Beginning Date. The date specified in Article VII, Paragraph A.1.b. of the Plan.

B. Death . Each Participant shall designate a beneficiary or beneficiaries on a form to be furnished by the Committee. The beneficiary of a married Participant shall be his Spouse, unless the Spouse consents in writing to the designation of another specific beneficiary and acknowledges the effect of the consent. The consent shall be witnessed by a notary public or a Plan representative. Such designation shall be filed with the Committee and may be changed by the Participant from time to time by filing a new designation in writing (together with the Spouse's consent where required). The designation last filed with the Committee shall control.

If any Participant shall fail to designate a beneficiary or if the person or persons designated predecease the Participant and there is no designated successor, the Participant's beneficiary shall be the following in the order named:

a. Surviving Spouse at date of death,

b. Then living issue, per stirpes (lawful issue and adopted),

c. Then living parents, in equal shares,

d. Brothers and sisters, in equal shares, provided that if any brother or sister is not then living, his or her share shall be distributed to his or her then living issue, per stirpes, and

e. Estate of the Participant.

1. **Death Prior to Commencement of Benefits** . A Participant's beneficiary shall receive the Participant's nonforfeitable Accrued Benefit in the form of a single lump sum payment. Such payment shall be valued as of the Valuation Date coinciding with or following the Plan's receipt of the beneficiary's distribution request, subject to the following rules:

a. A beneficiary may elect to have payments commence a reasonable time after the Participant's death.

b. All payments to the beneficiary shall be completed by December 31 of the calendar year in which the fifth anniversary of the Participant's death occurs, except that such payments may extend beyond that five-year period if the Participant designated a beneficiary who is the Participant's Spouse, and that beneficiary elects to have payments commence not later than the later of (a) December 31 of the calendar year in which the Participant would have attained age 70½ or (b) December 31 of the calendar year in which the fifth anniversary of the Participant's death occurs.

The beneficiary's election of a Plan distribution shall be in writing on a form furnished by the Committee. If the beneficiary is the Participant's Spouse and the Spouse elects to postpone payment of the Participant's Accrued Benefit, the Spouse shall designate a beneficiary or beneficiaries in accordance with the provisions of this Paragraph B as if the Spouse was the Participant. If such Spouse dies before payments commence hereunder, the provisions of this Paragraph B shall be applied as if the Spouse was the Participant.

If the Participant's beneficiary fails to make a written election of a Plan distribution before December 31 of the calendar year in which the fifth anniversary of the Participant's death occurs, and the Participant did not designate his Spouse as beneficiary, the Committee shall direct the Trustee to pay the benefit in a single sum to the Participant's beneficiary not later than such December 31. If the Participant's Spouse as designated beneficiary fails to make a written election of a Plan distribution before the later of (i) December 31 after the Participant would have attained age 70½ or (ii) December 31 of the calendar year in which the fifth anniversary of the death of the Participant occurs, the Committee shall direct the Trustee to distribute the Participant's Accrued Benefit in a single sum on or before the later of December 31 of the calendar year in which the Participant would have attained age 70½ or December 31 of the calendar year in which the fifth anniversary of the death of the Participant occurs.

Notwithstanding any provision of this Plan to the contrary, in the event that a distribution is required to be made to a beneficiary by December 31 of a Plan Year and has not already been made, such required distribution shall be valued as of the Valuation Date coinciding with or preceding the distribution.

Payments shall be in the form described in Paragraph A(4) of this Article.

Notwithstanding any provision of this Plan to the contrary, a Participant or beneficiary who would have been required to receive required minimum distributions for 2009 but for the enactment of Code Section 401(a)(9)(H) (“2009 required minimum distributions”), and who would have satisfied that requirement by receiving distributions that are (1) equal to the 2009 required minimum distributions or (2) one or more payments in a series of substantially equal distributions (that include the 2009 required minimum distributions) made at least annually and expected to last for the life (or life expectancy) of the Participant, the joint lives (or joint life expectancy) of the Participant and the participant’s designated beneficiary, or for a period of at least 10 years (“Extended 2009 required minimum distributions”), will not receive those distributions for 2009 unless the participant or beneficiary chooses to receive such distributions. Participants and beneficiaries described in the preceding sentence will be given the opportunity to elect to receive the distributions described in the preceding sentence. In the event that a Beneficiary waives such a distribution and the five-year rule set forth in Code Section 401(a)(9)(B)(ii) applies to such Beneficiary, the five-year period shall be determined without regarding to the Plan Year the distribution is waived.

C. Disability . Disability means that a Participant, by reason of mental or physical disability, is incapable of performing the duties of his customary position with the Employer for an indefinite period which, in the opinion of the Committee, is expected to be of a long continual duration. In the event of disability, said Participant’s Accrued Benefit shall be distributed to him if he so elects in the same manner as if he had attained full retirement age as provided in Paragraph A above. Such benefit shall be valued as of the Valuation Date(s) coinciding with or following the Plan’s receipt of a disabled Participant’s distribution election form. Disability shall be established to the satisfaction of the Committee. If the Participant shall disagree with the Committee’s findings, disability shall be established by the certificate of a physician, selected by the Participant and approved by the Committee, or if the physician selected by the Participant shall not be approved by the Committee, then by a majority of three physicians, one selected by the Participant (or his Spouse, child, parent, or legal representative in the event of his inability to select a physician), one by the Committee, and the third by the two physicians selected by the Participant and the Committee.

D. Termination of Employment . In the event a Participant voluntarily or involuntarily terminates employment with a nonforfeitable Accrued Benefit of $1,000 or less, the Participant shall be paid such nonforfeitable Accrued Benefit in a single cash payment valued as of the Valuation Date(s) coinciding with or immediately following his termination of employment, with such payment made as soon as reasonably possible after such Valuation Date(s). If such a Participant's nonforfeitable Accrued Benefit exceeds $1,000, such benefit shall be paid in a single sum subject to the terms of Paragraph A.4 of this Article at such time as the Participant elects to commence distribution of his vested Accrued Benefit, but in no event shall such benefit be paid later than April 1 of the calendar year following the calendar year in which he attains age 70-1/2 as provided in Paragraph A.3 of this Article.

If the Participant’s nonforfeitable Accrued Benefit exceeds $1,000 at the time it first becomes available for distribution, such benefit shall be paid as provided in Paragraph A(4) of this Article within 60 days after the close of the Plan Year in which the Participant attains Normal Retirement Age, unless the Participant consents to an earlier distribution or elects to defer payments as provided in Paragraph A(3) of this Article.

If, at the time a Participant terminates employment, the Participant has completed 1,000 Hours of Service in the Plan Year, the vesting percentage used to compute his distribution shall reflect an additional Year of Service.

The Committee shall file such reports with the Secretary of Labor and Treasury and provide such information to a terminated Plan Participant as is required by law and regulations.

Anything in this Article VII, Paragraph D to the contrary notwithstanding, the forfeitable portion of a Participant's account shall be subject to the forfeiture provisions of Article V, Paragraph F.

In the event the distribution to a terminated Participant is less than his Accrued Benefit, the Committee shall transfer the remainder of the terminated Employee's Accrued Benefit to a separate account which shall be known as the "Termination Account." At any relevant time prior to the event of forfeiture, the Participant's vested portion of his Termination Account shall not be less than an amount ("X") determined by the following formula:

$$X = P (AB + (R \times D)) - (R \times D)$$

For purposes of applying the formula: P is the vested percentage at the relevant time; AB is the Termination Account balance at the relevant time; R is the ratio of the account balance at the relevant time to the account balance after distribution; and D is the amount distributed when the Employee terminated employment.

E. Time of First Payment. Upon death, attainment of normal retirement age by a Participant who has separated from service with the Employer, termination of employment with a vested Accrued Benefit of $1,000 or less, or receipt by the Committee of a disabled Participant's election to receive disability benefits, distribution of the affected Participant's nonforfeitable Accrued Benefit Participant shall commence as soon as is reasonably possible following the Valuation Date(s) coinciding with or immediately following the date such aforementioned event occurs. In no event shall distribution commence later than sixty (60) days following the Plan Year in which such aforementioned event occurs, provided, that if a Participant or beneficiary is entitled to elect to defer receipt of such a distribution pursuant to the provisions of Paragraph A(3) or B of this Article VII and such an election is made, the Participant's vested Accrued Benefit shall commence as soon as reasonably possible following the Valuation Date coinciding with or following the Plan's receipt of the Participant's or beneficiary's distribution request. All distributions required under this Plan shall be determined and made in accordance with the regulations under Income Tax Regulations 1.401(a)(9)-2 through 1.401(a)(9)-9 and the minimum distribution incidental benefit requirement of Code Section 401(a)(9)(G).

F. Distribution of Allocation Attributable to Last Year of Participation. The amount, if any, allocated to the Participant's Accounts for the Plan Year in which an event described in Paragraph E occurs shall be paid no later than sixty days after the end of such Plan Year, unless the Participant or beneficiary elects to defer the commencement of benefits in accordance with Paragraph A(3) or B of this Article VII, or fails to consent to the distribution as required by this Article.

G. Facility of Payment . Every person receiving or claiming benefits under the Plan shall be conclusively presumed to be mentally competent and of age until the Committee receives written notice, in a form and manner acceptable to it, that such person is incompetent or a minor, and that a guardian, conservator, or other person legally vested with the care of his estate has been appointed. In the event that the Committee finds that any person to whom a benefit is payable under the Plan is unable to properly care for his affairs, or is a minor, then any payment due (unless a prior claim therefor shall have been made by a duly appointed legal representative) may be paid to the spouse, a child, a parent, a brother, or a sister, or to any person deemed by the Committee to have incurred expense for such person otherwise entitled to payment.

In the event a guardian or conservator of the estate of any person receiving or claiming benefits under the Plan shall be appointed by a court of competent jurisdiction, payments shall be made to such guardian or conservator, provided that proper proof of appointment is furnished in a form and manner suitable to the Committee.

To the extent permitted by law, any payment made under the provisions of this Paragraph G shall be a complete discharge of liability under the Plan.

H. No Reduction in Benefits by Reason of Increase in Social Security Benefits . Notwithstanding any other provision of the Plan, in the case of a Participant who is receiving benefits under the Plan, or in the case of a Participant who has terminated employment with the Employer and who has a nonforfeitable Accrued Benefit, such benefits will not be decreased by reason of any increase in the benefit levels payable under Title II of the Social Security Act.

I. In-Plan Roth Transfers Effective January 1, 2016, or such date thereafter on which the Plan Administrator implements this provision, this Plan permits a Participant to make an election to transfer all or a portion of his or her vested and nonforfeitable Plan Accounts (other than amounts held in a Roth 401(k) Contribution Account) to an In-Plan Roth Transfer Account held on behalf of the Participant, in accordance with Code Section 402A(c)(4)(E) and the Treasury Regulations promulgated thereunder. Such transfer shall be known as an In-Plan Roth Transfer and shall be permitted whether or not the Participant is eligible to take a distribution from the Plan as of the date of the transfer. Such transfer shall be treated as a taxable distribution which was rolled over into this Plan as an In-Plan Roth Transfer.

In-Plan Roth Transfers shall remain subject to the respective distribution restrictions that were applicable prior to the In-Plan Roth Transfer. To the extent necessary, the Plan shall establish subaccounts for transfers of different types of contributions within the In-Plan Roth Transfer Account to account for any different distribution restrictions.

The Committee will maintain such records as are necessary for the proper reporting of In-Plan Roth Transfers and will administer the In-Plan Roth Transfer Accounts in accordance with the Code, IRS guidance and Plan provision.

The Committee shall have the authority to determine whether In-Plan Roth Transfers may include a Plan loan, provided that, if permitted and if a Participant elects an In-Plan Roth Transfer that includes a Plan loan, (1) there will be no change in the loan's repayment schedule, (2) the loan will not be treated as a new loan, and (3) the loan will be subject to the Plan's loan rules and the Plan's loan policy.

For purposes of determining eligibility for In-Plan Roth Transfers, the Plan will treat a Participant's surviving Spouse or alternate payee Spouse or former Spouse as a Participant. A non-spouse beneficiary may not make In-Plan Roth Transfers.

ARTICLE VIII

Provision Against Anticipation

A. No Alienation of Benefits. Until distribution pursuant to the terms hereof and except as hereinafter provided in this Article VIII, no Participant shall have the right or power to alienate, anticipate, commute, pledge, encumber, or assign any of the benefits, proceeds, or avails of the funds set aside for him under the terms of this Plan, and no such benefits, proceeds, or avails shall be subject to seizure by any creditor of the eligible Employee under any writ or proceedings at law or in equity.

B. Qualified Domestic Relations Orders. Notwithstanding any other Plan provision, the following procedures shall apply when any domestic relations order (entered on or after January 1, 1985) is received by the Plan with respect to a Participant. The Committee may delegate its authority under this Paragraph B to a third party.

1. The Committee shall promptly notify the Participant, and (a) each person named in the order as entitled to payment of Plan benefits, and (b) any other person entitled to any portion of the Participant's Plan benefits (persons referred to in (a) and (b) are hereafter alternate payees) of the receipt of such order and of the Committee's procedures for determining the qualified status of the order. The Committee shall permit each alternate payee to designate a representative for receipt of copies of notices.

2. Immediately upon receipt of such order, the Committee shall direct the Trustee to segregate in a separate account the amounts which are in pay status and which are payable to the alternate payee under the order.

3. The Committee shall meet promptly after receipt of the order and determine whether the order is a Qualified Domestic Relations Order. The Committee shall promptly notify the Participant and each alternate payee of its decision. A Qualified Domestic Relations Order is any judgment, decree or order (including approval of a property settlement agreement) that:

a. Relates to the provision of child support, alimony payments, or marital property rights to a spouse, former spouse, child or other dependent of a Participant;

b. Is made pursuant to a State domestic relations law (including a community property law);

c. Creates or recognizes the existence of an alternate payee's right to receive all or a portion of a Participant's Plan benefits;

d. Clearly specifies (i) the name and last known mailing address, if any, of the Participant, and the name and mailing address of each alternate payee covered by the order; (ii) the amount or percentage of the Participant's benefits to be paid by the Plan to each alternate payee, or the manner in which the amount or percentage is to be determined; (iii) the number of payments or period to which the order applies; and (iv) the plan to which the order applies;

e. Does not require the Plan to provide any form of benefit not otherwise provided by the Plan or any increased benefits, and does not require the payment of benefits to an alternate payee which are required to be paid to another alternate payee under another order previously determined to be a Qualified Domestic Relations Order.

4. The Committee's decision shall be final unless the Participant or an alternate payee gives written notice of appeal within 60 days after receipt of the Committee's decision.

5. If within 18 months an order is finally determined to be a Qualified Domestic Relations Order, the segregated amounts plus interest (if any) shall be paid to the persons entitled thereto, and thereafter the alternate payee shall receive payments pursuant to the terms of the order. Amounts subject to the order which are not in pay status shall be transferred to a separate account in the name of the alternate payee and thereafter held for such payee's benefit pursuant to the terms of the order. If within 18 months the order is determined not to be a Qualified Domestic Relations Order, or if the issue has not been finally determined, the Committee shall pay the segregated amounts to the person who would have been entitled thereto if there had been no order. Any determination that an order is qualified after the close of the 18 month period shall be applied prospectively only.

6. The Committee's procedures shall generally conform to the Plan's claims procedures.

7. Notwithstanding any provisions of this Plan to the contrary, an alternate payee pursuant to a Qualified Domestic Relations Order shall be entitled to elect to receive a distribution from the Plan following the date such order is determined by the Committee to be a Qualified Domestic Relations Order and as specified in such Order. Provided, however, that for purposes of such a distribution, the amount distributed shall be valued as of the Valuation Date(s) coinciding with or immediately following the Plan's receipt of the alternate payee's distribution request, with payment or payment commencing as soon as reasonably possible after such Valuation Date(s). Payments made pursuant to this paragraph shall not be treated as a violation of the requirements of subsections (a) and (k) of Section 401 or Section 409(d) of the Code.

8. Effective April 6, 2007, a domestic relations order that otherwise satisfies the requirements for a qualified domestic relations order will not fail to be a qualified domestic relations order solely because the order is issued after, or revises, another domestic relations order or qualified domestic relations order or solely because of the time at which the order is issued.

C. Assignment of Benefits . A Participant receiving benefits under the Plan may voluntarily make a revocable assignment not to exceed 10% of any benefit payment so long as the assignment or alienation is not made for purposes of defraying Plan administration costs.

ARTICLE IX

Loans to Participants

A Participant may obtain a loan, first, from his Rollover Account, second, from his Employee Pre-Tax Contribution Account, third, from his Roth 401(k) Contribution Account, fourth from his vested Employer Matching Contribution Account, and fifth, from his vested Participant-Directed Profit Sharing Account, under the Plan, in accordance with the terms of the written Participant loan program established by the Committee, the terms and conditions of which are included in the Summary Plan Description and incorporated herein by reference. No loan shall be made which does not meet the following requirements:

A. A Participant shall apply for a loan in writing on a form providing such information as the Committee shall require.

B. The total amount of the loan, together with the outstanding balance of all other Plan loans to the Participant, shall not exceed the lesser of (1) $50,000 reduced by the excess, if any, of the highest outstanding balance of loans during the one year period ending on the day before the loan is made over the outstanding balance of loans from the Plan on the date on which such loan was made, or (2) one-half of the present value of the Participant’s nonforfeitable Accrued Benefit under this Plan, excluding the Employer Stock Account.

C. Each loan shall bear interest at a commercially reasonable rate as determined by the Committee. In determining the interest rate, the Committee shall consider interest rates being charged by local financial institutions for similar loans with similar collateral.

D. Each loan shall have a definite maturity date and shall be repayable in level installment payments not less frequently than quarterly, except that during an Employer-approved leave of absence, a Participant may postpone loan payments. The term for repayment shall not exceed five years unless the loan is used to acquire a dwelling unit which within a reasonable time (determined at the time the loan is made) is to be used as the principal residence of the applicant. In that case, the Committee will determine the term for repayment of such a loan, which shall not exceed the term normally available through financial institutions offering such loans in similar amounts with similar collateral.

E. Interest paid on the loan shall accrue to the account of the Participant. All loans outstanding to a Participant shall be secured by not more than 50% of the Participant’s nonforfeitable Accrued Benefit with the determination being made as of the date of the loan approval. The Participant’s loan payments shall be reallocated among the Plan investment funds in accordance with the Participant's most recent investment directions made pursuant to Article XI of the Plan.

F. Loans shall be available to all Participants on a reasonably equivalent basis. Credit-worthiness may be considered.

G. Loans shall not be made available to Plan Participants who are Highly Compensated Employees (as defined in Section 414(q)) in amounts greater than the amount made available to other Plan Participants based upon a uniform percentage of nonforfeitable Accrued Benefits.

H. If an event occurs which results in a distribution (other than an in-service distribution) to any Participant or former Participant or to a beneficiary and a loan to such Participant is outstanding, the unpaid balance of the principal and interest shall be deducted from the amount of the distribution. A Participant may prepay his loan in full at any time without penalty.

I. Loan payments shall be suspended under this Plan as permitted under Code Section 414(u)(4).

J. The minimum loan that may be made to a Participant is $1,000.

K. Administrative expenses associated with a Participant's loan shall be paid directly by the Participant or charged to the Participant's Employee Pre-Tax Contribution Account.

ARTICLE X

Administrative Committee - Named

Fiduciary and Administrator

A. Appointment of Committee . The Board of Directors of HomeStreet, Inc. shall appoint an Administrative Committee of not fewer than three (3) persons (herein referred to as the "Committee"). The Committee shall perform administrative duties set forth in part hereinafter and serve for such terms as the Board of Directors may designate or until a successor has been appointed or until removal by the Board of Directors. The Board of Directors shall advise the Trustee in writing of the names of the members of the Committee and any changes thereafter made in the membership of the Committee. Vacancies due to resignation, death, removal, or other causes shall be filled by the Board of Directors. Members shall serve without compensation for service. All reasonable expenses of the Committee shall be paid by the Employer. The number of Committee members may be changed by the Board of Directors of HomeStreet, Inc. at any time.

B. Committee Action . The Committee shall choose a secretary who shall keep minutes of the Committee's proceedings and all data, records, and documents pertaining to the Committee's administration of the Plan. The Committee shall act by a majority of its members at the time in office, and such action may be taken either by a vote at a meeting or in writing without a meeting. The Committee may by such majority action authorize its secretary or any one or more of its members to execute any document or documents on behalf of the Committee, in which event the Committee shall notify the Trustee in writing of such action and the name or names of those so designated. The Trustee thereafter shall accept and rely conclusively upon any direction or document executed by such secretary, member, or members as representing action by the Committee until the Committee shall file with the Trustee a written revocation of such designation. A member of the Committee who is also a Participant hereunder shall not vote or act upon any matter relating solely to himself.

C. Rights and Duties . The Committee shall be the Plan administrator and named fiduciary of the Plan and shall have the power and authority in its sole, absolute and uncontrolled discretion to control and manage the operation and administration of the Plan and shall have all powers necessary to accomplish these purposes. The responsibility and authority of the Committee shall include but shall not be limited to the following:

1. Determining all questions relating to the eligibility of Employees to participate;

2. Computing and certifying to the Trustee the amount and kind of benefit payable to Participants, Spouses and beneficiaries;

3. Authorizing all disbursements by the Trustee from the Trust;

4. Establishing and reducing to writing and distributing to any Participant or beneficiary a claims procedure, and administering that procedure including the processing and determination of all appeals thereunder;

5. Maintaining all necessary records for the administration of the Plan other than those which the Trustee has specifically agreed to maintain pursuant to this Plan and Trust Agreement; and

6. Interpretation of the provisions of the Plan and publication of such rules for the regulation of the Plan as in the Committee's sole, absolute and uncontrolled discretion are deemed necessary and advisable and which are not inconsistent with the terms of the Plan or ERISA.

D. Investments . With respect to the Employee Pre-Tax Contribution Accounts, Participant-Directed Profit Sharing Accounts, Employer Matching Contribution Accounts, and Rollover Accounts held in the Fund, the Committee shall have the responsibility and authority to direct the Trustee and shall be the named fiduciary with respect to the management and control of the assets of the Plan in selecting the investment funds to be offered to Plan Participants and in monitoring the investment performance of those funds, subject to the provisions of Paragraph F of this Article X.

E. Information - Reporting and Disclosure . To enable the Committee to perform its functions, the Employer shall supply full and timely information to the Committee on all matters relating to the compensation of all Participants, their continuous regular employment, their retirement, death, or the cause for termination of employment, and such other pertinent facts as the Committee may require, and the Committee shall furnish the Trustee such information as may be pertinent to the Trustee's administration of the Plan. The Committee as Plan Administrator shall have the responsibility of complying with the reporting and disclosure requirements of ERISA to the extent applicable.

F. Standard of Care Imposed Upon the Committee . The Committee shall discharge its duties with respect to the Plan solely in the interest of the Participants and beneficiaries and (1) for the exclusive purpose of providing benefits to Participants and their beneficiaries and defraying reasonable expenses of the Plan; (2) with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like aims; (3) by diversifying the investments of the Plan so as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so; and (4) in accordance with the Plan provisions. Provided, however, that the Committee shall not be liable for any loss or for any breach of fiduciary responsibility which results from a Participant's exercise of control over all or part of the investment of his Employee Pre-Tax Contribution Account, Participant-Directed Profit Sharing Account, Employer Matching Contribution Account, and Rollover Account. Where a Participant is directing the investment of all or part of such Accounts, the Committee shall have no responsibility to maintain diversification of the self-directed portion of such Accounts.

G. Allocation and Delegation of Responsibility . The Committee may by written rule promulgated under Paragraph C above allocate fiduciary responsibilities among Committee members and may delegate to persons other than Committee members the authority to carry out fiduciary responsibilities under the Plan, provided that no such responsibility shall be allocated or delegated to the Trustee without its written consent.

The Committee has delegated to corporate management the authority to implement administrative procedures wherever the Plan provides the Committee with the authority to adopt or establish rules, procedures, or time limits.

In the event that a responsibility is allocated to a Committee member, no other Committee member shall be liable for any act or omission of the person to whom the responsibility is allocated except as may be otherwise required by law. If a responsibility is delegated to a person other than a Committee member, the Committee shall not be responsible or liable for an act or omission of such person in carrying out such responsibility except as may otherwise be required by law.

H. Bonding . Where required by law, each fiduciary of the Plan and every person handling Plan funds shall be bonded. It shall be the obligation of the Committee to assure compliance with applicable bonding requirements. The Trustee shall not be responsible for assuring compliance with the bonding requirements.

I. Claims Procedure . As required by Paragraph C, the Committee shall establish a claims procedure which shall be reduced to writing and provided to any Participant or beneficiary whose claim for benefits under the Plan has been denied. The procedure shall provide for adequate notice in writing to any such Participant or beneficiary and the notice shall set forth the specific reasons for denial of benefits written in a manner calculated to be understood by the Participant or beneficiary. The procedure shall afford a reasonable opportunity to the Participant or beneficiary for a full and fair review by the Committee of the decision denying the claim. The Trustee shall have no responsibility for establishing such a procedure or assuring that it is carried out.

J. Funding Policy . The Committee shall be responsible for establishing and carrying out a funding policy for the Employer's Plan. In establishing such a policy, the short-term and long-term liquidity needs of the Plan shall be determined to the extent possible by considering among other factors the anticipated retirement date of Participants, turnover and contributions to be made by the Employer. The funding policy and method so established shall be communicated to the Trustee.

K. Indemnification . The Employer does hereby indemnify and hold harmless each Committee member from any loss, claim, or suit arising out of the performance of obligations imposed hereunder and not arising from said Committee member's willful neglect or misconduct or gross negligence.

L. Compensation, Expenses . The Committee members shall serve without compensation for services under this Plan. All reasonable expenses of Plan administration shall be paid by the Trust to the extent that the Employer does not elect to pay in accordance with applicable law. Such expenses shall include any expenses incident to the functioning of the Committee, including but not limited to accountants, actuary, counsel, and other specialists, and other costs of administering this Plan. Provided, however, that the investment fees relating to the acquisition and disposition of Trust investments shall be a charge against and paid from the appropriate Plan Participants' accounts. Provided, further, that reasonable administrative fees related to a Participant loan may be charged to that Participant's Plan accounts. Provided, that reasonable fees may be charged to Participants' Plan accounts in accordance with applicable law. The Employer hereby adopts the principles in DOL Field Assistance Bulletin 2003-03, allowing this Plan to charge reasonable costs to the account of any former Employee who remains a Participant in this Plan after termination of employment with the Employer. This Plan, on a reasonable and consistent basis, shall apply either a "pro rata" or "per capita" method of allocating such costs and fees in accordance with DOL guidance under Field Assistance Bulletin 2003-03, and shall document its decisions in this Plan's internal records and statements.

ARTICLE XI

Investment of Trust Funds

A. . Investment of Employee Pre-Tax Contribution Accounts, Roth 401(k) Contribution Accounts, Participant-Directed Profit Sharing Accounts, Employer Matching Contribution Accounts, and Rollover Accounts. For investment purposes, each Participant shall have the right to allocate contributions made to his Employee Pre-Tax Contribution Account, Roth 401(k) Contribution Account, Participant-Directed Profit Sharing Account, Employer Matching Contribution Account, Employer Stock Account, and Rollover Account, if any, among Plan investment Funds selected by the Committee, in accordance with rules adopted by the Committee and uniformly applied. The Employer Stock Account includes stock transferred from the ESOP as well as additional investments directed by the Participant. The Stock Rollover Account, a subaccount of the Rollover Account defined in Article XVIII, similarly includes Employer Stock rolled over from an Acquired Company's Plan. Ownership of Employer Stock is subject to a limitation equal to ten percent (10%) of an employee's total account balance. If a Participant owns more than ten percent (10%) after Employer Stock is transferred from the Employer Stock Ownership Plan to the Employer Stock Account or rolled over from the Acquired Company's Plan to the Stock Rollover Account, such Participant may sell, but not purchase, Employer Stock until such Participant's Employer Stock percentage is reduced below ten percent (10%). Purchases and sales of Employer Stock shall be subject to such restrictions as to volume and time of sale as are necessary to avoid influencing the market for such common stock under the Securities Exchange Act of 1934, insider training, and other securities laws. A Participant may transfer amounts in such Accounts from one investment Fund to another in such increments and at such times as shall be provided by rules adopted by the Committee and uniformly applied. With respect to the assets in such Accounts of Participants who do not allocate contributions on their behalf among those Plan investment Funds, such assets shall be invested in the Plan investment Fund(s) selected by the Committee.

Without limiting the generality of the foregoing, the Trustee in following a Participant's instructions in accordance with the terms of this Plan or in following the Committee's instructions as to a Participant who does not elect among the available Plan investment Funds, shall invest and reinvest the principal and income of the Fund in common investment funds (the terms of which are incorporated herein by reference); real estate; government, municipal or corporation bonds, debentures or notes; common and preferred stocks; interests in investment companies, whether so-called "open-end mutual funds" or "closed−end mutual funds"; or any other form of property, whether real, personal or mixed, including life insurance policies on key employees of the Employer for the benefit of the Trust; provided, that the Trustee shall not invest in common or preferred stock, bonds, debentures or convertibles issued by the Employer. The Committee and the Trustee shall not be liable for any loss or any breach of fiduciary responsibility which results from a Participant's exercise of control over all or part of his Employee Pre-Tax Contribution Account, Roth 401 (k) Contribution Account, Participant-Directed Profit Sharing Account, Employer Matching Contribution Account, Employer Stock Account, and Rollover Account, if any.

B. Standard of Care Imposed Upon Trustee . The Trustee shall discharge its investment responsibilities hereunder solely in the interests of the Participants and beneficiaries and (1) for the exclusive purpose of providing benefits to Participants and their beneficiaries, and defraying reasonable expenses of administering the Plan; (2) with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims; and (3) in accordance with the terms of this Plan and the Trust Agreement.

The Trustee shall hold the assets of the Trust in accordance with Department of Labor Regulation Section 2550.403(a)-1(b).

C. Diversification Requirements for Publicly Traded Stock . The following diversification requirements will apply to Employer Stock held in a Participant's Account.

1. If any portion of Employee Pre-Tax Contributions, Employer Matching Contributions, stock transferred from the ESOP, or Rollovers are allowed to be invested in Employer Stock, then the applicable Participant, Beneficiary, or Alternate Payee ("Applicable Individual") may elect to divest such Employer Stock and reinvest an equivalent amount in other investment options meeting the requirements of paragraph (2) below.

2. The Applicable Individual may direct the proceeds from the divestment of Employer Stock to not less than three (3) investment options, other than Employer Stock. Each

such investment option must be diversified and have materially different risk and return characteristics subject to the following:

a. The Plan shall not be treated as failing to meet the requirements of this paragraph merely because the Plan Administrator limits the time for divestment and reinvestment to periodic, reasonable opportunities occurring no less frequently than quarterly.

b. The Plan shall not meet the requirements of this paragraph if the Plan Administrator imposes restrictions or conditions with respect to the investment of Employer Stock, which are not imposed on the investment of other assets of the Plan.

c. A condition or restriction with respect to Employer Stock means:

(i) A restriction on the Applicable Individual’s right to divest an investment in Employer Stock that is not imposed on an investment that is not Employer Stock; or

(ii) A benefit conditioned on investment in Employer Stock.

The Plan may not either directly or indirectly impose a restriction of an Applicable Individual’s right to divest in Employer Stock. This subparagraph shall not apply to any restrictions or conditions imposed by reason of the application of securities laws.

d. The Plan does not violate the restrictions provisions of this paragraph because it imposes the following indirect restrictions or conditions:

(i) A Plan is permitted to limit the extent to which an Applicable Individual’s Account Balance can be invested in Employer Stock, provided the limitation applies without regard to a prior exercise of rights to divest Employer Stock.

(ii) A Plan is permitted to impose reasonable restrictions on the timing and number of investment elections that an Applicable Individual can make to invest in Employer Stock, provided that the restrictions are designed to limit short-term trading in the Employer Stock.

(iii) A Plan is permitted to allow transfers to be made into or out of a stable value of similar fund more frequently than a fund invested in Employer Stock.

(iv) A Plan is permitted to provide for transfers out of a Qualified Default Investment Arrangement (“QDIA”) within the meaning in DOL Regulations Section 2550.404c-5(e) more frequently than a fund invested in Employer Stock.

(v) A Plan is permitted to prohibit any further investment in Employer Stock. A Plan is not treated as imposing an indirect restriction merely because it provides that an Applicable Individual that divests an investment in Employer Stock is not permitted to reinvest in Employer Stock. For this purpose, a Plan does not provide for further investment in Employer Stock merely because dividends paid on Employer stock under the Plan are reinvested in Employer Stock.

3. Consistent with Section 1.401(a)(35)-1(e)(2)(iii)(A), the Plan is permitted to restrict the application of the diversification requirements of Section 401(a)(35) for up to 90 days after the Plan becomes an applicable defined contribution plan.

4. A notice which complies with ERISA Section 101(m) must be provided to Applicable Individuals no later than thirty (30) days before the first date on which the Applicable Individuals are eligible to exercise their diversification rights.

ARTICLE XII

Mergers and Consolidations

In the case of any merger or consolidation with any other plan or a transfer of assets or liabilities to any other plan, each Participant shall be entitled to receive a benefit immediately after such a merger, consolidation or transfer, which is equal to the benefit he would have been entitled to immediately before if the Plan had been terminated.

ARTICLE XIII

Amendment and Termination of the Plan and Trust

A. Right to Amend and Terminate. HomeStreet, Inc. represents that the Plan is intended to be a continuing and permanent program for Participants, but reserves the right to terminate the Plan or Trust Agreement at any time. The Board of Directors of HomeStreet, Inc. may modify, alter, or amend this Plan or the Trust Agreement in whole or in part, provided that no such modification, alteration, or amendment shall enlarge the duties or liabilities of the Trustee without its consent, nor reduce the Participant’s Accrued Benefit hereunder, except to the extent permitted by Code Section 412(d)(2). For purposes of this Article, a Plan amendment which has the effect of (1) eliminating or reducing an early retirement benefit or retirement-type subsidy, or (2) eliminating an optional form of benefit, with respect to benefits attributable to service before the amendment, shall be treated as reducing the Accrued Benefit. In the case of a retirement-type subsidy, the preceding sentence shall apply only with respect to a Participant who satisfies (either before or after the amendment) the preamendment conditions for the subsidy.

Subject to the provisions set forth above, the Board delegates to the Committee the right to make amendments to the Plan that are administrative in nature. An amendment will be considered an administrative amendment properly within the delegated authority of the Committee if the amendment is required by a change in the law, or is of an administrative nature which does not make major Plan design changes, affect Plan eligibility, or change the benefit or contribution formulas. Any such amendment shall be effective as of the date established by the Committee.

B. No Revesting. No termination, modification, alteration, or amendment shall have the effect of revesting in the Employer any part of the principal or income of the Trust, except as otherwise permitted by the Plan.

C. Exclusive Benefit of Employees . At no time during the existence of this Plan or at its termination may any part of the Trust corpus or income be used for or directed to purposes other than for the exclusive benefit of the Participants hereof or their beneficiaries.

D. Termination .

1. This Plan shall terminate upon the occurrence of any of the following:

a. Written notice of HomeStreet, Inc. to the Trustee;

b. Complete discontinuance of contributions by all of the co-sponsoring Employers;

c. The dissolution or merger of HomeStreet, Inc. unless a successor to the business agrees to continue the Plan and Trust by executing an appropriate agreement, in which event such successor shall succeed to all the rights, powers and duties of the Employer.

2. In the event that HomeStreet, Inc. is taken over by a successor who agrees to continue the Plan, the employment of any Employee who is continued in the employ of such successor shall not be deemed to have been terminated or severed for any purpose hereunder.

3. Notwithstanding any provision hereof to the contrary, upon termination or partial termination of the Plan, or upon complete discontinuance of contributions to the Plan, all affected Participants' Accounts, and all unallocated units, shares, or amounts shall fully vest and become nonforfeitable. All unallocated assets of the Trust shall be allocated to the Accounts of all Participants as of the next Valuation Date (or if the Plan is being terminated immediately, then on the date of such Plan termination as if it were the next Valuation Date) in accordance with the provisions of the Plan hereof; and shall be applied for the benefit of each such Participant either by a lump-sum distribution, or by the continuance of the Trust and the payments of benefits thereunder in the manner provided in the Plan. The Trustee, in consultation with the Committee, shall decide whether a partial termination of the Plan has occurred.

After the Plan's initial qualification by the Internal Revenue Service, there will be no reversion of assets to the Employer under any circumstances. All Participants shall be treated in a manner consistent with the terms of this Plan and provisions of the Code and applicable regulations, as may be amended from time to time.

A Participant shall not receive his Employee Pre-Tax Contribution Account and/or Roth 401(k) Contribution Account, and any income thereon, on account of Plan termination unless the Plan termination occurs without the establishment or maintenance of another defined contribution plan (other than an employee stock ownership plan).

ARTICLE XIV

Top Heavy Plans Defined and Other Definitions

A. Top Heavy Plan . This Plan is Top Heavy and subject to the requirements of this Article and Article XV if for a Plan Year, as of the Determination Date, the Accrued Benefits of Key Employees in this Plan aggregated with the Accrued Benefits of Key Employees in all qualified plans maintained by the Employer and each member of the Controlled Group exceed 60% of the Accrued Benefits of all employees (excluding Non-Key Employees who were Key Employees in a prior plan year) in all qualified plans maintained by the Employer and all members of the Controlled Group which are in the Required Aggregation Group (the Top Heavy Test). Provided, the foregoing shall not apply and this Plan shall not be Top Heavy if this Plan is Permissively Aggregated and as a result the Top Heavy Test results in a percentage of 60% or less.

B. Additional Definitions for Use in this Article and Article XV .

1. Accrued Benefits . Accrued Benefits means:

a. for each defined contribution plan, the Employee's account balances as of the Valuation Date coinciding with the Determination Date, adjusted for contributions required to be made under Code Section 412, and to be allocated as of a date not later than the Determination Date, although not yet contributed and

i. Effective for Plan Years beginning after December 31, 2001 increased by the distributions made with respect to the Employee under this Plan and any plan aggregated with this Plan under Code Section 416(g)(2) during the 1-year period ending on the Determination Date.

ii. The preceding shall also apply to distributions under a terminated plan which, had it not been terminated, would have been aggregated with this Plan under Code Section 416(g)(2)(A)(i). In the case of a distribution made for a reason other than severance from employment, death, or disability, this provision shall be applied by substituting "5-year period" for "1-year period" and

iii. The Accrued Benefits of any individual who has not performed services for the Employer during the 1-year period ending on the determination date shall not be taken into account.

b. for each defined benefit plan, the present value as of the Valuation Date coinciding with the Determination Date of the employee's accrued benefits determined under (i) the method, if any that uniformly applies for accrual purposes under all defined benefit plans maintained by the employer, or (ii) if there is no such method, as if such benefit accrued not more rapidly than the slowest accrual rate permitted under the fractional rule of Section 411(b)(1)(C) of the Code.

In computing a. and b., all benefits attributable to Employer Contributions and all benefits attributable to Employee contributions (excluding deductible Employee contributions, if any) are to be taken into consideration. All such benefits of individuals who have not performed services for the Employer or a member of the Controlled Group maintaining this Plan any time during the one-year period ending on the Determination Date are not taken into consideration. All distributions made in the Plan Year including the Determination Date are to be added back, including distributions from a terminated plan of a member of the Controlled Group, and excluding amounts which were rolled over or transferred to a plan of a member of the Controlled Group under circumstances which require such amounts to be considered part of the accrued benefit under the recipient plan. Rollovers and transfers to this Plan or a plan of a member of the Controlled Group initiated by an Employee and made in the Plan Year including the Determination Date, are not to be taken into consideration in computing (a) and (b) above. No accrued benefits of a Non-Key Employee with respect to this Plan (or any plan aggregated under

Paragraph 7 or 8 below) for a Plan Year shall be taken into consideration if the Non-Key Employee was a Key Employee with respect to such plan for any prior Plan Year.

2. Controlled Group. Controlled Group means all employers required to be aggregated under Code Section 414(b), (c) or (m).

3. Determination Date. Determination Date means the last day of the Plan Year preceding the Plan Year in question or, in the first Plan Year, the last day thereof. Where plans other than this Plan are in question, the Determination Date for each plan shall be the last date of the Plan Year that falls within the same calendar year.

4. Key Employee. Key Employee means, effective for Plan Years beginning after December 31, 2001, any Employee or former Employee (including the beneficiary of any such deceased person) who at any time during the Plan Year that includes the Determination Date is or was:

a. an officer receiving annual Compensation greater than $130,000 (as adjusted under Code Section 416(i)(1) for Plan Years beginning after December 31, 2001;

b. an employee owning more than five percent of the Employer;

c. an employee receiving annual Compensation in excess of $150,000 and owning one percent of the employer.

For this purpose, annual Compensation means Compensation as set forth in Article II, Paragraph F. The determination of who is a Key Employee will be made in accordance with Code Section 416(i)(1) and the applicable regulations and other guidance of general applicability issued thereunder.

In determining ownership of an employer, the rules of Code Section 318 shall be applied substituting 5 percent for 50 percent in subparagraph (C) of Code Section 318(a)(2). In the case of an unincorporated employer, ownership shall be determined in accordance with regulations promulgated by the Secretary of the Treasury. Code Section 414(b),(c) and (m) shall not apply for purposes of determining ownership of an employer.

5. Minimum Benefit Accrual. Minimum Benefit Accrual means a benefit payable in the form of a life annuity at normal retirement age under a defined benefit plan which equals not less than the lesser of (1) 20% of average Compensation or (2) 2% of average Compensation times Years of Service. Average Compensation means the average of the employee’s Compensation for the five consecutive years when the employee had the highest aggregate Compensation. A Year of Service is disregarded if this Plan is not Top Heavy for the Plan Year ending during the Year of Service. Compensation in years following the last Plan Year in which this Plan is top heavy is not taken into account.

6. Non-key Employee. Non-key Employee means any employee who is not a Key Employee.

7. Permissively Aggregated. Permissively Aggregated means:

a. the Required Aggregation Group; and

b. such additional plans that may be aggregated without violating the requirements of Code Sections 410 and 401(a)(4).

8. Required Aggregation Group . Required Aggregation Group means:

a. all qualified plans of the employer and each member of the Controlled Group in which a Key Employee is a participant; and

b. each other qualified plan that must be considered along with the plans in (a) in order for this Plan to meet the requirements of Code Sections 410(b) or 401(a)(4).

ARTICLE XV

Additional Requirements

Applicable to Top Heavy Plans

A. Minimum Vesting Requirements . The standard vesting procedures satisfy the vesting requirements of Code Section 416 and accordingly there will be no change in the vesting schedule if this Plan is Top-Heavy.

B. Minimum Employer Contributions .

1. General Rule . Except as provided in Paragraphs 2. and 3. hereof, for each Plan Year that this Plan is subject to the provisions of this Article, each Non-Key Employee Participant shall receive an allocation (Minimum Employer Contribution), without regard to any Social Security contribution, to his Employer Discretionary Contribution Account of the lesser of:

a. three percent of his Compensation (as defined in Article II, Paragraph F), or

b. the highest percentage of Compensation (as defined in Article II, Paragraph F) allocated to the account of a Key Employee. This subparagraph b. shall not apply and the required contribution shall be 3% if exclusion of this Plan from the Required Aggregation Group would cause a defined benefit plan in the Required Aggregation Group to fail to meet the requirements of Code Section 401(a)(4) or 410.

In applying this Paragraph 1, failure of a Participant to complete a Year of Service, make mandatory contributions, if required, or receive Compensation sufficient to justify an allocation during the Plan Year shall not render such Participant ineligible to receive a minimum employer contribution under this Article XV, Paragraph B. In determining such contribution, Compensation for purposes of this Section is compensation attributable to Hours of Service performed while he was a Participant.

Employer Matching Contributions shall be taken into account for purposes of satisfying the minimum contribution requirements of Code Section 416(c)(2) and this Plan. The preceding sentence shall apply with respect to Matching Contributions under this Plan or, if this Plan provides that the minimum contribution requirement shall be met in another plan, such other plan. Employer Matching Contributions that are used to satisfy the minimum contribution requirements shall be treated as matching contributions for purposes of the actual contribution percentage test and other requirements of Code Section 401(m).

2. Exceptions . Subparagraph 1. does not apply with respect to a Participant who

a. terminates employment with the Employer and all members of the Controlled Group prior to the last day of the Plan Year, or

b. is a participant in another defined contribution plan which is in the Required Aggregation Group and receives an allocation to his employer contribution account in such plan equal to the above (for the Plan Year ending on or before the Determination Date), or

c. is a participant in a defined benefit plan, which is in the Required Aggregation Group and receives thereunder for the Plan Year the Minimum Benefit Accrual for the Plan Year ending on or before the Determination Date.

3. Employee Participating in Defined Benefit Plan . For each Non-Key Employee Participant who is also a participant in a defined benefit plan which is in the Required Aggregation Group and which does not provide the Minimum Benefit Accrual for the Plan Year ending on or before the Determination Date, Paragraph 1 shall be applied substituting 5% of compensation for subparagraphs 1.a. and b.

4. Specific Rules . In determining the Minimum Employer Contribution hereunder, the following rules shall govern:

a. The Non-Key Employee’s account will receive the Minimum Employer Contribution notwithstanding a waiver of the minimum funding requirements of Code Section 412.

b. Tax-deferred contributions by Non-Key Employees to a qualified plan shall be disregarded; Tax-Deferred Contributions by Key Employees shall be taken into account in determining the minimum required employer contribution hereunder.

ARTICLE XVI

Right to Discharge Employees

Neither the establishment of the Plan and Trust nor any modification thereof, nor the creation of any funds or accounts nor the payment of any benefit, shall be construed as giving any Participant, or any other person whomsoever, any legal or equitable right against the Employer, the Trustee, or the Committee unless the same shall be specifically provided for in this agreement or conferred by affirmative action of the Committee or the Employer in accordance with the terms and provisions of this agreement or as giving any Employee or Participant the right to be retained in the service of the Employer, and all Employees shall remain subject to discharge by the Employer to the same extent as if this Plan and Trust had never been adopted.

ARTICLE XVII

Return of Contributions; Declaration of Trust Contingent on Internal Revenue Service Approval

Contributions made hereto are conditioned on deductibility by the Employer under Section 404 of the Code, and such contributions may not be made under a mistake of fact.

Contributions may be returned to the Employer, in the amount involved, within one year of the mistaken payment of the contribution, or disallowance of a deduction, as the case may be.

This Plan and the Trust shall be contingent upon a favorable Internal Revenue Service ruling as to the initial acceptability under Section 401(a) of the Internal Revenue Code, as amended, and exemption from income taxation under Section 501(a) of the Internal Revenue Code. In the event that the Commissioner of Internal Revenue determines that the Plan is not initially qualified under the Internal Revenue Code, and if the Employer does not effect an amendment which will cure the defect, then this Plan and Trust will thereupon terminate and be of no further force or effect, and the Trustee shall forthwith return to the Employer the current value of all contributions made incident to that initial qualification by the Employer (plus income, less any fees or expenses allocable thereto) within one year after the date the initial qualification is denied, but only if the application for the qualification is made by the time prescribed by law for filing the Employer's return for the taxable year in which the Plan is adopted, or such later date as the Secretary of the Treasury may prescribe.

ARTICLE XVIII

Rollover Contributions; Trust to Trust Transfers

A. Rollover Contributions To This Plan. Subject to such terms and conditions as may from time to time be established by the Committee, an Employee of the Employer, whether or not a Participant, may make a rollover contribution to the Plan, provided that the rollover contribution does not result in this Plan becoming a transferee plan as defined in Code Section 401(a)(11)(B)(iii)(III). If a rollover contribution is to be made to this Plan directly from another plan that is subject to the qualified joint and survivor annuity requirements, the proper participant waiver and required spousal consent to that waiver must be obtained by the other plan prior to the direct rollover contribution to this Plan. The Committee shall be provided evidence to its satisfaction that the distribution is an eligible rollover distribution as defined in Paragraph C.1. below.

If an Employee has received an eligible rollover distribution from another qualified plan, or from an IRA that holds only assets from a qualified plan, the distribution must be contributed to this Plan within sixty (60) days following receipt of such amount by the Employee. All rollover contributions shall be accounted for separately but shall be invested and reinvested along with the assets of the Plan and treated in all respects as other assets of the Plan. The rollover contributions shall be credited to a special Rollover Account on behalf of the Employee. The Rollover Account shall, at all times, be 100% vested and nonforfeitable. An Employee may elect to receive an in-service withdrawal from his Rollover Account prior to his actual retirement date in accordance with procedures established by the Committee.

Notwithstanding the foregoing, with respect to Participant rollover contributions and direct rollovers of distributions made after December 31, 2001, the Plan will accept a direct rollover of an eligible rollover distribution or a Participant contribution of an eligible rollover distribution from: (1) a qualified plan described in Code Section 401(a) or 403(a), excluding after-tax employee contributions; (2) an annuity contract or 403(b)(7) custodial contract described in Code Section 403(b), excluding after-tax employee contributions; and (3) an eligible plan under Code Section 457(b) which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state.

This Plan explicitly permits an Employee to roll over in-kind Employer Stock into this Plan provided that (1) such a rollover is made from a qualified retirement plan (the "Acquired Company's Plan"), sponsored by an entity that is acquired by HomeStreet, Inc. or a member of its controlled group; and (2) as a result of such acquisition, the individual requesting the rollover becomes an Employee of Employer or a member of its controlled group. Any Employer Stock rolled over will be credited to a separate sub-account within the Rollover Account on behalf of the Employee. All references to the Rollover Account in this Plan shall hereinafter include this Stock Rollover Account sub-account.

This Plan may permit an in-kind rollover of an outstanding participant loan balance and loan promissory note, provided that (1) such a rollover is made from a qualified retirement plan (the "Acquired Company's Plan"), sponsored by an entity that is acquired by HomeStreet, Inc. or a member of its controlled group, (2) as a result of such acquisition, the individual requesting the rollover becomes an Employee of Employer or a member of its controlled group; and (3) such individual rolls over 100% of his or her nonforfeitable account balance from the Acquired Company's Plan to this Plan. Such rollovers shall be administered according to nondiscriminatory procedures established by the Committee. In the event of such a rollover, the Trustee of this Plan shall become the obligee of the participant loan promissory note. In all other respects, the loan shall continue to be administered in accordance with the terms of the existing participant loan promissory note and applicable law.

B. Trust to Trust Transfers . Notwithstanding any provision of the Plan to the contrary that would otherwise limit a distributee's election under this Article, a distributee may elect, at the time and in the manner prescribed by the Committee, to have any portion of an eligible rollover distribution paid directly to an eligible retirement plan specified by the distributee in a direct rollover.

C. Definitions.

1. Eligible Rollover Distribution. An eligible rollover distribution is any distribution of all or any portion of the balance to the credit of the distributee, except that an eligible rollover distribution does not include: any distribution that is one of a series of substantially equal periodic payments (not less frequently than annually) made for the life (or life expectancy) of the distributee or the joint lives (or joint life expectancies) of the distributee and the distributee's designated beneficiary, or for a specified period of ten years or more; any distribution to the extent such distribution is required under Section 401(a)(9) of the Code; the portion of any distribution that is not includible in gross income (determined without regard to the exclusion for net unrealized appreciation with respect to employer securities); and hardship withdrawals of pre-tax contributions, unless such a distribution is made after a permissible distribution event (other than a hardship withdrawal) occurs under Code Section 401(k)(2)(B).

Provided, however, that with respect to distributions made after December 31, 2001, a portion of a distribution shall not fail to be an eligible rollover distribution merely because the portion consists of after-tax employee contributions which are not includible in gross income. However, such portion may be transferred only to an individual retirement account or annuity described in Code Section 408(a) or (b) (a "Traditional IRA"), or a Roth individual retirement account or annuity described in Code Section 408A (a "Roth IRA"), or to a qualified defined contribution plan described in Code Section 401(a) or 403(a) that agrees to separately account for amounts so transferred, including separately accounting for the portion of such distribution which is includible in gross income and the portion of such distribution which is not so includible.

With respect to distributions made after December 31, 2001, any amount that is distributed on account of hardship shall not be an eligible rollover distribution and the distributee may not elect to have any portion of such a distribution paid directly to an eligible retirement plan.

2. Eligible Retirement Plan . An eligible retirement plan is an individual retirement account described in Section 408(a) of the Code, an individual retirement annuity described in Section 408(b) of the Code, an annuity plan described in Section 403(a) of the Code, or a qualified trust described in Section 401(a) of the Code, that accepts the distributee's eligible rollover distribution. However, in the case of an eligible rollover distribution to the surviving spouse, an eligible retirement plan is an individual retirement account or individual retirement annuity.

For purposes of the direct rollover provisions of this Article XVIII, an eligible retirement plan shall also mean an annuity contract or 403(b)(7) custodial contract described in Code Section 403(b) and an eligible plan under Code Section 457(b) which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state which agrees to separately account for amounts transferred into such plan from this Plan. The definition of eligible retirement plan shall also apply in the case of a distribution to a surviving spouse, or to a spouse or former spouse who is the alternate payee under a qualified domestic relations order, as defined in Code Section 414(p).

For distributions made after December 31, 2007, an Eligible Retirement Plan shall also include an individual retirement plan described in Code Section 408A(b).

For distributions of after-tax contributions made after December 31, 2006, an Eligible Retirement Plan shall also include an annuity contract described in Code Section 403(b), provided such contract separately accounts for such after-tax amounts.

3. Distributee . A distributee includes an Employee or former Employee. In addition, the Employee's or former Employee's surviving spouse and the Employee's or former Employee's spouse or former spouse who is the alternate payee under a qualified domestic relations order, as defined in Section 414(p) of the Code, are distributees with regard to the interest of the spouse or former spouse. Effective January 1, 2010, a Designated Beneficiary who (a) is other than the Participant's Spouse and (b) is considered to be a Designated

Beneficiary under Code Section 401(a)(9)(E) (known as a “Non-Spouse Designated Beneficiary”) is also considered a “qualified distributee.”

4. Direct Rollover . A direct rollover is a payment by the Plan to the eligible retirement plan specified by the distributee.

A “Non-Spouse Designated Beneficiary” may establish an individual retirement account described in Code Section 408(a) or an individual retirement annuity described in Code Section 408(b) (known as an “Inherited IRA”) into which all or a portion of a death benefit (to which such Non-Spouse Designated Beneficiary is entitled) can be transferred in a direct trust-to-trust transfer (a direct rollover). In determining the portion of such death benefit that is considered to be a required minimum distribution that must be made from the Inherited IRA, the Non-Spouse Designated Beneficiary may elect to use either the 5-year rule or the life expectancy rule, pursuant to Regulation 1.401(a)(9)-3, Q&A-4(c). Any distribution made pursuant to this Section is not subject to the direct rollover requirements of Code Section 401(a)(31), the notice requirements of Code Section 402(f), or the mandatory withholding requirements of Code Section 3405(c). If a Non-Spouse Designated Beneficiary receives a distribution from the Plan then the distribution is not eligible for the “60-day” rollover rule, which is available to a Designated Beneficiary who is a Spouse. If the Participant’s Non-Spouse Designated Beneficiary is a trust, then this Plan may make a direct rollover to an IRA on behalf of the trust, provided the trust satisfies the requirements to be a Designated Beneficiary within the meaning of Code Section 401(a)(9)(E). In order to be able to roll over the distribution, the distribution otherwise must satisfy the definition of an eligible rollover distribution. A distribution to a Non-Spouse Designated Beneficiary that is made prior to January 1, 2010 is not subject to the direct rollover requirements of Code Section 401(a)(31) (including Code Section 401(a)(31)(B)), the notice requirements of Code Section 402(f) or the mandatory withholding requirements of Code Section 3405(c). The above is in addition to the right of the Employee or former Employee, the Employee’s or former Employee’s surviving spouse, and the Employee’s or former Employee’s spouse or former spouse who is the alternate payee under a qualified domestic relations order to elect to have any portion of an eligible rollover distribution paid directly to an eligible retirement plan.

ARTICLE XIX

Transfers of Employment

Except as otherwise specifically provided herein, the provisions of this Article XIX apply to transfers of employment that occur on or after October 1, 2009; transfers of employment occurring prior to October 1, 2009, are subject to the provisions of the Plan as in effect at the time of such transfer. References to the provisions of the WMS 401(k) Plan described herein are included for solely purposes of clarity in describing the transfer provisions; in the event of a conflict between the information set forth herein and the terms of the WMS 401(k) Plan, the terms of the WMS 401(k) Plan shall govern.

A. Transfers out of This Plan. An Employee of an Employer co-sponsoring this Plan who, on or after October 1, 2009, either (1) transfers to employment with an employer co−sponsoring the WMS 401(k) Plan or (2) terminates employment with the Employer and later becomes hired by an employer co−sponsoring the WMS 401(k) Plan (a "Transfer-Out Employee"), shall receive credit for his Years of Service and Hours of Service with the Employer co-sponsoring this Plan for purposes of eligibility and vesting in the WMS 401(k) Plan, as applicable, provided that there shall be no duplication of credit in the year of transfer to or year of hire by an employer co−sponsoring the WMS 401(k) Plan. Notwithstanding the foregoing, no credit for vesting purposes shall be granted prospectively in this Plan based on a Transfer-Out Employee's Years of Service and Hours of Service with the employer co-sponsoring the WMS 401(k) Plan.

A Transfer-Out Employee's Accrued Benefit, if any, in this Plan shall remain credited to his accounts in this Plan and shall continue to be subject to the terms and conditions of this Plan. A Transfer-Out Employee may request a distribution from this Plan subject to the provisions of Article VII of this Plan, provided that he is no longer employed by a co-sponsor of this Plan or any other entity aggregated with a co-sponsor of this Plan under the aggregation requirements of Code Sections 414 (b), (c), (m) or (o).

To the extent that a Transfer-Out Employee has an original date of hire with the Employer prior to July 1, 2008, he shall be eligible while employed by an employer co-sponsoring the WMS 401(k) Plan to obtain in−service Employee pre-tax 401(k) contributions hardship withdrawals and pre-tax 401(k) contributions withdrawals after age 59½ from this Plan, provided the Plan requirements for such withdrawals are met. Notwithstanding the preceding sentence, a Transfer-Out Employee whose original hire date with the Employer is on or after July 1, 2008, shall not be eligible while employed by an employer co-sponsoring the WMS 401(k) Plan to obtain such in−service Employee pre-tax 401(k) contributions hardship withdrawals and pre-tax 401(k) contributions withdrawals after age 59½ from this Plan, regardless of the date he transfers employment to a co-sponsor of the WMS 401(k) Plan. A Transfer-Out Employee may not take a new participant loan from this Plan.

A Transfer-Out Employee may make Employee pre−tax contributions and shall receive any Employer contributions to this Plan only for the period of time through which he is employed by an Employer co-sponsoring this Plan in accordance with the terms of this Plan and based on his Compensation from his Employer which co-sponsors this Plan. A Transfer-Out Employee's Participant−Directed Profit Sharing Account and Employer Matching Contribution Account, if any, in this Plan shall become 100% vested and nonforfeitable if (1) he dies, becomes permanently and totally disabled pursuant to the terms of this Plan, or attains Normal Retirement Age, and (2) such event occurs while the individual is still employed by an Employer co−sponsoring this Plan, or by an employer co-sponsoring the WMS 401(k) Plan.

B. Transfers Into This Plan from the WMS Plan. An employee of a co-sponsor of the WMS 401(k) Plan who, on or after January 1, 2000, either (a) transfers to employment with an Employer co−sponsoring this Plan or (b) terminates employment with an employer co-sponsoring the WMS 401(k) Plan and later becomes hired by an Employer co−sponsoring this Plan (a "Transfer-In Employee") shall receive credit for his Years of Service and Hours of Service with the co-sponsors of the WMS 401(k) Plan for purposes of eligibility and vesting in this Plan, provided that there shall be no duplication of credit in the year of transfer to or year of hire by an Employer co−sponsoring this Plan. Notwithstanding the foregoing, whether such a transfer occurred before or after October 1, 2009, no credit for vesting purposes shall be granted prospectively in the WMS 401(k) Plan based on a Transfer-In Employee's Years of Service and Hours of Service with an employer co-sponsoring this Plan. A Transfer-In Employee shall receive any Employer contributions to this Plan only for the period of time during which he is employed by an Employer co-sponsoring this Plan in accordance with the terms of this Plan and based on his Compensation from his Employer which co-sponsors this Plan.

A Transfer-In Employee's accrued benefit, if any, in the WMS 401(k) Plan shall remain credited to his accounts in such plan and shall continue to be subject to the terms of such plan. A Transfer-In Employee may request a distribution from the WMS 401(k) Plan, pursuant to the terms of such plan, provided that he is no longer employed by a co-sponsor of the WMS 401(k) Plan or any other entity aggregated with a co-sponsor of such plan under the aggregation requirements of Code Sections 414(b), (c), (m) or (o).

To the extent that a Transfer-In Employee has an original date of hire with the Employer prior to July 1, 2008, he shall be eligible while such employment continues to obtain in−service Employee pre-tax 401(k) contributions hardship withdrawals and pre-tax 401(k) contributions withdrawals after age 59½ from the WMS 401(k) Plan, provided the plan requirements for such withdrawals are met. Notwithstanding the preceding sentence, a Transfer-In Employee whose original hire date with the co-sponsor of the WMS 401(k) Plan is on or after July 1, 2008 shall not be eligible while employed by the Employer to obtain such in−service Employee pre-tax 401(k) contributions hardship withdrawals and pre-tax 401(k) contributions withdrawals after age 59½ from the WMS 401(k) Plan, regardless of the date he transfers employment to a co-sponsor of this Plan. A Transfer-In Employee may not take a participant loan from the WMS 401(k) Plan.

A Transfer-In Employee may make Employee pre-tax 401(k) contributions to the WMS 401(k) Plan and shall receive Employer contributions to the WMS 401 (k) Plan only for the period of time through which he is employed by an employer co−sponsoring such plan in accordance with the terms of such plan and based on his Compensation from his employer which co-sponsors such plan.

C. Other Transfer Provisions. If a Transfer-Out Employee or a Transfer-In Employee incurs an Event of Forfeiture under this Plan, the WMS 401(k) Plan, or both plans, then any forfeitures or reinstatement of forfeitures shall occur as to each plan in accordance with the terms of the respective plan(s), and there shall be no transfer of forfeitures or reinstatements of forfeitures between the plans. A Transfer-Out Employee's service with a co−sponsor of the WMS 401(k) Plan shall not be considered in determining whether an Event of Forfeiture has been incurred in this Plan. Provided further, that a reinstatement of forfeitures in this Plan shall only apply if such an individual is rehired by a co-sponsor of this Plan, subject to the Plan's normal rules relating to forfeitures and reinstatements of forfeitures as set forth in Article V, Paragraph F, of this Plan.

Notwithstanding any provision of this Plan to the contrary, no service credit shall be granted for eligibility or vesting purposes in this Plan if such Years of Service and Hours of Service would be disregarded under the Plan's normal break-in-service rules as described in Article III, Paragraph D, and in subparagraphs 2, 3, and 4. of Article VI, Paragraph B, respectively, computed as if that prior service had been with the Employer. No service credit shall be granted for eligibility or vesting purposes in the WMS 401(k) Plan if such Years of Service and Hours of Service would be disregarded under the WMS 401(k) Plan's normal break-in-service rules.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Trust to be executed as of this ___________ day of ________________________, 2015.

HOMESTREET, INC.

By____________________________
Its________________________

HOMESTREET BANK

By____________________________
Its________________________

HOMESTREET CAPITAL CORPORATION

By____________________________
Its________________________

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Section 3: EX-10.6 (AMENDMENT TO HOMESTREET INC. 401(K) SAVINGS PLAN)

EXHIBIT 10.6

RESOLUTIONS OF
THE RETIREMENT BENEFITS COMMMITTE OF
HOMESTREET, INC. 401(k) SAVINGS PLAN

WHEREAS, to maintain the tax-qualified status of the HomeStreet, Inc. 401(k) Savings Plan (the "Plan"), the Plan must be amended and restated periodically to incorporate previously-adopted amendments and to bring the Plan into compliance with current law;

WHEREAS, Management has recommended to the Retirement Benefits Committee (the "Committee") that the Committee amend and restate the Plan effective January 1, 2015, to (1) incorporate previously adopted amendments and make other administrative changes, and (2) add an in-Plan Roth conversion provision to the Plan effective January 1, 2016, or such later date as implemented by the Committee, to allow participants the option of converting their pre-tax Plan contributions to after-tax Roth contributions; and file the Plan for an updated IRS determination letter ruling on the tax-qualified status of the Plan;

WHEREAS, the Committee, to which the Board of Directors of HomeStreet, Inc. (the "Board") has delegated authority to amend the HomeStreet, Inc. 401(k) Savings Plan (the "Plan") when such amendments either keep the Plan in compliance with applicable law or make changes to the Plan that are administrative in nature, has concluded that this recommendation should be approved and implemented;

NOW, THEREFORE, BE IT RESOLVED, that the amended and restated Plan, attached hereto as Exhibit "A" and incorporated herein by this reference, is hereby adopted as of the dates stated therein.

BE IT FURTHER RESOLVED, that Management is hereby authorized and directed (1) to file the Plan with the Internal Revenue Service (IRS) for the purpose of obtaining an updated IRS determination letter, and (2) to adopt any amendments that may be required as a condition of favorable IRS determination letter.

BE IT FURTHER RESOLVED, that any authorized officer of the Employer is hereby authorized to execute such amended and restated Plan on behalf of the Employer.

BE IT FURTHER RESOLVED, that any member of the Committee is hereby authorized to certify to the taking of these actions by the Committee.

CERTIFICATION

The undersigned hereby certifies that the attached is a true copy of Resolutions adopted at the ______________________, 2015, meeting of the Retirement Benefits Committee of the HomeStreet, Inc. 401(k) Savings Plan (the "Plan"), reflecting the amendment and restatement of the Plan to add an in-Plan Roth conversion provision effective January 1, 2016. The attached Resolutions are included in the minutes of such meeting, are on file, in the corporate minute book, and have not been altered, amended, or revoked.

DATED this _________ day of _______________________, 2015.

HOMESTREET, INC.

By ________________________________

Its ________________________________

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Section 4: EX-10.19 (ADVANCES, SECURITY AND DEPOSIT AGREEMENT BETWEEN HOMESTREET BANK AND THE FHLB)

EXHIBIT 10.19

Advances, Pledge and Security Agreement

Blanket Pledge

This Advances, Pledge and Security Agreement ("Agreement"), effective June 1**, 2015,** is entered between HomeStreet Bank ("Member"), with principal offices at 601 Union St #2000 Seattle, WA 98101 and the Federal Home Loan Bank of Des Moines ("Bank"), with principal offices in Des Moines, Iowa.

WHEREAS, the Bank may from time to time make available extensions of credit to the Member ("Advances"), in accordance with the Federal Home Loan Bank Act, the regulations and directives of the Federal Housing Finance Board, the Confirmations issued hereunder, and the policies and procedures currently set forth in the Bank's Member Products and Services Policy, as amended, superseded or replaced by the Bank's Board of Directors from time to time, and the Bank's Credit and Collateral Procedures, as amended, superseded or replaced by the Bank's management from time to time (collectively referred to herein as the "Member Policies and Procedures");

WHEREAS, the Member desires, from time to time, to obtain Advances from the Bank in accordance with the terms and conditions of this Agreement, the Confirmations issued hereunder and the Member Policies and Procedures; and

WHEREAS, the Bank requires that all Advances, and all other indebtedness, arising from any and all obligations or liabilities of the Member to the Bank be secured pursuant to this Agreement, and the Member agrees to provide such security;

NOW THEREFORE, for valuable consideration, intending to be legally bound, and with respect to each and every such Advance, the Bank and Member agree as follows:

Section 1. Applications. The Member shall request an Advance in such form as shall be specified by the Bank. Nothing contained in this Agreement or the Member Policies and Procedures shall be construed as an agreement or commitment by the Bank to grant any Advance hereunder. The Bank expressly reserves its right and power to either grant or deny in its sole discretion any Advance.

Section 2. Confirmation of Advance. Each Advance, and, except as otherwise provided, all other indebtedness, shall be evidenced by a writing or electronic record, in such form or forms as may be determined by the Bank from time to time ("Confirmation"), issued by the Bank to the Member. The Member and the Bank shall be bound by the terms and conditions set forth herein, in the Confirmation and in the Member Policies and Procedures. Any inconsistencies between the terms and conditions of a Confirmation, this Agreement, or the Member Policies and Procedures, shall be resolved in favor of this Agreement.

Section 3. Payment to the Bank. The Member shall repay each Advance and make payments of interest thereon and any and all costs, expenses, fees and penalties relating thereto as specified herein and in the Member Policies and Procedures and the related Confirmation. All payments shall be made at the office of the Bank in Des Moines, Iowa, or at such other place as the Bank, or its successors or assigns, may from time to time appoint in writing.

The Member shall maintain in its demand deposit account(s) with the Bank (collectively, the "Demand Deposit Account") an amount at least equal to the amounts then currently due and payable to the Bank on outstanding Advances. The Member hereby authorizes the Bank to debit the Demand Deposit Account for all amounts due and payable to the Bank on any Advance or other indebtedness. If the amount in the Demand Deposit Account is, at any time, insufficient to pay such due and payable amounts, the Bank may, without notice to the Member, apply any other funds or assets then in the possession of the Bank to the payment of such amounts.

Past due payments of principal, interest, or other amounts payable in connection with any Advance may, at the option of the Bank, bear interest until paid at a default rate that is 3% per annum higher than the then current rate being charged by the Bank for Advances.

Section 4. Creation of Security Interest in Collateral. As collateral security for any and all such Advances, Member assigns, transfers, pledges, and grants a security interest to the Bank, its successors or assigns, in all Mortgage Collateral, Securities Collateral, Deposits and other collateral (as described in the Member Policies and Procedures and referred to herein collectively as "Collateral") now or hereafter acquired by the Member, and all proceeds thereof; provided, however, that the Member may freely dispose of Collateral that is not used to satisfy its collateral maintenance level as set forth below in B. With respect to the Collateral, Member undertakes and agrees as follows:

A. That such security interest shall extend to after acquired Collateral of a similar nature;

B. To keep and maintain an amount of such Collateral free and clear of pledges, liens, and encumbrances to others as is required to meet the Member's collateral maintenance level. The "required Collateral Maintenance Level" means the amount of Collateral the Member is required to maintain to secure its Advances with the Bank as set forth and calculated in accordance with the Member Policies and Procedures;

C. That the Member shall be at liberty to use, commingle, and dispose of all or part of the Collateral, and to collect, compromise, and dispose of the proceeds of the Collateral without being required to account for the proceeds or replace the Collateral subject only to its obligation to meet its Collateral Maintenance Level as set forth above;

D. To assemble and deliver Collateral to the Bank or its authorized agents immediately upon demand of the Bank; and as specified by the Bank in the Member Policies and Procedures to pay for the safekeeping of Collateral as established by the Bank; and

E. To make, execute, and deliver to the Bank such assignments, endorsements, listings, powers, financing statements or other instruments as the Bank may reasonably request respecting such Collateral.

Without limitation of the foregoing, all tangible and intangible property heretofore assigned, transferred or pledged by the Member to the Bank as Collateral for Advances prior to the date hereof is hereby assigned, transferred and pledged to the Bank as Collateral hereunder.

Section 5. Assignment to Bank of Security Interests in Bank Stock. The Member hereby assigns, transfers and pledges to the Bank, its successors or assigns, all stock of the Federal Home Loan Bank of Des Moines owned by the Member as additional collateral security for payment of any and all indebtedness, whether in the nature of an Advance or otherwise, of the Member to the Bank, its successors and assigns.

Section 6. Covenants. The Member represents, warrants, and covenants to the Bank, which representations, warranties, and covenants shall be deemed to be repeated at all times until the termination of this Agreement:

A. No Event of Default, as defined in Section 9, with respect to the Member has occurred and is continuing or would occur as a result of the Member entering into or performing its obligations under this Agreement or any Advance.

B. The Member owns and has marketable title to the Collateral free and clear of any and all liens, claims, or encumbrances of any kind, and has the right and authority to grant a security interest in the Collateral and to subject all of the Collateral to this Agreement.

C. All of the Collateral meets the standards and requirements with respect thereto established by the Member Policies and Procedures.

D. The Member shall at all times maintain and accurately reflect the terms of this Agreement, including the Bank’s interest in Collateral, and all Advances and other indebtedness on its books and records.

E. The Member has the full power and authority and has received all corporate and governmental authorizations and approvals as may be required to enter into and perform its obligations under this Agreement and any Advance.

Section 7. Duty to Use Reasonable Care. In the event Member delivers Collateral to Bank or its agent pursuant to Section 4 above, the duty of the Bank with respect to said Collateral shall be solely to use reasonable care in the custody and preservation of the Collateral in its possession.

Section 8. Additional Security. Member shall assign additional or substituted Collateral for Advances at any time the Bank shall deem it necessary for the Bank's protection.

Section 9. Events of Default. The Bank may consider the Member in default hereunder upon the occurrence of any of the following events or conditions:

A. Failure of the Member to pay any interest, or repay any principal, or pay any other amount due in connection with any Advance; or

B. Breach or failure to perform by the Member of any covenant, promise, condition, obligation or liability contained or referred to herein, or any other agreement to which the Member and the Bank are parties; or

C. Proof being made that any representation, statement or warranty made or furnished in any manner to the Bank by or on behalf of the Member in connection with all or part of any Advance was false in any material respect when made or furnished; or

D. Any tax levy, attachment, garnishment, levy of execution or other process issued against the Member or the Collateral; or

E. Any suspension of payment by the Member to any creditor or any events which result in acceleration of the maturity of any indebtedness of the Member to others under any indenture, agreement or other undertaking the aggregate amount of which is greater than the lesser of five percent (5%) of Member’s capital and surplus or five percent (5%) of the Bank’s capital and surplus, as determined in accordance with the accounting principles governing the Member’s or Bank’s published financial statements, respectively; or

F. Application for, or appointment of, a receiver of any part of the property of the Member, or in case of adjudication of insolvency, or assignment for benefit of creditors, or general transfer of assets by the Member, or if management of the Member is taken over by any supervisory authority, or in case of any other form of liquidation, merger, sale of a substantial portion of the Member’s assets outside of the ordinary course of the Member’s business or voluntary dissolution, or upon termination of the membership of the Member in the Federal Home Loan Bank of Des Moines, or in the case of Advances made under the provisions of 12 U.S.C. § 1431(g)(4) or any successor provisions, if at any time thereafter the creditor liabilities of the Member, excepting its liabilities to the Bank, are increased in any manner to an amount exceeding 5% of its net assets; or

G. Determination by the Bank that a material adverse change has occurred in the financial condition of the Member from that disclosed at the time of the making of any Advance, or from the condition of the Member as theretofore most recently disclosed to the Bank in any manner; or

H. If the Bank reasonably and in good faith deems itself insecure even though the Member is not otherwise in default.

Section 10. Bank Remedies in the Event of Default. Upon the occurrence of any default hereunder, the Bank may, at its option, declare the entire amount of any and all Advances or other indebtedness to be immediately due and payable. Without limitation of any of its rights and remedies hereunder or under other law, the Bank shall have all of the remedies of a secured party under the Uniform Commercial Code of the State of Iowa. The Member agrees to pay all the costs and expenses of the Bank in the collection of the secured indebtedness and enforcement of the Bank's rights hereunder including, without limitation, reasonable attorney's fees. The Bank may sell the Collateral or any part thereof in such manner and for such price as the Bank deems appropriate without any liability for any loss due to decrease in the market value of the Collateral during the period held. The Bank shall have the right to purchase all or part of the Collateral at public or private sale. If any notification of intended disposition of any of the Collateral is required by law, such notification shall be deemed reasonable and properly given if mailed, postage prepaid, at least five days before any such disposition to the address of the Member appearing on the records of the Bank. The proceeds of any sale shall be applied in the following order: first, to pay all costs and expenses of every kind for the enforcement of this Agreement or the care, collection, safekeeping, sale, foreclosure, delivery or otherwise respecting the Collateral (including expenses for legal services); then to interest and fees on all indebtedness of the Member to the Bank; then to the principal amount of any such indebtedness whether or not such indebtedness is due or accrued. The Bank, at its discretion or as assigned by law, may apply any surplus to indebtedness of Member to third parties claiming a secondary security interest in the Collateral. Any remaining surplus shall be paid to the Member.

Section 11. Appointment of Bank as Attorney-in-Fact. Member does hereby make, constitute and appoint Bank its true and lawful attorney-in-fact to deal with the Collateral in the event of default and, in its name and stead to release, collect, compromise, settle, and release or record any note, mortgage or deed of trust which is a part of such Collateral as fully as the Member could do if acting for itself. The powers herein granted are coupled with an interest, and are irrevocable, and full power of substitution is granted to the Bank in the premises.

Section 12. Audit and Verification of Collateral. In extension and not in limitation of all requirements of law respecting examination of the Member by or on behalf of the Bank, the Member agrees that all Collateral pledged hereunder shall always be subject to audit and verification by or on behalf of the Bank in its corporate capacity.

Section 13. Resolution to be Furnished by Member. The Member agrees to furnish to the Bank at the execution of this Agreement, and from time to time hereafter, a certified copy of a resolution of its Board of Directors or other governing body authorizing such of the Member's officers, agents, and employees as the Member shall select, to apply for Advances from the Bank. In lieu of requiring an additional resolution upon execution of this Agreement, the Bank may rely on a previously furnished resolution of the Member’s Board of Directors or other governing body with respect to Advances made pursuant to this Agreement.

Section 14. Applicable Law. This Agreement and all Advances and other indebtedness obtained hereunder shall be governed by the statutory and common law of the United States and, to the extent federal law incorporates or defers to state law, the laws (exclusive of choice of law provisions) of the State of Iowa. Notwithstanding the foregoing, the Uniform Commercial Code as in effect in the State of Iowa shall apply to the parties’ rights and obligations with respect to the Collateral. If any portion of this Agreement conflicts with applicable law, such conflict shall not affect any other provision of this Agreement that can be given effect without the conflicting provision, and to this end the provisions of this Agreement are severable.

Section 15. Jurisdiction. In any action or proceeding brought by the Bank or the Member in order to enforce any right or remedy under this Agreement, Member hereby submits to the jurisdiction of the United States District Court for the Southern District of Iowa, or if such action or proceeding may not be brought in Federal Court, the jurisdiction of the Iowa District Court in Polk County. If any action or proceeding is brought by the Member seeking to obtain relief against the Bank arising out of this Agreement and such relief is not granted by a court of competent jurisdiction, the Member will pay all attorney's fees and court costs incurred by the Bank in connection therewith.

Section 16. Effective Date; Agreement Constitutes Entire Agreement. This Agreement shall be effective on the later of May 1, 2006 or the date of execution of this Agreement by the parties hereto. Except as set forth in this paragraph, this Agreement, together with the Member Policies and Procedures and any applicable Confirmations, shall embody the entire agreement and understanding between the parties hereto relating to the subject matter hereof and thereof. This Agreement may not be amended except by written amendment executed by the Bank and the Member. Each such Confirmation and the Member Policies and Procedures shall be incorporated herein. Advances made by the Bank to the Member prior to the effective date of this Agreement shall be governed exclusively by the terms of the prior agreements pursuant to which such Advances were made, except that (i) any default thereunder shall constitute default hereunder, (ii) Collateral furnished as security hereunder shall also secure such prior Advances and (iii) the rights and obligations with respect to such Collateral shall be governed by the terms of this Agreement.

Section 17. Section Headings. Section headings are not to be considered part of this Agreement. Section headings are solely for convenience of reference, and shall not affect the meaning or interpretation of this Agreement or any of its provisions.

Section 18. Successors and Assigns. This Agreement shall be binding upon each of the parties, successors and permitted assigns. The Member may not assign any obligation hereunder without the prior written consent of the Bank. The Bank may assign any or all of its rights and obligations hereunder or with respect to any Advance or other indebtedness to any other party.

Section 19. No Waiver of Rights. A failure or delay in exercising any right, power or privilege in respect of this Agreement will not be presumed to operate as a waiver, and a single or partial exercise of any right, power or privilege will not be presumed to preclude any subsequent or further exercise of any right, power, or privilege or the exercise of any other right, power or privilege.

Section 20. Remedies Cumulative. The rights, powers, remedies and privileges provided in this Agreement are cumulative and not exclusive of any rights, powers, remedies and privileges provided by law.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be signed in its name by its duly authorized representatives as of the dates below.

HomeStreet Bank
Full Corporate Name of Customer

By: _____

Title: _____

Date: _____

FEDERAL HOME LOAN BANK OF DES MOINES

By: _____

Title: _____

Date: _____

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Section 5: EX-10.28 (HOMESTREET BANK 2015 PERFORMANCE-BASED INCENTIVE COMPENSATION PLAN)

EXHIBIT 10.28

HomeStreet Bank
Performance Based
Annual Incentive Plan
Effective as of January 1, 2015

HomeStreet (the "Company") provides annual cash incentive opportunities for eligible employees through the use of a performance-based incentive compensation plan (the "Plan"). The annual incentive awards will provide a payment based upon attainment of specified goals that align the interests of employees with the interests of the Company.

PARTICIPATION & ELIGIBILITY

The Plan is limited to selected employees of the Company. Each Plan participant shall be notified of eligibility for participation in the Plan. Additional eligibility requirements are the following:

- New employees must be employed by September 30 in a given Plan Year to be eligible for an award related to performance in that Plan Year.
- Employees hired after September 30 must wait until the next fiscal year to be eligible for an award.
- Employees who become a Plan participant during the year and work a partial year, will receive pro-rated awards based on the number of months worked during the partial Plan Year.
- A Plan participant must be an active employee as of the award payout date to earn and receive an award, except for partial awards available in limited circumstances as outlined in this Plan.
- Plan participants must not be on a Performance Improvement Plan at the time the award is to be paid in order to earn an award; otherwise the award is neither earned, nor will be paid.
- Participants will not earn incentive pay if the Participant's conduct during the Plan Year or before the award is paid is considered by the Company to be a violation of applicable laws or regulations or in violation of the Company's professional or ethical standards.

PLAN YEAR & PERFORMANCE PERIOD

The Plan operates on a calendar year basis (January 1 to December 31), which is the same as the Performance Period. Plan payouts covering the Performance Period will generally be made after Company financials have been audited and bonus award amounts have been reviewed by the Human Resource and Corporate Governance Committee (HRCG) of the Board of Directors.

PLAN DESIGN

The Plan design is based on allocation of an incentive pool that is linked to the achievement of pre-defined corporate goal(s) and individual goals or pre-defined business unit and individual goal(s). The pre-defined corporate goal(s) are reviewed and approved by the HRCG of the Board of Directors and are communicated to participants. The pre-defined business unit goal(s) are reviewed and approved by the CEO and the Board as part of the Strategic Planning process. One half of the pool available for incentive awards will be allocated based on the Company's or business unit's success against those goals. The other half of the pool available for incentive awards will be allocated based on the annual accrual for individual participants and is based on 50% of the participant's total annual target incentive percentage. Each eligible employee is assigned an incentive target percent designed to provide for a potentially market competitive payout following achievement of individual goals. The potential dollar value of the target is calculated by multiplying the target percentage by the individual's salary or expected annual wage. At the end of the year, the Company will advise managers of the amount of incentive awards available to distribute. Each manager evaluates each eligible employee's individual performance against goals and, in his/her discretion, awards a cash incentive based on the pool created by the company or business unit performance achievement and individual performance. Company performance or business unit performance that is at threshold will start at a 50% payout.

PERFORMANCE GOALS

Performance goals for the company and participants are set in the following manner:

- **Company Performance Goal(s)** - The Company's goal(s) are determined by using performance history, peer data, market data and management's judgment of what reasonable levels can be reached, based on previous experience and projected market conditions. Once the target performance is established, the threshold and maximum performance will also be determined. The specific Company performance criteria for Plan participants will be recommended by management to the HRCG of the Board of Directors

- **Business Unit Goal(s) -** The business unit goal(s) are determined by using performance history, financial forecasting and management's judgment of what reasonable levels can be reached based on previous experience and projected market conditions. The specific business unit performance criteria for Plan participants will be recommended by senior management to the CEO.

- **Individual Goal(s)** - Each participant will set target performance goals that are Specific Measurable, Achievable, Relevant and Time based (SMART). Business Unit participants will develop goals that focus primarily on supporting department objectives such as production and profitability as well as specific business strategies that support the overall company goals. Non-business units or support departments will set similar SMART goals which will be aligned with the department and corporate goals. The number of performance criteria included, the specific type of performance criteria to use, and the weighting of each criterion for the overall incentive award will vary based on the position and role of each participant and will be determined by each participant's manager.

AWARD OPPORTUNITIES & CALCULATION

Award opportunity levels, expressed as a percent of salary, will be set for each job that each eligible employee is assigned to for each Plan Year. Actual payouts will be as described in the Plan Design section and will factor in the following:

- **Personal Performance** - Each participant's performance will be assessed at year-end against established goals by his/her manager. Exceeding goal expectations is reserved for a small segment of the plan participant population who achieve extraordinary results impacting the success of the organization. Payout will not exceed 150% of target. In certain instances the Plan participant's individual incentive award may be reduced or increased at the discretion of management. This adjustment may be tied to the individual participant's performance for the year as documented by their annual performance rating. Personal Performance constitutes 50% of the overall incentive target.

- **Corporate Or Business Unit Performance** - The Company's performance will be based on the Company's success as measured by criteria determined by the HRCG of the Board of Directors, with input from the CEO. The percentage of payout for overall Company performance will be allocated based on the corporate achievement. The business unit's performance will be based on the business unit's success as measured by criteria determined by the senior manager, with input from the CEO. The percentage of payout for overall business unit performance will be allocated based on the business unit achievement. Corporate or Business Unit Performance constitutes 50% of the overall incentive target.

  - Threshold Performance - The minimum level of performance needed for corporate or business unit performance incentives to be paid.
  - Target Performance - The expected level of corporate or business unit performance based upon both historical performance and management's best judgment of expected performance during the performance period.
  - Maximum Performance - The level of corporate or business unit performance, which based upon historical performance and management's judgment, would be exceptional or significantly beyond the expected.

Calculation Examples (Target dollar figures are for display purposes only and do not represent actual target):

- Corporate or Business Unit measures result in a below target achievement interpolated result of 75% and individual achieves target:
  - Individual 2015 Annual Bonus Target of $10,000
  - Individual Performance equals 100%
  - Corporate/Business Unit Performance equals 75%
  - Individual payout: $10,000 X 50% X 100% = $5,000
  - Corporate/Business Unit payout: $10,000 X 50% X 75% = $3,750
  - Total payout: $5,000 + $3,750 = $8,750

- Corporate or Business Unit measures result in an above target achievement of 125% and individual achieves 75%:
  - Individual 2015 Annual Bonus Target of $10,000
  - Individual Performance equals 75%
  - Corporate/Business Unit Performance equals 125%
  - Individual payout: $10,000 X 50% X 75% = $3,750
  - Corporate/Business Unit payout: $10,000 X 50% X 125% = $6,250
  - Total payout: $6,250 + $3,750 = $12,500

ALLOWANCE FOR DISCRETION

The Plan allows for final payouts to be discretionarily adjusted by senior managers within their incentive pool and by the CEO for allocating pool dollars between departments based on performance. The HRCG of the Board of Directors has discretion to change the pool amount as well as, modify or change the plan at any time.

PLAN TRIGGER

In order for there to be any payout to employees under the Corporate or Business Unit components of the Plan, the Company or business unit must achieve the threshold as established.

PROVISION FOR AWARD ADJUSTMENT

For officers classified as Executive Vice President and above, the HRCG of the Board of Directors shall determine the amount of any such award paid as a result of the inaccurate information (the “overpayment amount”) or the amount of loss resulting from the imprudent risk presented by the participant’s activities and shall send the participant a notice of recovery, which will specify the overpayment amount or loss and the terms for repayment.

For other individuals classified as Senior Vice President and below, the Chief Executive Officer or Business Unit Leader in coordination with Human Resources shall determine the amount of any such award paid as a result of the inaccurate information (the “overpayment amount”) or the amount of loss resulting from the imprudent risk presented by the participant’s activities and shall send the participant a notice of recovery, which will specify the overpayment amount or loss and the terms for repayment.

The Company reserves the right to make an adjustment to a participant’s award under the following circumstances:

- Materially inaccurate financial information was used in determining or setting such incentive award. The claw-back period will be a rolling three year look back.
- A participant’s activities posed imprudent risk to the organization. The claw-back period will be a rolling three year look back. In other words, if the participant’s activities at any time in the preceding three years posed imprudent risk to the Bank, the Bank may claw-back or recover the amount paid to him/her as a result of the imprudent risk.

TERMINATION OF EMPLOYMENT/PARTIAL YEAR PAYMENTS

A participant must be an active employee on the date the incentive is paid to earn and receive an award. However, there are exceptions for terminations as a result of the circumstances identified below:

- Eligible employees whose performance otherwise qualifies them for an annual incentive award and whose employment is terminated due to disability can receive a pro-rata award for the Plan Year, even if they are not employed as of the award payout date.
- An eligible employee whose performance otherwise qualifies them for an annual incentive award, attains age 65 (or greater) and voluntarily retires will receive payment for a pro-rata portion of the award based on their retirement date.
- In the event of death, the Company will pay to the participant's beneficiary the pro-rata portion of the award that had been earned by the participant in the Plan year based on their date of death. The beneficiary will be the person or entity named on the employee's life insurance beneficiary form, unless otherwise designated in writing by the employee.
- In the event Plan participant's employment is terminated as part of a reduction in force or other elimination of his/her position and as governed by his/her separation agreement, the award will be paid pro-rata based on the separation date.
- For any Plan participant with a written employment agreement that specifically provides for benefits upon termination by HomeStreet without Cause or terminated by the Plan participant for Good Reason, then upon any termination without Cause or by the Plan participant for Good Reason, the terms are defined in the employment agreement and the payout will be governed by the employment agreement.

Calculation of Partial Year Payment: In the event that a Plan participant qualifies for a partial year payment, the Plan Administrator will calculate the payment based on the corporate achievement, if the Plan is funded. In consultation with the Plan participant's manager(s) and the HRCG of the Board of Directors shall have the discretion to determine the amount of the payout. Final calculations of the Partial Year Payment shall be completed after the end of the Plan Year.

Timing of Payment: The partial year payout shall be made at the same time that other Plan participants receive their payments after the end of the Plan Year.

Notwithstanding any other documents or communications to the contrary, employment with the Company is terminable at will, meaning that either the employee or the Company may terminate employment at any time, for any reason, with or without cause and with or without prior notice.

DISPUTES

In the event that there is any dispute about the application of the Plan, the employee should discuss such dispute with the Chief Executive Officer and the Director of Human Resources in order to resolve the matter. If the employee and Company have entered into an Arbitration Agreement, the dispute or claim may be resolved in accordance with such Arbitration Agreement.

MISCELLANEOUS

The Company shall withhold any taxes that are required to be withheld from the awards provided under the Plan.

Employee's benefits under this Plan cannot be sold, transferred, assigned, pledged, attached or encumbered in any manner.

Plan payouts will be made in a manner such that they are exempt from the Internal Revenue Code Section 409A.

The Plan is designed to comply with Internal Revenue Code Section 162(m), but if any amount payable as part of this Plan would not be deductible by the Company because of the limitations of that section, the payment shall be made in the next year in which the deduction is allowed.

The Plan and all rights hereunder shall be governed by the laws of the State of Washington, except to the extent preempted by federal law.

If any provision of this Plan is determined to be void or otherwise unenforceable, such determination shall not affect the validity of the remainder of this Plan. Waiver by either party of any breach of this Plan shall not operate or be construed as a waiver of any subsequent breach, or of the condition itself.

This Plan constitutes the entire Plan between the Company and the Plan participant as to the subject matter hereof. No rights are granted to the Plan participant by virtue of this Plan other than those specifically set forth herein.

This Plan replaces and supersedes any prior agreements between the Employee and HomeStreet, except for any written employment agreements between the Employee and the Company. In the event of any conflict between this Plan and the written employment agreement, the provisions of the written employment agreement shall govern. The Plan may be amended, terminated or suspended at any time and for any reason or for no reason upon notice in the sole discretion of the Company. This Plan will remain in effect until revised. Notwithstanding any other documents or communications to the contrary, employment with the Company is terminable at will, meaning that either the employee or the Company may terminate employment at any time, for any reason, with or without cause and with or without prior notice.

ACKNOWLEDGMENT

I have read, understand and accept all of the terms of this Plan.

Printed Name Signature Date

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Section 6: EX-21 (SUBSIDIARIES OF HOMESTREET, INC.)

EXHIBIT 21

Subsidiaries of HomeStreet, Inc.

Subsidiary	Jurisdiction of Incorporation or Organization
HomeStreet Bank	WA
HomeStreet Statutory Trust I	DE
HomeStreet Statutory Trust II	DE
HomeStreet Statutory Trust III	DE
HomeStreet Statutory Trust IV	DE
HomeStreet Capital Corporation	WA

Subsidiaries of HomeStreet Bank

Subsidiary	Jurisdiction of Incorporation or Organization
HomeStreet Reinsurance, Ltd.	Turks & Caicos Islands
Continental Escrow Company	WA
HomeStreet/WMS, Inc.	WA
Union Street Holdings, LLC	WA
HS Cascadia Holdings, LLC	WA
HS Properties Inc.	WA
YNB Real Estate LLC	WA

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Section 7: EX-23.1 (CONSENT OF DELOITTE & TOUCHE LLP)

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-207427, 333-182171, and 333-196377 on Form S-8, and in Registration Statement No. 333-195550 on Form S-3, of our reports dated March 10, 2016, relating to the consolidated financial statements of HomeStreet, Inc. and subsidiaries (the Company) and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2015.

/s/ Deloitte & Touche LLP

Seattle, Washington
March 10, 2016

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Section 8: EX-31.1 (CERTIFICATION OF CHIEF EXECUTIVE OFFICER)

CERTIFICATIONS

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark K. Mason, certify that:

1. I have reviewed this annual report on Form 10-K of HomeStreet, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 10, 2016	By:	/s/ Mark K. Mason
		Mark K. Mason
		President and Chief Executive Officer

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Section 9: EX-31.2 (CERTIFICATION OF CHIEF FINANCIAL OFFICER)

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Melba A. Bartels, certify that:

1. I have reviewed this annual report on Form 10-K of HomeStreet, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 10, 2016	By:	/s/ Melba A. Bartels
		Melba A. Bartels
		Senior Executive Vice President and

Chief Financial Officer

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Section 10: EX-32 (CERTIFCATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

EXHIBIT 32

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Mark K. Mason, the Chief Executive Officer of HomeStreet, Inc. (the "**Company**"), hereby certify, that, to my knowledge:

1. The Annual Report on Form 10-K for the year ended December 31, 2015 (the "**Report**") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated:	March 10, 2016	By:	/S/ Mark K. Mason
			Mark K. Mason
			President and Chief Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Melba A. Bartels, the Chief Financial Officer of HomeStreet, Inc. (the "**Company**"), hereby certify, that, to my knowledge:

1. The Annual Report on Form 10-K for the year ended December 31, 2015 (the "**Report**") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated:	March 10, 2016	By:	Melba A. Bartels
			Melba A. Bartels
			Senior Executive Vice President and Chief Financial Officer

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