

HomeStreet, Inc.  
Form 424B4  
February 14, 2012  
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Filed Pursuant to  
Rule 424(b)(4)  
Registration Nos. 333-173980 and 333-179484

## 1,896,442 Shares of Common Stock

This is our initial public offering. Prior to this offering, there has been no public market for our common stock. We are offering 1,896,442 at the initial public offering price of \$44.00 per share. See Underwriting for a discussion of the factors considered in determining the initial public offering price. The market price of the shares after the offering may be higher or lower than the initial offering price.

Our common stock has been approved for listing on the Nasdaq Global Market under the symbol HMST.

We and our wholly owned subsidiary Home Street Bank (the Bank) are currently operating under orders to cease and desist initially issued by the Office of Thrift Supervision, or the OTS, and now administered by the Board of Governors of the Federal Reserve System, or the Federal Reserve, and by the Federal Deposit Insurance Corporation, or the FDIC, and the Washington State Department of Financial Institutions, Division of Banks, or the DFI, respectively. As a result of these orders, we and the Bank are required to augment regulatory capital and reduce problem assets, and are subject to certain restrictions on our operations.

**Investing in our common stock is speculative and involves a significant degree of risk. You should consider carefully the risks and uncertainties in the section entitled Risk Factors beginning on page 21 of this prospectus before investing in our common stock.**

**The shares of our common stock are not deposits, bank accounts or obligations of any bank, are not insured by the FDIC or any other governmental agency and are subject to investment risks, including possible loss of the entire amount invested.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

	Per Share	Total
Initial public offering price	\$ 44.00	\$ 83,443,448
Underwriting discounts and commission(1)	\$ 3.08	\$ 5,841,041
Proceeds to us, before expenses	\$ 40.92	\$ 77,602,407

(1) For a description of the compensation to be received by the underwriters in addition to discounts and commissions, see Underwriting . We have granted an over-allotment option which will allow the underwriters to purchase up to an additional 284,466 shares of our common stock from us at the initial offering price within 30 days following the date of this prospectus solely to cover over-allotments, if any.

The underwriters expect to deliver our common stock in book entry form only, through the facilities of The Depository Trust Company, against payment therefor on or about February 15, 2012.

**FBR CAPITAL MARKETS**

The date of this prospectus is February 10, 2012

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You should rely only on the information contained in this prospectus. Neither we nor the underwriters have authorized any other person to provide you with different information. We and the underwriters are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date on the front cover of this prospectus or such other date stated in this prospectus. You should assume that the information appearing in this prospectus is accurate only as of that date. Our business, financial condition, results of operations and prospects may have changed since that date.

Unless we state otherwise or the context otherwise requires, references in this prospectus to HomeStreet we, our, us and the Company refer to HomeStreet, Inc., a Washington corporation, HomeStreet Bank ( Bank ), HomeStreet Capital Corporation ( HomeStreet Capital ) and HomeStreet, Inc.'s other direct and indirect subsidiaries.

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**SUMMARY**

*The following summary highlights information contained elsewhere in this prospectus. This summary is not intended to be complete and does not contain all the information you should consider before investing in our common stock. We encourage you to read carefully this entire prospectus, including the section entitled Risk Factors and our financial statements and related notes appearing elsewhere in this prospectus, before deciding to invest in our common stock.*

**Our Company**

We are a 90-year-old diversified financial services company headquartered in Seattle, Washington, that has grown from a small mortgage bank to a full-service community bank serving consumers and businesses in the Pacific Northwest and Hawaii. In 1986 we established the Bank to fund our lending activities and to offer a broader range of products and services. Our banking strategy has allowed us to expand our lending activities while building stable core deposits and a more diversified core customer base that offers better cross-selling opportunities. The Bank has the oldest continuous relationship of all Fannie Mae seller servicers in the nation, having been the second company approved by Fannie Mae at its founding in 1938.

Our primary subsidiaries are HomeStreet Bank and HomeStreet Capital Corporation. HomeStreet Bank is a Washington state-chartered savings bank that provides deposit and investment products and cash management services. The Bank also provides loans for single family homes, commercial real estate, construction, land development and commercial businesses. HomeStreet Capital Corporation, a Washington corporation, originates, sells and services multifamily mortgage loans under the Fannie Mae Delegated Underwriting and Servicing Program ( DUS ) in conjunction with HomeStreet Bank. We also provide insurance products and services for consumers and businesses as HomeStreet Insurance and loans for single family homes through a joint venture, Windermere Mortgage Services Series LLC ( WMS ). At September 30, 2011, we had total assets of \$2.32 billion, net loans held for investment of \$1.36 billion, deposits of \$2.06 billion, and shareholders equity of \$80.3 million. At December 31, 2010, we had total assets of \$2.49 billion, net loans held for investment of \$1.54 billion, deposits of \$2.13 billion and shareholders equity of \$58.8 million. We recognized net income of \$15.3 million for the third quarter of 2011, as compared to net income of \$1.3 million for the second quarter of 2011 and a net loss of \$5.4 million for the third quarter of 2010.

*Recent Developments*

In the fourth quarter of 2011 and January of 2012, we continued to be profitable and improve our asset quality metrics. Our net income for the fourth quarter of 2011 and the month ended January 31, 2012 was \$7.0 million and \$8.2 million, respectively, with a net interest margin of 2.50% for each of those periods, as compared to 2.38% for the third quarter of 2011. An increase in refinancing of existing loans in the single family mortgage loan market and related increase in our loan origination activities was a contributing factor to the increase in our profits in the month of January, and such increased activity may not be indicative of future performance. As of December 31, 2011 and January 31, 2012, we had total assets of \$2.26 billion and \$2.24 billion, respectively, net loans held for investment of \$1.30 billion and \$1.31 billion, respectively, and shareholders equity of \$86.4 million and \$96.0 million, respectively. Our January 2012 results do not reflect loan loss provision or impairment charges, which we assess primarily at the end of each fiscal quarter, however, we have recorded loan loss provisions as an expense in prior quarters and expect to record such provision expense at the end of the first quarter of 2012. We also experienced continued profitability for the fourth quarter and the month ended January 31, 2012, including net mortgage servicing rights and related hedge valuation gains of \$1.6 million in January 2012. Our profit in the fourth quarter of 2011 was slightly offset by a \$189,000 net valuation loss on mortgage servicing rights and related hedge instruments.

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Our classified assets also declined by \$36.9 million from \$225.0 million at September 30, 2011 to \$188.2 million, or 16.4%, at December 31, 2011, and increased to \$191.2 million, or 15.0%, at January 31, 2012, with nonperforming assets as a percentage of total assets declining from 6.9% at September 30, 2011 to 5.1% at December 31, 2011 and 4.9% at January 31, 2012. Nonperforming loans decreased from \$95.1 million at September 30, 2011 to \$76.5 million at December 31, 2011, and to \$75.4 million at January 31, 2012, representing decreases of 19.6% and 20.7%, respectively, primarily due to credit upgrades in all loan classes as well as pay-downs, charge-offs and net transfers of \$4.2 million to OREO principally during the fourth quarter of 2011. In addition to the improvement in nonperforming loans, OREO decreased from \$64.4 million at September 30, 2011 to \$38.6 million at December 31, 2011 (a 40.1% decrease), and to \$35.5 million at January 31, 2012 (a 44.8% decrease), due to OREO sales of \$26.0 million during the fourth quarter of 2011 and \$2.9 million in January 2012 and downward valuation adjustments of \$4.2 million principally during the fourth quarter of 2011. Of the \$35.5 million of OREO as of January 31, 2012, \$5.5 million, or 15.6%, is contracted for sale, \$3.9 million of which is scheduled to close in February. For the same period we recognized a loss of 0.3% on sales of OREO, and 0.1% gain on sales for the year ended December 31, 2011. The total amount of delinquent loans decreased from \$144.1 million (10.2% of total loans) as of September 30, 2011 to \$139.9 million (10.4% of total loans) as of December 31, 2011, and increased to \$161.0 million (11.9% of total loans) as of January 31, 2012, although total delinquent loans excluding single family Ginnie Mae guaranteed loans decreased from \$106.9 million at September 30, 2011 to \$94.6 million at December 31, 2011, and increased to \$113.3 million at January 31, 2012. Total loans also decreased from \$1.41 billion as of September 30, 2011 to \$1.34 billion as of December 31, 2011 and increased to \$1.35 billion as of January 31, 2012.

Single family loan origination for the year ended December 31, 2011 was \$1.72 billion, compared to \$2.07 billion for the year ended December 31, 2010 and \$2.7 billion for the year ended December 31, 2009.

Our financial results for the fourth quarter of 2011 and as of and for the year ended December 31, 2011 presented in this prospectus have not yet been audited and are subject to finalization. The January 2012 information has not been subjected to an audit or review and will not be subjected to audit or review procedures until later in 2012 as part of the normal quarterly interim review procedures and annual audit process. January results may not be indicative of our results for the full first quarter.

In January 2012, in order to expand our mortgage banking business and accelerate our plans to increase mortgage origination volume, we made offers of employment to a significant majority of the mortgage personnel employed in Washington, Oregon and Idaho by MetLife Home Loans whose parent, MetLife, Inc., had recently announced that it would no longer originate forward mortgages and would wind down their business. As of February 3, 2012, we have hired approximately 140 mortgage professionals from this Pacific Northwest regional group. We anticipate that we will open approximately 11 additional stand-alone lending centers in Washington and Idaho, primarily in the Puget Sound area, in order to accommodate these new hires. As a result of this expansion of our mortgage operations, we estimate that we will incur additional expenses of approximately \$8.0 million in the first half of 2012 for compensation, facilities and other integration expenses. While we anticipate that this group will generate enough revenue to cover these expenses over the same period, these costs may not be completely offset by such additional loan origination revenue in that period as these loan professionals will need to rebuild their origination volume at the Bank. Our estimated expenses may also increase as we hire additional employees from this group.

*Our Business*

As of January 31, 2012, we had a network of 20 bank branches and nine stand-alone lending centers located in the Puget Sound, Olympia, Vancouver and Spokane regions of Washington, the Portland and Salem regions of Oregon, and the Hawaiian Islands of Oahu, Maui and Hawaii. As a result of our expansion of our single family lending business, we expect to open approximately 11 additional stand-alone lending centers in Washington and Idaho in the first half of 2012. Our bank branches have average deposits per branch of \$102.8 million as of

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September 30, 2011. WMS provides point-of-sale loan origination services through 42 Windermere Real Estate offices in Washington and Oregon.

We operate four primary lines of business: Community Banking, Single Family Lending, Income Property Lending and Residential Construction Lending.

*Community Banking.* We provide diversified financial products and services to our consumer and business customers, including deposit products, investment products, insurance products, cash management services and consumer and business loans.

*Single Family Lending.* We originate, sell and service residential mortgage loans both directly and through our relationship with WMS. We also originate and service loans for our portfolio on a selective basis.

*Income Property Lending.* We originate commercial real estate loans with a focus on multifamily lending through Fannie Mae's DUS program. These loans are sold to or securitized by Fannie Mae, and we generally retain the right to service them. We also originate commercial real estate construction, land, bridge and permanent loans for our own portfolio.

*Residential Construction Lending.* We originate residential construction and land development loans primarily for our own portfolio.

### *Impact of Economic Downturn*

As the economic downturn began in late 2007 and continued into mid-2009, our business experienced a series of interrelated negative events, the combination of which led to significant operating losses that diminished our capital and weakened our financial condition. During this period, home prices and the volume of home sales decreased significantly along with occupancy and rental rates on commercial real estate. Related declines in the value of residential and commercial real estate, especially residential land and finished lots, significantly impacted the economic viability of many of our borrowers' construction projects and investments and reduced the value of our collateral.

The impact of the foregoing events on our asset quality, results of operations, financial condition and regulatory capital ratios has been severe. Our classified assets increased from \$114.8 million at December 31, 2007 to a peak of \$759.7 million at June 30, 2009 and nonperforming assets increased from \$35.7 million at December 31, 2007 to their peak of \$482.0 million at December 31, 2009. For the years ended December 31, 2010 and December 31, 2009, we recognized net losses of \$34.2 million and \$110.3 million, respectively. For the nine months ended September 30, 2011, we recognized net income of \$9.1 million. Additionally, despite our efforts to decrease total assets to mitigate the impact of losses on our regulatory capital ratios, our Tier 1 and total risk-based capital ratios fell from 9.0% and 11.2% at December 31, 2007, to 4.5% and 8.5% at December 31, 2009, respectively.

As a result of the deterioration in our asset quality, operating performance and capital adequacy, on May 8, 2009, we entered into an agreement with HomeStreet Bank's primary banking regulators, the Federal Deposit Insurance Corporation, or FDIC, and the Washington State Department of Financial Institutions, or DFI, pursuant to which we consented to the entry of an Order to Cease & Desist from certain allegedly unsafe and unsound banking practices. On May 18, 2009, we entered into a similar agreement with HomeStreet, Inc.'s then primary regulator, the Office of Thrift Supervision, or OTS. As of July 21, 2011, the OTS has been abolished and its supervisory and regulatory functions with respect to savings and loan holding companies, including the Company, have been transferred to the Board of Governors of the Federal Reserve System, or the Federal Reserve. References in this prospectus to the Federal Reserve shall include the OTS prior to the transfer date with respect to those functions transferred to the Federal Reserve. We refer to the Order to Cease & Desist with the

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FDIC and DFI as the Bank Order, the Order to Cease & Desist with the Federal Reserve as the Company Order, and to the Bank Order and Company Order collectively as the Orders. Among other things, the Orders directed us to increase our capital to certain specified levels, improve management, reduce classified assets and improve earnings.

Pursuant to the Company Order, the Company has agreed, among other things, to refrain from engaging in all unsafe and unsound practices that have resulted in the Company's low earnings and inadequate capital. The Company Order does not contain specific minimum capital ratios or asset quality measures.

Pursuant to the Bank Order, the Bank was directed, among other things, to have and maintain a Tier 1 capital ratio that equals or exceeds 10% and a total risk-based capital ratio that equals or exceeds 12% by October 5, 2009, as well as to develop and adopt a plan to reduce the Bank's exposure to adversely classified assets.

Upon the successful completion of this offering, we expect to contribute approximately \$44.0 million of the net proceeds of this offering to the Bank. The Bank is required by the Bank Order to maintain a Tier 1 leverage capital ratio of at least 10% and a risk-based capital ratio of at least 12%. While this offering will improve our capital position and bring the bank closer to compliance with these requirements, we will not be able to fully satisfy the requirements of the Bank Order based on this offering alone. However, we believe that following the contribution to the Bank of at least \$44.0 million in capital from this offering and subject to the completion of an on-site examination of the Bank by our primary regulators confirming our condition, we will qualify for replacement of the Bank Order with another form of enforcement agreement between the Bank and our regulators, which we expect would include provisions for maintenance of at least an 8.5% Tier 1 capital ratio and continued improvement in the Bank's asset quality. Management does not have any reason to believe that the risk-based capital ratio will be increased in any subsequent enforcement order.

We anticipate that a contribution of approximately \$44.0 million of the aggregate net proceeds from this offering, together with the Bank's preliminary January earnings and expected February earnings, will bring the Bank's Tier 1 capital ratio to no less than 8.5%. However, if management determines that a greater or lesser amount would be necessary to reach that targeted capital ratio, taking into account, among other things, changes in the average assets and variations in the Bank's net income that may affect our regulatory capital ratios, we may adjust the actual amount of the contribution up to the aggregate net proceeds.

We have implemented a plan for the Bank to reduce those loans that were classified as substandard or doubtful as of December 31, 2008, to which the FDIC and DFI issued a letter of nonobjection. The Bank did not achieve the target reduction of those classified assets to 40.0% of Tier 1 capital plus allowance for loan losses by February 28, 2010, primarily due to lower than projected capital. As of February 28, 2010 that ratio was 91.6%. However, we achieved the 40.0% target as of June 30, 2011, as our ratio of remaining assets classified as substandard and doubtful as of December 31, 2008 was 38.2% of Tier 1 capital plus allowance for loan losses. As of September 30, 2011 and December 31, 2011, our ratio of remaining assets classified as substandard and doubtful as of December 31, 2008 was 25.7% and 13.5% of Tier 1 capital plus allowance for loan losses, respectively.

The Bank has taken several other actions to comply with the requirements of the Bank Order including:

retained a new Chief Executive Officer and other senior management who possess the qualifications, experience and proven ability to manage a bank of comparable size and experience in upgrading a low-quality loan portfolio, raising capital and improving earnings;

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enhanced the infrastructure for the Bank's credit administration functions; and

implemented revised lending, loan concentration and collection policies and procedures.

Similarly, HomeStreet, Inc., is not in compliance with the Company Order's requirement to increase capital. But for the exceptions noted above, we believe that we are in compliance in all material respects with the Orders. Based on guidance from the Company's regulator, we believe that we will need to further reduce our classified assets in the future to qualify for the lifting of the Company Order.

The Orders and material actions taken to date are described in more detail under Regulation and Supervision Cease and Desist Orders.

### **Management Changes**

In light of the then-prevailing economic conditions confronting our organization and to develop and implement a bank turnaround strategy, the boards of directors of the Company and the Bank recruited and retained a new executive management team. Starting in August of 2009, we added the following executives:

*Mark K. Mason, Director, Chief Executive Officer and President of HomeStreet, Inc.; Director, Chairman of the Board, Chief Executive Officer and President of HomeStreet Bank.* Mr. Mason has over 25 years of experience in credit, lending, operations and finance. A substantial portion of Mr. Mason's career has been spent resolving or recapitalizing troubled institutions, restructuring operations and upgrading troubled loan portfolios. Since joining the Company in late 2009, Mr. Mason has led the Company's significant turnaround. Prior to that, Mr. Mason has served as an executive officer, director and consultant to banks and mortgage companies, most significantly as the chairman of the board, chief executive officer and chief lending officer of Fidelity Federal Bank.

*David E. Hooston, Executive Vice President and Chief Financial Officer of HomeStreet, Inc. and HomeStreet Bank.* Mr. Hooston has over 30 years of experience in the financial services industry. He has extensive experience in turning around troubled institutions, raising public and private capital and negotiating and executing mergers and acquisitions. Mr. Hooston has served as president and chief operating officer, chief financial officer and as a director of banks and bank holding companies including Placer Sierra Bancshares, Belvedere Capital Partners, LLC and ValliCorp Holdings, Inc.

*Jay C. Iseman, Executive Vice President and Chief Credit Officer of HomeStreet, Inc. and HomeStreet Bank.* Mr. Iseman has 20 years of credit management experience at major national banks in commercial and real estate lending. This includes significant experience in troubled loan workouts, special assets and credit administration. Prior to joining the Bank, Mr. Iseman served as a senior vice president and senior portfolio manager of commercial special assets with Bank of America.

*Godfrey B. Evans, Executive Vice President, General Counsel, Chief Administrative Officer and Corporate Secretary of HomeStreet, Inc. and HomeStreet Bank.* Mr. Evans has 30 years of experience in banking and corporate securities law, including significant roles in the recapitalization and restructuring of financial institutions. Mr. Evans is an experienced public company general counsel. Prior to joining the Company, Mr. Evans served as the general counsel, chief administrative officer and corporate secretary to Fidelity Federal Bank and prior to that was a corporate lawyer for Gibson, Dunn & Crutcher, LLP in Los Angeles.

### **Turnaround Plan**

Under the leadership of our new management team, we have implemented a plan to stabilize and turn around the institution. The principal elements of this plan are to improve asset quality, upgrade our credit culture,



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restructure the balance sheet, improve core earnings, control noninterest expense, maintain satisfactory regulatory relations and recapitalize the Company. Notwithstanding the progress we have made under our turnaround plan, there can be no assurance that we can successfully execute the remaining aspects of our plan with favorable results or within the scheduled timeline.

***Improve Asset Quality and Upgrade Credit Culture***

We have addressed the risks that contributed to the deterioration in our asset quality and earnings, including reducing and limiting loan concentrations in higher risk loan types and market segments where we have continuing concerns about deterioration in collateral values. Since 2007, we have dramatically curtailed most types of lending in response to deteriorating economic conditions and in order to preserve regulatory capital ratios. We have also implemented or are implementing a number of additional measures aimed at improving our asset quality, including:

*Aggressively managing troubled loans.* Where appropriate, we have restructured loans to improve our position, including negotiated principal reductions and additional collateral, aggressively collected on loans and guaranties, and obtained and enforced writs of attachment on bank accounts and personal property when necessary. Where restructuring has proven impossible or impracticable, we have negotiated deeds in lieu of foreclosure or have foreclosed on real property.

*Actively marketing and selling other real estate owned ( OREO ).* We have actively marketed and sold OREO to end users, such as developers and investors, who make direct and immediate use of such properties. We have generally avoided selling to financial buyers or other intermediaries who typically hold properties for a limited period of time and who do not usually improve or add value to the properties.

*Restructuring our credit administration and approval infrastructure.* We restructured our credit administration infrastructure to create more oversight at the board level and to better manage our loan approval process and credit exposure. We hired a Chief Credit Officer and centralized all credit approval, administration and portfolio monitoring functions under his authority. We also established a special assets department of our credit administration group to manage troubled loans and OREO.

*Upgrading our underwriting policies and procedures.* We revised our lending policies and procedures to reflect more conservative underwriting standards, such as lower loan-to-value ratios, increased cash equity requirements and debt service coverage, lower maximum loan sizes, more restrictive financial covenants, including total debt, leverage and minimum cash flow, minimum net worth, liquidity and experience requirements, lower loan-to-one borrower limits, global financial reviews of borrowers and their credit histories and use of inter-creditor agreements when appropriate.

***Balance Sheet Restructuring and Core Earnings Improvement***

We are restructuring our balance sheet by increasing loan yields, extending the duration of our investment securities and diversifying our credit risk by reducing the relative size and concentration of our loan portfolio in residential construction and land loans. In addition, because our net interest margin had been negatively affected by variable rate loans originated without interest rate floors, management has instituted interest rate floors upon the renewal, restructuring or origination of new loans. Between September 30, 2009, and September 30, 2011, loans without interest rate floors have decreased by \$699.6 million, or 69.3%. The total balance of loans without interest rate floors was \$309.8 million at September 30, 2011.

We have also focused on reducing our noncore funding and improving our core deposit base. As the banking system began to stabilize in 2009, we began moving to a more normalized liquidity management and

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investment strategy, reducing noncore deposits and wholesale funding while retaining and increasing core deposit balances and customers. Between September 30, 2009 and September 30, 2011, advances from the Federal Home Loan Bank of Seattle, or FHLB, and brokered deposits have decreased from \$1.01 billion to \$67.9 million. This funding has been generally replaced with retail deposits or retired with proceeds from the sales of investment securities. The composition of our deposit portfolio continues to improve. We have initiated marketing strategies to attract and retain relationship-based customers and eliminate rate-sensitive time deposit customers, which has the dual effect of creating a more stable funding base representative of a relationship-based institution and helping us return to a more normalized liquidity profile. Between September 30, 2009, and September 30, 2011, core deposits consisting of checking, savings and certificates of deposits with balances less than \$250,000 have increased from 63.8% of bank funding to 93.6% of bank funding.

Improving our deposit mix and increasing loan yields have significantly improved our net interest margin. Our net interest margin has increased from 0.85% for the quarter ended September 30, 2009 to 2.38% for the quarter ended September 30, 2011.

### ***Controlling Noninterest Expense***

We have experienced, and we expect in the near term to continue to experience, higher than normal noninterest expense associated with loan resolution activities, dispositions of OREO, increased deposit insurance costs and efforts associated with compliance with the Orders. However, during this time we have reduced other core banking compensation and general and administrative expenses by streamlining operations and reducing unnecessary staff, freezing salaries, suspending our 401(k) plan employer match from July 2009 to July 2010 and reducing travel and entertainment budgets. Going forward, we plan to manage future changes in all noninterest expense categories based on changes in revenue growth, reductions in problem assets and removal of the Orders. Upon satisfaction and removal of the Orders, we anticipate lower regulatory-related expenses, deposit insurance assessments, professional fees, and time devoted by management and staff to the compliance with the Orders.

### ***Maintain Satisfactory Regulatory Relations***

Maintaining the confidence of our regulators is an integral part of our turnaround plan. Beginning in the fourth quarter of 2009, management initiated monthly conference calls with our regulators to present and discuss progress on management changes, problem asset reduction, capital adequacy, interest rate risk, liquidity maintenance, funding restructuring and earnings. These meetings have produced transparency in our relationship with our regulators and have facilitated current reporting of the status of management's turnaround plan. As of July 21, 2011, the Company's primary federal regulator, the OTS, has been abolished and its supervisory and regulatory functions with respect to the Company have been transferred to the Federal Reserve.

### ***Recapitalize the Company***

Upon the successful completion of this offering, we expect to contribute approximately \$44.0 million of the net proceeds of this offering to the Bank. The Bank is required by the Bank Order to maintain a Tier 1 leverage capital ratio of at least 10% and a risk-based capital ratio of at least 12%. While this offering will improve our capital position and bring the Bank closer to compliance with these requirements, we will not be able to fully satisfy the requirements of the Bank Order based on this offering alone. However, we believe that following the contribution to the Bank of at least \$44.0 million in capital from this offering, and subject to the completion of an on-site examination of the Bank by our primary regulators confirming our condition, we will qualify for replacement of the Bank Order with another form of enforcement agreement between the Bank and our regulators, which we expect would include provisions for maintenance of at least an 8.5% Tier 1 capital ratio and

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continuing improvement in the Bank's asset quality. Management does not have any reason to believe that the risk-based capital ratio will be increased in any subsequent enforcement order. Based on guidance from the Federal Reserve, we believe that we will need to further reduce our classified assets in the future to qualify for the lifting of the Company Order. The requirements imposed by the Company Order do not include quantitative capital ratio or asset quality targets. However, if we were to take more aggressive measures, such as bulk sales, to dispose of classified assets or OREO, we may incur additional valuation adjustments or may recognize additional losses on sales of classified assets. These events would be recorded as charges against earnings, which would reduce our financial performance in the affected periods, and in some cases may require that we raise additional capital.

We anticipate that a contribution of approximately \$44.0 million of the aggregate net proceeds from this offering, together with the Bank's preliminary January earnings and expected February earnings, will bring the Bank's Tier 1 capital ratio to no less than 8.5%. However, if management determines that a greater or lesser amount would be necessary to reach that targeted capital ratio taking into account, among other things, changes in the average assets and variations in the Bank's net income that may affect our regulatory capital ratios, we may adjust the actual amount of the contribution, up to the aggregate net proceeds. On a proforma basis as of September 30, 2011, we would have needed to contribute a total of \$107.9 million to the Bank to achieve a Tier 1 capital ratio of 10.0%, or \$69.8 million to achieve a Tier 1 capital ratio of 8.5%. Using preliminary, unaudited data as of December 31, 2011, we would need to contribute \$98.7 million or \$60.3 million, respectively, to achieve Tier 1 capital ratios of 10.0% and 8.5%.

The table below presents the Bank's Tier 1 leverage and total risk-based capital ratios, as of January 31, 2012, both actual and on a pro forma basis giving effect to both this offering and the anticipated contribution to the Bank of approximately \$44.0 million from the aggregate net proceed as well as the Company's consolidated pro forma capital ratios reflecting the condition of both the Bank and the Company after giving effect to such events.

	<b>Bank Actual</b>	<b>Pro Forma Bank(1)</b>	<b>Well Capitalized</b>
Tier 1 Leverage Capital Ratio	6.5%	8.5%	5.0%
Total Risk-Based Capital Ratio	11.6%	14.8%	10.0%

(1) Reflects an anticipated contribution to the Bank of approximately \$44.0 million from the proceeds of this offering.

We intend to contribute a substantial portion of the aggregate net proceeds of this offering to the Bank. As a result, the Company does not expect to have sufficient capital immediately following the offering to bring current the deferred interest due on our outstanding trust preferred securities when that deferral period expires in December 2013. To the extent that we are not able to generate enough operating profit at the Bank and/or distribute such profit to the Company prior to the end of that deferral period, we will need to raise such additional capital from external sources, which may include a capital raise through the sale of additional equity securities.

*Third-Party Loan Review.* In preparation for this offering, and to provide an independent assessment of the adequacy of our allowance for loan losses, confirm the accuracy and timeliness of our asset classifications, and assess the accuracy of management's carrying values of our loan portfolio and other real estate owned, or OREO, we retained Unicon Financial Services, Inc., an independent third-party loan review consultant. As of June 30, 2011, Unicon reviewed a sample of our loan portfolio with a particular focus on our largest and highest-risk loans. Unicon reviewed approximately 81% of our commercial and commercial real estate loans, as well as 82% of our OREO, including 100% of pass graded loans in excess of \$2.5 million and 100% of adversely classified loans in excess of \$1.0 million. Additionally, Unicon performed a macroanalysis of our single family

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loan and home equity loan portfolios. Based upon this review, Unicon reported that management's allowance for loan losses as of June 30, 2011 was adequate; that our current risk rating system was reasonable and accurately reflects the significant risks associated with individual credits; and that the collateral values used in estimating the carrying values of our loans and OREO were materially correct.

**Selected Turnaround Plan Results**

As illustrated below, we believe that as a direct result of the effective execution of certain elements of our turnaround plan, described above, we have made significant progress to date toward reducing our credit risk and improving our financial condition and results of operations. We believe part of this success is demonstrated by our results of operations, which have improved from a net loss of \$110.3 million in 2009 to a net loss of \$34.2 million in 2010. For the nine months ended September 30, 2011 we recognized net income of \$9.1 million as compared to a net loss of \$19.9 million in the nine months ended September 30, 2010. We recognized net income of \$16.1 million in 2011 and \$8.2 million for the month ended January 31, 2012. Our financial results for the year ended December 31, 2011 have not yet been audited and are subject to finalization. Our January 2012 financial results have not been subjected to an audit or review and will not be subjected to audit or review procedures until later 2012 as part of the normal quarterly interim review procedures and annual audit process. January results also do not include loan loss provision or impairment charges, which we assess primarily at the end of each fiscal quarter, however, we have recorded loan loss provisions as an expense in prior quarters and expect to record such provision expense at the end of the first quarter of 2012. January results may not be indicative of our results for the full first quarter of 2012.

The following selected turnaround results reflect improvements since September 30, 2009, which coincides with the commencement of our turnaround plan.

	Month Ended		Three Months Ended				
	31-Jan-12(1)	31-Dec-11 (1)	30-Sep-11	\$ Thousands (Unaudited)			
			30-Jun-11	31-Mar-11	31-Dec-10	30-Sep-09	
Total Construction Loans	\$ 171,493	\$ 173,405	\$ 213,001	\$ 234,062	\$ 271,676	\$ 285,131	\$ 733,394
Provision for Loan Losses			1,000	2,300		8,200	35,555
Classified Assets	191,217	188,167	225,022	276,476	298,742	363,947	737,925
Nonperforming Loans	75,379	76,484	95,094	90,912	124,118	113,210	388,663
OREO	35,533	38,572	64,368	102,697	98,863	170,455	63,321
Nonperforming Assets	110,912	115,056	159,462	193,609	222,981	283,665	451,984
Total Delinquencies and Nonaccruing Loans (2)	161,009	139,860	144,133	132,481	188,013	178,286	495,168
Total Assets	\$ 2,244,249	\$ 2,264,957	\$2,316,839	\$2,233,505	\$ 2,342,639	\$ 2,485,697	\$ 3,224,464
Nonperforming Assets/Total Assets	4.9%	5.1%	6.9%	8.7%	9.5%	11.4%	14.0%
Nonperforming Loans/Loans	5.6%	5.7%	6.7%	6.26%	7.94%	7.06%	17.7%
Total Delinquencies and Nonaccruing Loans/Loans	11.9%	10.4%	10.2%	9.1%	12.0%	11.1%	22.6%
Net Income (Loss)	\$ 8,236	\$ 7,026	\$ 15,258	\$ 1,284	\$ (7,449)	\$ (14,395)	\$ (43,311)
Return on Average Assets	1.44%	1.23%	2.67%	0.23%	(1.25)%	(2.23)%	(5.37)%
Return on Average Equity	36.13%	33.44%	83.04%	8.97%	(51.26)%	(72.28)%	(120.44)%
Shareholders' Equity per Share	\$ 71.10	\$ 63.96	\$ 59.47	\$ 43.17	\$ 37.91	\$ 43.52	\$ 89.74
Net Interest Margin	2.50%	2.50%	2.38%	2.35%	2.17%	2.34%	0.85%
Operating Efficiency Ratio (3)	46.29%	74.78%	47.74%	70.05%	83.31%	69.51%	108.05%

(1) Amounts presented are preliminary and subject to finalization.

(2) Includes \$47.7 million, \$45.2 million, \$37.3 million, \$34.0 million, \$39.4 million and \$36.1 million, respectively, of loans guaranteed by Ginnie Mae for which we have little or no risk of loss.



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- (3) We include an operating efficiency ratio which is not calculated based on accounting principles generally accepted in the United States ( GAAP ), but which we believe provides important information regarding our result of operations. Our calculation of the operating efficiency ratio is computed by dividing noninterest expense less costs related to OREO (gains (losses) on sales, valuation allowance adjustments, and maintenance and taxes) by total revenue (net interest income and noninterest income). Management uses this non-GAAP measurement as part of its assessment of performance in managing noninterest expense. We believe that costs related to OREO are more appropriately considered as credit-related costs rather than as an indication of operating efficiency. The following table provides a reconciliation of non-GAAP to GAAP measurement.

	31-Jan-12	31-Dec-11	30-Sep-11	30-Jun-11	31-Mar-11	31-Dec-10	30-Sep-09
Efficiency ratio	50.23%	84.07%	66.25%	88.43%	128.42%	111.77%	115.43%
Less impact of OREO expenses	3.94%	9.29%	18.51%	18.38%	45.11%	42.26%	7.38%
Operating efficiency ratio	46.29%	74.78%	47.74%	70.05%	83.31%	69.51%	108.05%

**Our Growth Strategy**

Our growth strategy is comprised of the following:

***Integrated Consumer and Business Financial Services Delivery Strategy***

Our community banking strategy involves the development of an integrated consumer and business financial services delivery platform. We seek to meet our customers' financial services needs by providing consumer and business banking products, investment advice and products, and insurance products through our bank branches and our dedicated investment advisors, insurance agents and business banking officers. We have historically offered a limited line of investment, cash management and insurance products; however, we are currently in the process of significantly enhancing and expanding our products and services by:

expanding our investment product offerings through a third-party broker dealer, building a staff of dedicated investment advisors and sales representatives and licensing additional qualified branch personnel for annuity sales;

enhancing our business cash management service offerings and building a team of business cash management sales and support personnel; and

expanding our insurance product offerings and further integrating sales of these products into our consumer and business financial advisory activities.

***Expand Core Deposit Base***

We plan to grow our consumer core deposit base through limited media advertising, effective deposit product design, account cash incentives, cash referral bonuses and relationship incentives. To attract new business customers, we offer money market and business savings accounts as well as a competitive array of cash management products and services.

Our growth strategy will be limited by our regulatory status, which generally would preclude us from obtaining the required consent from the FDIC and the DFI in order to open new bank branches. However, once the Orders are lifted, we intend to expand our bank branch network to support core deposit growth, expand our consumer and business financial services customer base and increase access to our services and products for our current customers.



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### ***Business Banking Growth***

During our turnaround, we have focused on retaining our existing customers and developing new deposit-oriented customer relationships. As the economy improves, we believe we will be well positioned to attract new middle-market business customers requiring commercial business and owner-occupied real estate loans. The number of competitors for middle-market business customers has decreased since the economic downturn as a result of bank failures and market consolidation. In recent years, national banks have focused on larger customers in order 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. Additionally, high levels of problem loans at many local banks combined with low levels of capital have significantly impaired competitors' capacity to make new loans.

New loan demand is generally weak because of the economic downturn and has resulted in increased competition for good customers in spite of industry consolidation. However, as the economy improves and new loan demand increases, we believe our community banking focus will distinguish us from our competitors because we are able to offer quicker, local decision making and to provide customers with direct access to our senior managers. At the same time, our larger capital base and broader offering of products and services will enable us to compete effectively against smaller banks. As a result, we believe we have a substantial opportunity to attract additional borrowers and depositors and expand our presence and market share, especially in the high-growth Puget Sound area.

### ***Single Family Mortgage Origination and Servicing Portfolio Growth***

During the real estate boom of 2004 through 2007, we maintained our historical focus on originating conforming conventional and FHA and VA loans for sale in the secondary market while supplementing those products with some portfolio lending. Our adherence to traditional credit standards limited our loan originations during the peak of the expansion of the subprime and option adjustable rate mortgage lending boom, and we lost market share to competitors during this time. However, our conventional conforming mortgage banking expertise positioned us to expand our originations when market conditions changed as a result of the tightening of lending standards and the market's reliance on government sponsored entities and agencies for secondary market liquidity. As a result, we have grown our single family origination and servicing business substantially since 2007. We originated \$1.43 billion, \$1.53 billion, \$1.45 billion and \$1.57 billion in home loans in 2004, 2005, 2006 and 2007, respectively, followed by \$1.74 billion, \$2.73 billion and \$2.07 billion in 2008, 2009 and 2010, respectively. During the nine months ended September 30, 2011, we originated \$1.09 billion. Because we retain servicing rights on substantially all of the single family residential mortgages that we sell into the secondary markets, our portfolio of single family loans serviced for others has grown significantly during this period and stood at \$6.65 billion at September 30, 2011.

We have accelerated our plans to expand our single family mortgage origination business by hiring approximately 140 mortgage personnel formerly associated with MetLife Home Loans, which announced plans to discontinue their forward mortgage origination plans in January 2012. We expect to open approximately 11 additional loan production offices in Washington and Idaho, the majority of which will be in the Puget Sound area, in order to accommodate this expansion, and anticipate a significant increase in our loan origination volume for single family mortgage loans.

We intend to continue to grow our market share and maintain our focus on conventional conforming single family mortgage banking and use portfolio lending to complement, but not replace, secondary market lending, particularly for well qualified borrowers with loan sizes greater than the conventional conforming limits. In addition, we plan to open a correspondent lending channel and to increase our Internet-based lending.



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### ***Multifamily Mortgage Banking Growth***

As market conditions improve we plan to grow our multifamily mortgage banking business, particularly through our status as an approved Fannie Mae Delegated Underwriting and Servicing, or DUSlender. We expect to expand beyond our current markets by forming strategic alliances with producers in the Western Region of the United States.

We intend to expand our multifamily residential mortgage lending business by targeting strong apartment markets and experienced borrowers with whom we have had prior working relationships. We expect to continue to benefit from being one of approximately 25 companies nationally that is an approved Fannie Mae DUS lender. The Fannie Mae DUS program has become a key multifamily funding source nationally due to the turmoil in the financial services industry and the resulting loss of other financing sources. We have historically supported our DUS program by providing short-term bridge loans to experienced borrowers who purchase apartment buildings for renovation, which we would then seek to replace with permanent takeout financing through the Fannie Mae DUS program upon completion of the renovations. As market conditions warrant, we will also originate for our portfolio permanent loans and construction loans.

### ***Strategic Acquisitions***

The economic downturn and related banking crisis have led to increased regulatory and compliance burdens, management fatigue and limited access to capital. As a result, we anticipate there will be opportunities to acquire smaller institutions in the Pacific Northwest that would enhance our franchise and complement our branch network. Following this recapitalization, we may consider such strategic opportunities to acquire other institutions or branches. We may need to raise more equity or additional capital to implement this strategy.

### ***Competitive Strengths***

The Bank has a number of competitive strengths and advantages that position the institution for continued growth.

### ***Established and Well-respected Seattle-based Franchise***

We have developed a footprint in the Pacific Northwest, including the highly attractive Puget Sound region in Washington and the greater Portland region in Oregon, as well as selected markets in Hawaii. Through our 90-year history, we have developed a highly skilled and dedicated workforce who understand our business and have long-standing relationships with our customers. Furthermore, we have a strong tradition of involvement in our communities, and promote management participation in charitable, civic and social organizations that we believe enhance the visibility and reputation of the HomeStreet brand in our target markets. We are a leading single family mortgage originator in the markets we serve. For example, according to *MortgageDataWeb*, [www.mortgagedataweb.com](http://www.mortgagedataweb.com), in the Seattle area we had market share rankings of #10 and #7 among originators of conventional and government-sponsored loan programs, respectively, in 2010.

### ***Experienced and Talented Management Team***

We have assembled an executive management team that possesses significant depth of knowledge and expertise in bank turnaround situations and in operating and growing community banks. Additionally, the Bank has significant depth and experience in its senior management ranks. The five senior managers in our lending units average 33 years of industry experience and average 25 years with the Bank. In our mortgage banking units, each of the managers has built strong working relationships with our investor partners, particularly Fannie Mae.

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Three managers currently serve on four of Fannie Mae's primary advisory boards and councils. Our Retail Banking Director has 32 years of industry experience, including 26 years with the Bank. Our Chief Credit Officer, Risk & Regulatory Oversight Director and Treasurer have an average of 25 years of industry experience and 11 years on average with the Bank.

### ***Disciplined Underwriting and Credit Culture***

Since 2008, we have made significant modifications to our credit policies and procedures designed to foster disciplined underwriting practices and create a strong credit culture. Our CEO has significant credit management experience, and we have bolstered our credit and underwriting expertise at the board and management levels. We have restructured our credit administration infrastructure to create more oversight at the board level and better manage our loan approval process and credit exposure and have centralized all credit approval, administration and portfolio monitoring functions under the authority of our Chief Credit Officer. We have also revised our lending policies and procedures to reflect more conservative underwriting standards, such as lower loan-to-value ratios and increased cash equity and debt service coverage requirements.

### ***Significant Sources of Noninterest Income***

Our noninterest income is substantially higher than traditional banks.

*Highly Profitable Single Family Mortgage Origination and Servicing Business.* Throughout the economic downturn, our mortgage origination and servicing business has provided us with a continuing source of profitability and internal capital generation. Our mortgage banking expertise has positioned us well to take advantage of current market conditions. HomeStreet has been primarily a conventional conforming loan originator, making mortgage loans conforming to Fannie Mae, Freddie Mac, and FHA and VA guidelines, supplemented by a small menu of portfolio products. As noted earlier, the Bank has the oldest continuous relationship of all Fannie Mae seller-servicers in the nation. We have been an FHA-approved lender continuously since 1937 and a VA approved lender continuously since that program was founded in 1944. We possess the product expertise and servicing infrastructure to originate and service government guaranteed loans and specialized products such as 203(k) rehabilitation loans and Department of Hawaiian Home Lands loans that require specific product knowledge and servicing expertise. The Bank derives significant competitive benefits from the scale and longevity of WMS, its joint venture with Windermere Real Estate ( Windermere ), the largest real estate brokerage company in the Pacific Northwest by sales volume. A primary benefit is the diversification of loan origination capabilities through mortgage consultants located in Windermere real estate offices, who can reach potential purchase customers and referral sources early in the home-buying process. We also benefit from increased loan production, which improves the efficiency and profitability of our mortgage origination infrastructure and helps us achieve better pricing and terms with Fannie Mae, Freddie Mac and other correspondent lenders. Windermere's focus on the purchase market adds significantly to volume, loan quality and profits during strong purchase markets.

*Multifamily Mortgage Origination and Servicing Expertise.* Our HomeStreet Capital subsidiary was one of the first DUS lenders approved by Fannie Mae and we remain one of only 25 approved lenders nationally.

*Growth Opportunity in Fee-Generating Banking Services.* We are currently expanding our cash management, investment and insurance product and service offerings. We believe our integrated approach to the delivery of these products and services will enhance customers' sales experience and enable growth in our customer base and fee revenues.

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### ***Compliance Culture***

Historically, we have emphasized compliance in all of our activities. In addition to general banking regulations, our single family lending and loan servicing businesses and our investment advisory and product sales businesses are subject to complex regulations. In particular, our single family mortgage and multifamily origination and servicing businesses are highly dependent upon successful compliance with underwriting and servicing guidelines of Fannie Mae, Freddie Mac and Ginnie Mae as well as a myriad of federal and state consumer compliance regulations. Additionally, our significant volume of lending to low- and moderate-income areas and direct community investment contribute to our uninterrupted record of outstanding CRA ratings since the inception of the Bank in 1986. The financial services industry generally, and the single family mortgage banking industry in particular, is experiencing consolidation caused, in part, by the ever-increasing operational and cost burden of compliance. We believe our ability to maintain our historically strong regulatory compliance culture and our track record of compliance with regulations and guidelines are significant competitive advantages.

### **Our Structure**

HomeStreet, Inc. was established in 1921 as Continental Mortgage and Loan Company, initially offering financing for commercial real estate and home mortgages. Continental Savings Bank was established in 1986 and changed its name to HomeStreet Bank in 2000. Our activities are conducted through the following consolidated subsidiaries:

HomeStreet, Inc. operates a personal lines insurance agency offering home, auto, life, umbrella, boat, motorcycle, recreational vehicle, earthquake, difference in conditions and notary bond insurance products. It is licensed to do business in Washington and Oregon under the name HomeStreet Insurance and is licensed to do business in Hawaii for life insurance only.

HomeStreet Bank, a regional state-chartered savings bank headquartered in Seattle, Washington.

We hold common securities in four statutory business trusts, which have, in turn, issued trust preferred securities. We have previously commenced tender offers for all of the outstanding trust preferred securities issued by these trusts; however, we have terminated those tender offers. See Dividend Policy below for a further description of the trust preferred securities.

HomeStreet Capital Corporation or its predecessor have been selling and servicing multifamily residential loans made through the Fannie Mae DUS program since 1988.

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Union Street Holdings LLC, a Washington limited liability company, holds title to, markets and disposes of real estate acquired through foreclosure.

HomeStreet Reinsurance, Ltd. was established in 2000 as a limited-purpose reinsurance company. It is incorporated in the Turks and Caicos Islands and reinsures private mortgage insurance solely with respect to mortgage loans originated by the Bank. We discontinued all new reinsurance business at the end of 2008 and we are monitoring market conditions to determine if and when we will begin writing new reinsurance risk.

Continental Escrow Company provides reconveyance services solely for the Bank in connection with deeds of trust on one-to-four family residential loans, or single family residential loans, originated by the Bank.

HomeStreet/WMS, Inc. holds a joint venture interest in Windermere Mortgage Services Series LLC, or WMS. The remaining equity interest in WMS is held by certain franchisees of Windermere Real Estate Services Company, the largest real estate brokerage company in the Pacific Northwest by sales volume. Through WMS, we provide point-of-sale loan origination services in 42 Windermere Real Estate offices in Washington and Oregon.

**Risk Factors**

An investment in our common stock involves certain risks. You should carefully consider the risks described under **Risk Factors** beginning on page 21 of this prospectus as well as other information included in this prospectus, including our financial statements and the notes thereto, before making an investment decision.

**Corporate Information**

Our principal executive offices are located at 601 Union Street, Suite 2000, Seattle, WA 98101. Our telephone number is (206) 623-3050. Our Internet address is [www.homestreet.com](http://www.homestreet.com). The information on our website does not constitute a part of this prospectus.

**Table of Contents****The Offering**

Common stock offered 1,896,442 shares of our common stock(1)

Common stock to be outstanding after this offering 3,584,578.4 shares of our common stock(2)

Price per share of our common stock \$44.00

**Use of Proceeds**

We estimate that we will receive aggregate net proceeds from this offering of approximately \$75.2 million, assuming no exercise of the over-allotment option and after deducting the underwriters' discounts and commission and estimated offering expenses payable by us. We intend to contribute approximately \$44.0 million of the aggregate net proceeds of this offering to the Bank to improve the Bank's compliance with its regulatory capital requirement under the Bank Order. While this offering will improve our capital position and bring the Bank closer to compliance with these requirements, we will not be able to fully satisfy the requirements of the Bank Order based on this offering alone. However, we believe that following the contribution to the Bank of at least \$44.0 million in capital from this offering, and subject to the completion of an on-site examination of the Bank by our primary regulators confirming our condition, we will qualify for replacement of the Bank Order with another form of enforcement agreement between the Bank and our regulators which we expect would include provisions for maintenance of at least an 8.5% Tier 1 capital ratio and continued improvement in the Bank's asset quality. Management does not have any reason to believe that the risk-based capital ratio will be increased in any subsequent enforcement order. We anticipate that a contribution of approximately \$44.0 million of the aggregate net proceeds from this offering, together with the Bank's preliminary January earnings and expected February earnings, will bring the Bank's Tier 1 capital ratio to no less than 8.5%. However, if management determines that a greater or lesser amount would be necessary to reach that targeted capital ratio, taking into account, among other things, changes in the average assets and variations in the Bank's net income that may affect our regulatory capital ratios, we may adjust the actual amount of the contribution, up to the aggregate net proceeds. We also expect that if we are unable to raise adequate capital from internal sources, we may need to sell additional equity to raise capital prior to December 2013 to fund the Company's operations and payment of deferred interest on our outstanding trust preferred securities. See Use of Proceeds.

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Dividends	We do not intend to pay cash dividends on our common stock in the near future and the Orders prohibit the payment of dividends. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon our earnings, financial condition, results of operations, capital requirements, regulatory restrictions, contractual restriction and other factors that our board of directors may deem relevant. Any dividends paid by us would be subject to various federal and state regulatory limitations as well as the ability of the Bank to pay dividends to us. See Dividend Policy.
Ownership Restrictions	The acquisition of 10.0% or more of the voting stock of a savings and loan holding company, such as the Company, may, under certain circumstances, constitute the acquisition of control under regulatory guidelines. An investor wishing to acquire and hold more than 10.0% of our common stock after this offering may be required to file a change of control application with the Federal Reserve that would need to be approved before such investor could acquire more than 10.0% of our common stock. See Description of Capital Stock. A change of control of the Company or the Bank requires a filing of an application with the DFI.
Proposed Nasdaq symbol	We have obtained approval for listing of our common stock on the Nasdaq Global Market under the symbol HMST.
Risk Factors	Investment in our common stock involves risk. See Risk Factors beginning on page 21 and other information included in this prospectus for a discussion of factors you should consider carefully before deciding whether to invest in shares of our common stock.

Unless otherwise indicated all information in this prospectus, other than historical financial information, reflects a 1-for-2.5 reverse stock split of our common stock effective July 19, 2011.

- (1) Assumes the underwriter's option to purchase up to an additional 284,466 shares of our common stock to cover over-allotments is not exercised.
- (2) The number of shares of our common stock to be outstanding after this offering assumes the exercise in full by the underwriter of its overallotment option for 284,466 shares, includes 52,796 shares subject to restricted stock awards to be issued to certain employees and our non-employee directors under our 2010 equity incentive plan on completion of this offering and excludes (a) 300,382 shares remaining available for issuance under equity-based awards not yet granted under our 2010 equity incentive plan (after deducting the restricted stock awards issued under that plan upon completion of this offering), (b) 111,600 shares of our common stock issuable upon the exercise of options granted to certain of our employees in 2010 for retention purposes outside of our 2010 equity incentive plan, and (c) 42,000 shares of our common stock issuable to our non-employee directors under our 2011 director equity compensation plan to be implemented following the closing of this offering. Our board of directors has determined that it will not issue equity grants under the 2010 equity incentive plan in an amount that would cause the aggregate amount of awards granted pursuant to the 2010 plan and the 2010 retention grants to exceed 10% of the number of shares outstanding immediately following the closing of this offering (not including the shares to be issued at closing subject to restricted stock grants made under the 2010 plan).

**Table of Contents****NON-GAAP FINANCIAL MEASURES**

In this prospectus, we sometimes use certain non-GAAP financial measures as a supplemental measure of our performance that is not required by, or presented in accordance with, accounting principles generally accepted in the United States ( GAAP ). Examples of non-GAAP measures used in this prospectus include certain profitability, such as operating segment results and interest income on a taxable-equivalent basis, and performance metrics, such as the operating efficiency ratio.

These are not a measurement of our financial performance or condition under GAAP and should not be considered in isolation or as an alternative to net income or any other performance measure derived in accordance with GAAP or as an alternative to cash flows from operating activities as a measure of our liquidity.

**Summary Selected Historical Consolidated Financial and Other Data**

The following table sets forth selected historical consolidated financial and other data for us at the dates and for each of the periods ended as described below. The selected historical consolidated financial data as and for the three and nine month periods ended September 30, 2011 and 2010 have been derived from our unaudited consolidated financial statements and related notes included in this prospectus. The selected historical consolidated financial data as of December 31, 2010 and 2009 and for each of the years ended December 31, 2010, 2009 and 2008 have been derived from, and should be read together with, our audited consolidated financial statements and related notes included elsewhere in this prospectus. The selected historical consolidated financial data as of December 31, 2008, 2007 and 2006 for each of the years ended December 31, 2007 and 2006 have been derived from our audited consolidated financial statements for those years, which are not included in this prospectus.

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 prospectus. We have prepared our unaudited information on the same basis as our audited consolidated financial statements and have included the adjustments that we consider necessary for a fair presentation of the financial information set forth in that information.

Our historical consolidated financial results may not be indicative of our future performance.

	At or for the Three Months Ended September 30,		At or for the Nine Months Ended September 30,		At or for the Year Ended December 31,				
	2011	2010	2011	2010	2010	2009	2008	2007	2006
(in thousands, except share data)									
Income Statement (for the period ended):									
Net interest income	\$ 11,970	\$ 10,288	\$ 35,474	\$ 25,548	\$ 39,034	\$ 31,502	\$ 75,885	\$ 90,037	\$ 86,779
Provision for loan losses	1,000	12,000	3,300	29,100	37,300	153,515	34,411	10,955	6,471
Noninterest income	37,268	27,710	70,649	68,816	96,931	59,230	40,346	23,298	19,313
Noninterest expense	32,618	31,992	93,342	85,716	132,215	94,448	70,189	71,253	68,131
Net income (loss) before taxes	15,620	(5,994)	9,481	(20,452)	(33,550)	(157,231)	11,631	31,127	31,490
Income taxes	362	(633)	388	(600)	697	(46,955)	3,202	10,663	10,173
Net income (loss)	\$ 15,258	\$ (5,361)	\$ 9,093	\$ (19,852)	\$ (34,247)	\$ (110,276)	\$ 8,429	\$ 20,464	\$ 21,317
Basic earnings per common share (1)	\$ 11.29	\$ (3.97)	\$ 6.73	\$ (14.70)	\$ (25.35)	\$ (81.63)	\$ 6.25	\$ 15.15	\$ 15.75
Diluted earnings per common share (1)	\$ 11.29	\$ (3.97)	\$ 6.73	\$ (14.70)	\$ (25.35)	\$ (81.63)	\$ 6.24	\$ 15.09	\$ 15.60
Shareholders' equity per share (1)	\$ 59.47	\$ 60.08	\$ 59.47	\$ 60.08	\$ 43.52	\$ 68.03	\$ 152.57	\$ 147.00	\$ 133.39
Dividends per share (1)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2.25	\$ 2.25	\$ 2.13
Dividend payout ratio	-	-	-	-	-	-	-	-	-

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	At or for the Three Months Ended September 30,		At or for the Nine Months Ended September 30,		At or for the Year Ended December 31,				
	2011	2010	2011	2010	2010	2009	2008	2007	2006
<b>Financial position (at period end):</b>									
Cash and cash equivalents	\$ 138,429	\$ 267,009	\$ 138,429	\$ 267,009	\$ 72,639	\$ 217,103	\$ 270,577	\$ 43,635	\$ 53,972
Investment securities available for sale	339,453	291,050	339,453	291,050	313,513	657,840	56,337	111,621	115,327
Loans held for sale	226,590	116,976	226,590	116,976	212,602	57,046	48,636	77,969	67,914
Loans held for investment, net	1,360,219	1,633,392	1,360,219	1,633,392	1,538,521	1,964,994	2,425,887	2,428,214	2,067,247
Mortgage servicing rights (2)	74,083	60,569	74,083	60,569	87,232	78,372	57,699	53,422	50,270
Other real estate owned	64,368	202,008	64,368	202,008	170,455	107,782	20,905	1,974	1
<b>Total assets</b>	<b>2,316,839</b>	<b>2,678,719</b>	<b>2,316,839</b>	<b>2,678,719</b>	<b>2,485,697</b>	<b>3,209,536</b>	<b>2,958,911</b>	<b>2,793,935</b>	<b>2,428,054</b>
Deposits	2,056,977	2,319,231	2,056,977	2,319,231	2,129,742	2,332,333	1,911,311	1,717,681	1,536,768
FHLB advances	67,919	165,869	67,919	165,869	165,869	677,840	705,764	746,386	575,063
<b>Liabilities</b>									
Shareholders equity	80,336	81,167	80,336	81,167	58,789	91,896	206,103	198,052	180,322
<b>Financial position (averages):</b>									
Investment securities available for sale	272,294	305,342	295,988	492,668	457,930	372,320	119,720	113,333	133,424
Loans held for investment	1,427,763	1,813,447	1,509,296	1,936,583	1,868,039	2,307,215	2,519,811	2,239,639	1,901,996
Total interest earning assets	2,019,243	2,466,010	2,066,943	2,749,454	2,642,693	3,056,755	2,762,723	2,435,145	2,103,862
Total interest bearing deposits	1,787,388	2,075,361	1,837,708	2,106,583	2,071,237	2,012,971	1,557,533	1,452,742	1,255,402
FHLB advances	72,267	178,260	105,410	454,947	382,083	685,715	734,989	617,225	520,881
Total interest bearing liabilities	\$ 1,921,512	\$ 2,320,478	\$ 2,005,843	\$ 2,628,480	\$ 2,522,767	\$ 2,776,163	\$ 2,485,786	\$ 2,170,807	\$ 1,863,969
Shareholders equity	\$ 73,499	\$ 86,704	\$ 62,958	\$ 92,150	\$ 89,267	\$ 160,145	\$ 203,358	\$ 190,590	\$ 169,977
<b>Financial performance:</b>									
Return on average common shareholder equity (3)	83.04%	(24.73)%	19.26%	(28.73)%	(38.00)%	(68.90)%	4.14%	10.74%	12.54%
Return on average assets	2.67%	(0.80)%	0.53%	(0.89)%	(1.19)%	(3.47)%	0.29%	0.79%	0.96%
Net interest margin (4)	2.38%	1.68%	2.30%	1.25%	1.49%	1.04%	2.78%	3.45%	4.16%
Efficiency ratio (5)	66.25%	84.19%	87.96%	90.84%	97.24%	104.10%	60.39%	62.87%	64.22%
Operating efficiency ratio (6)	47.74%	59.99%	62.95%	75.35%	73.56%	92.55%	59.06%	62.82%	64.14%
<b>Credit quality:</b>									
Allowance for loan losses	\$ 53,167	\$ 70,554	\$ 53,167	\$ 70,554	\$ 64,177	\$ 109,472	\$ 58,587	\$ 38,804	\$ 27,834
Allowance for loan losses/Total loans	3.76%	4.14%	3.76%	4.14%	4.00%	5.28%	2.36%	1.57%	1.33%
Allowance for loan losses/Nonperforming loans	55.91%	37.41%	55.91%	37.41%	56.69%	29.25%	77.72%	114.95%	828.15%
Total classified assets	\$ 225,022	\$ 484,269	\$ 225,022	\$ 484,269	\$ 363,947	\$ 570,013	\$ 376,424	\$ 114,797	\$ 30,468
Classified assets/total assets	9.71%	18.08%	9.71%	18.08%	14.64%	17.76%	12.72%	4.11%	1.25%
Total nonaccrual loans (7)	\$ 95,094	\$ 188,592	\$ 95,094	\$ 188,592	\$ 113,210	\$ 374,218	\$ 75,385	\$ 33,758	\$ 3,361
Nonaccrual loans/Total loans	6.73%	11.07%	6.73%	11.07%	7.06%	18.04%	3.03%	1.37%	0.16%
Total nonperforming assets	\$ 159,462	\$ 390,600	\$ 159,462	\$ 390,600	\$ 283,665	\$ 482,000	\$ 96,290	\$ 35,732	\$ 3,362
Nonperforming assets/total assets	6.88%	14.58%	6.88%	14.58%	11.41%	15.02%	3.25%	1.28%	0.13%



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Net charge-offs	\$ 7,673	\$ 36,209	\$ 14,480	\$ 68,580	\$ 83,156	\$ 101,680	\$ 14,628	\$ (15)	\$ 117
Regulatory capital ratios for the bank:									
Tier 1 capital to total assets (leverage)	5.6%	4.9%	5.6%	4.9%	4.5%	4.5%	8.7%	9.0%	9.9%
Tier 1 risk-based capital	8.5%	7.4%	8.5%	7.4%	6.9%	7.2%	10.5%	9.9%	11.0%
Total risk-based capital	9.8%	8.7%	9.8%	8.7%	8.2%	8.5%	11.8%	11.2%	12.3%

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	At or for the Three Months Ended September 30,		At or for the Nine Months Ended September 30,		At or for the Year Ended December 31,				
	2011	2010	2011	2010	2010	2009	2008	2007	2006
<b>SUPPLEMENTAL DATA:</b>									
Loans serviced for others:									
Single family	\$ 6,649,546	\$ 6,144,555	\$ 6,649,546	\$ 6,144,555	\$ 6,343,158	\$ 5,820,946	\$ 4,695,804	\$ 3,775,362	\$ 3,389,050
Multifamily	770,401	787,961	770,401	787,961	776,671	810,910	822,512	715,946	729,715
Other	57,151	67,377	57,151	67,377	58,765	69,839	74,230	77,329	53,682
Total loans serviced for others	\$ 7,477,098	\$ 6,999,893	\$ 7,477,098	\$ 6,999,893	\$ 7,178,594	\$ 6,701,695	\$ 5,592,546	\$ 4,568,637	\$ 4,172,447
Loan origination activity:									
Single family	484,434	586,669	\$ 1,085,902	\$ 1,393,693	\$ 2,069,144	\$ 2,727,457	\$ 1,735,897	\$ 1,568,834	\$ 1,445,218
Other	31,749	21,903	97,642	62,873	120,058	124,433	817,438	1,332,147	1,650,072
Total loan origination activity	516,183	608,572	\$ 1,183,544	\$ 1,456,566	\$ 2,189,202	\$ 2,851,890	\$ 2,553,335	\$ 2,900,981	\$ 3,095,290

- (1) Per share data shown after giving effect to the 1-for-2.5 reverse stock split implemented on July 19, 2011.
- (2) On January 1, 2010, we elected to carry mortgage servicing rights related to single family loans at fair value, and elected to carry single family mortgage loans held for sale using the fair value option.
- (3) Net earnings (loss) available to common shareholders divided by average common shareholders' equity.
- (4) Net interest income divided by total average earning assets on a tax equivalent basis.
- (5) The efficiency ratio is noninterest expense divided by total revenue (net interest income and noninterest income).
- (6) We include an operating efficiency ratio which is not calculated based on accounting principles generally accepted in the United States (GAAP), but which we believe provides important information regarding our result of operations. Our calculation of the operating efficiency ratio is computed by dividing noninterest expense less costs related to OREO (gains (losses) on sales, valuation allowance adjustments, and maintenance and taxes) by total revenue (net interest income and noninterest income). Management uses this non-GAAP measurement as part of its assessment of performance in managing noninterest expense. We believe that costs related to OREO are more appropriately considered as credit-related costs rather than as an indication of our operating efficiency. The following table provides a reconciliation of non-GAAP to GAAP measurement.

	At or for the Three Months Ended September 30,		At or for the Nine Months Ended September 30,		At or for the Year Ended December 31,				
	2011	2010	2011	2010	2010	2009	2008	2007	2006
Efficiency ratio	66.25%	84.19%	87.96%	90.84%	97.24%	104.10%	60.39%	62.87%	64.22%
Less impact of OREO expenses	18.51%	24.20%	25.01%	15.49%	23.68%	11.55%	1.33%	0.05%	0.08%
Operating efficiency ratio	47.74%	59.99%	62.95%	75.35%	73.56%	92.55%	59.06%	62.82%	64.14%

(7) Generally, loans are placed on nonaccrual status when they are 90 or more days past due.

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**RISK FACTORS**

*An investment in our common stock is speculative and involves a high degree of risk. The risks described below represent some of the material risks you should carefully consider before making an investment decision. If any of these risks occur, our business, capital, liquidity, financial condition and results of operations could be materially and adversely affected, in which case the price of our common stock could decline significantly and you could lose all or a part of your investment. The risk factors described below are not the only risks that may affect us. Additional risks and uncertainties not presently known to us, or that we currently deem immaterial, may also become important factors that materially adversely affect our business, capital, liquidity, financial condition and results of operations. You should carefully consider the following risk factors, together with the other information contained in this prospectus, before purchasing our common stock.*

**Risks Related to our Business**

*We are operating under cease and desist orders from the Federal Reserve, the FDIC and the DFI that prohibit us, among other things, from paying dividends without the consent of our regulators and that place other limitations and obligations on the Company and Bank. We are not in full compliance with the Bank Order, and noncompliance may subject us to additional enforcement action.*

On May 8, 2009, the Bank consented to the issuance by the FDIC and the DFI of a supervisory order, which we refer to as the Bank Order, following a review of the Bank's financial and lending data. The Bank Order alleges that the Bank had engaged in certain unsafe or unsound banking practices and had violated federal and state law and/or regulations, and orders the Bank to cease and desist from certain practices relating to poor management, inadequate board oversight, inadequate liquidity and capital for our assets, excessive poor quality loans, operating losses and failure to comply with certain laws or regulations.

The Bank Order places certain restrictions on the Bank, including, but not limited to, prohibiting cash dividends and limiting our ability to solicit or renew brokered deposits and to extend additional credit to borrowers who have outstanding, uncollected loans or credit agreements that have been charged off or classified as a loss. Additionally, the Bank cannot extend additional credit to any borrower with outstanding, uncollected loans or credit agreements that have been classified as substandard or doubtful without prior approval of a majority of the Bank's board of directors or the credit committee of the board. Moreover, the Bank Order requires the Bank to adopt and adhere to certain policies relating to, among other things, reduction of classified assets and reliance on noncore funding sources.

The Bank Order also requires the Bank to take certain affirmative actions, including, but not limited to increasing the Bank's Tier 1 and risk-based capital ratios to specified levels, improving lending and collection policies, reducing outstanding commercial real estate and acquisition, development and construction loans, reducing the level of classified assets, and retaining qualified management. At December 31, 2011, the Bank was not in compliance with the Bank Order requiring the Bank to achieve and thereafter maintain a Tier 1 leverage capital ratio of at least 10.0% and a risk-based capital ratio of at least 12.0% and the contribution that the Company expects to make to the Bank upon completion of this offering will not be sufficient to achieve those capital ratios.

While we have complied with the additional requirement to develop and submit a plan for the reduction of its commercial real estate and land acquisition and development and construction loans, we did not achieve our internally established targets for December 31, 2011 of 277% of risk-based capital and 99% of risk based capital, respectively. At December 31, 2011, the commercial real estate ratio was 404%, and the land acquisition and development and construction ratio was 155%.

In addition, the Bank Order required the Bank to formulate, and submit to the FDIC and the DFI, a plan to reduce the aggregate balance of adversely classified assets as of December 31, 2008 to 40% of risk-based capital

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by February 28, 2010. The Bank did not meet that target as of February 28, 2010 but we did achieve that target as of June 30, 2011, when our ratio was 38.2%. At December 31, 2011, this ratio had been reduced further to 13.5%.

We also are operating under an order to cease and desist issued by the OTS on May 18, 2009, which we refer to as the Company Order (and together with the Bank Order, the Orders ), which requires the Company to refrain from engaging in all unsafe and unsound practices that have resulted in the operation of HomeStreet, Inc. with low earnings and inadequate capital. On July 21, 2011, the OTS was abolished and its supervisory and regulatory functions with respect to savings and loan holding companies, including the Company, have been transferred to the Federal Reserve. References in this prospectus to the Federal Reserve include the OTS prior to the transfer date with respect to those functions transferred to the Federal Reserve. The Company Order requires the consent of the Federal Reserve for the Company to pay dividends, make capital distributions, incur, issue, renew, repurchase, make payments on or roll over any debt (including our trust preferred securities, or TruPS ), increase any current lines of credit, guarantee the debt of any entity, make certain severance or indemnification payments and make any change in directors or senior executive officers without the prior approval of the Federal Reserve.

Pursuant to the Company Order, we have developed a plan to manage our liquidity, capital and risk profile, and to address our financial obligations, including interest payments on the TruPS, without relying on dividends from the Bank for 2009 through 2011. The Company Order will remain in effect until terminated, modified or suspended by the Federal Reserve.

Because of the restrictions contained in Orders, we may be limited in our ability to take certain actions and pursue certain operating strategies that might otherwise have resulted in greater benefits to our earnings and results of operations. Moreover, both the pendency of the Orders and the circumstances that gave rise to their issuance may place other limitations on our business, such as making it more difficult to attract and retain depositors, increasing the burdens required to satisfy our contractual obligations and increasing our operating and general and administrative expenses. In addition, failure to comply with these regulatory actions or any future actions could result in further regulatory actions or restrictions, including monetary penalties and the potential closure of the Bank. The Orders are described in more detail in this prospectus under Regulation and Supervision Cease and Desist Orders. For a summary of additional restrictions that may be placed on the Bank, see Regulation and Supervision Regulation of HomeStreet Bank Capital and Prompt Corrective Action Requirements.

***We may need to raise additional capital to meet operational requirements and payment of existing obligations in the future, but that capital may not be available when it is needed and that capital may be dilutive to shareholders.***

We intend to contribute a substantial portion of the aggregate net proceeds of this offering to the Bank. As a result, the Company does not expect to have adequate capital to fund operating expenses and to bring current the deferred interest due on our outstanding trust preferred securities when that deferral period expires in December 2013, and we expect that we will need to raise additional capital prior to the end of that deferral period either from external sources or from distributions of operating profit from the Bank, assuming regulatory approval of such distributions. The Bank may not be able to generate enough operating profit or distribute such profit to the Company in an amount adequate to mitigate any capital shortfall existing after the completion of this offering. In addition, we are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations. The contribution of proceeds from this offering to the Bank will not be sufficient to meet the capital requirements set forth in the Bank Order and while we believe that following the contribution to the Bank of \$44.0 million in capital from this offering subject to the completion of an on-site examination of the Bank confirming our condition, the Bank Order will be lifted, we expect that it will be replaced with another form of enforcement agreement with the Bank which we expect will include provisions for maintenance of at least an 8.5% Tier 1 capital ratio and continued improvement in the Bank's asset quality. Management does not

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have any reason to believe that the risk-based capital ratio will be increased in any subsequent enforcement order. If we cannot meet those capital requirements, or if our regulators determine that we do not have adequate capital to support our operations, we may need to raise additional capital to satisfy the operational requirements and deferred interest payments described above.

Our ability to raise additional capital will depend on conditions in the capital markets at that time, which are outside our control, and on our financial condition and performance. Accordingly, we may not be able to raise additional capital on terms that are acceptable to us, if at all. If we cannot raise additional capital when needed, our operations could be materially impaired and our financial condition and liquidity could be materially and adversely affected. In addition, if we are unable to raise additional capital when required by the FDIC, the DFI or the Federal Reserve, we may be subject to additional adverse regulatory action. We may be subject to more severe future regulatory enforcement actions if our financial condition or performance weakens further.

***Our auditor's opinions on our 2009 and 2010 financial statements include a going concern explanatory paragraph.***

Our consolidated financial statements have been prepared assuming that the Company will continue as a going concern. Accordingly, our consolidated financial statements do not include any adjustments to reflect the possible future effects that may result from the outcome of various uncertainties as discussed below.

The effects of the severe economic contraction caused HomeStreet to incur net losses for the years ended December 31, 2010 and 2009. HomeStreet and the Bank are operating under significant regulatory restrictions including a requirement to achieve certain capital requirements, enhance liquidity and improve asset quality. In response, management is conducting this offering in order to raise capital to meet the requirements of the Orders.

Based upon its plans and expectations, management believes HomeStreet has sufficient capital and liquidity to achieve realization of assets and the discharge of liabilities in the normal course of business. However, uncertainties exist as to future economic conditions, regulatory actions and the successful implementation of plans to improve our financial condition and meet the requirements of the Orders. These circumstances raise substantial doubt about our ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the lack of success in implementing our plans or the occurrence of other events that could adversely affect its condition or operations.

***We may be subject to continuing enhanced supervision by our regulators even if the cease and desist orders are lifted or replaced.***

We anticipate that the Bank Order will be replaced following the successful completion of this offering, including the contribution of at least \$44.0 million to the Bank, and an on-site examination of the Bank by our primary regulators confirming our condition. However, if we suffer any adverse developments, such as a material increase in our classified assets, or if our banking regulators are not satisfied with the outcome of their examination, the Bank Order may not be lifted or replaced, and the capital to be contributed to the Bank following this offering may not be adequate to bring the Bank into compliance with the Bank Order. In addition, in the event the Bank Order is lifted, we expect that our banking regulators will replace it with another form of enforcement agreement with the Bank which we expect to include provisions for maintenance of at least an 8.5% Tier 1 capital ratio and continued improvement in the Bank's asset quality. Management does not have any reason to believe that the risk-based capital ratio will be increased in any subsequent enforcement order.

We cannot guarantee that we will be able to comply with the requirements of the Bank Order or, in the event it is not lifted following this offering, the requirements of any replacement order issued by our regulators including any capital requirements or that we will not suffer additional increases in classified assets or other adverse developments in the foreseeable future. In addition, our regulators are under no obligation to lift or replace the Bank Order based on the anticipated outcome of this offering and in the event they do not agree to lift or replace the Bank Order, we would remain subject to extraordinary supervisory action.

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We expect our regulators will continue to monitor our business more closely while we are subject to the Bank Order and any replacement order and may keep in effect all or some of the existing restrictions or adopt new or additional restrictions on our operations. Such restrictions could limit our ability to grow our earning assets, increase our operating expenses and make it more difficult to raise additional capital if needed in the future. Any such measures, if taken, may have an adverse effect upon the value of our common stock. Other banks that have had cease and desist orders similar to ours often have subsequently been required to enter into informal supervisory agreements with the FDIC and the DFI. These arrangements have included increased capital requirements and asset quality targets, restrictions on payment of dividends and indebtedness, limits on appointment and compensation of directors and senior executive officers and other limitations on operations. We expect any informal order imposed by our banking regulators will result in continued restrictions on our operations and continued increased compliance costs.

*We expect to maintain capital levels higher than many of our peers did before the financial crisis, which may cause us to be less profitable.*

The Orders require us to maintain capital levels in excess of what would normally be required for an adequately capitalized or well capitalized bank, and significantly above the levels maintained by many of our peers prior to the financial crisis. If the Orders are lifted, we expect to maintain capital levels higher than those that may be required of some of our peers, in part because we expect to be subject to continued enhanced regulatory oversight, including a replacement enforcement agreement from our banking regulators which we expect would include provisions for maintenance of at least an 8.5% Tier 1 capital ratio and continued improvement in the Bank's asset quality. Management does not have any reason to believe that the risk-based capital ratio will be increased in any subsequent enforcement order. In addition, new regulatory requirements in connection with the Dodd-Frank Act and Basel III may mandate increased capital levels. While decreasing our leverage by maintaining higher capital levels will cause us to be less sensitive to adverse economic changes in our markets, it will also result in lower profits for the Company as we will not be able to grow our lending as quickly as we might otherwise be able to do if we were to maintain lower capital levels.

*We have incurred substantial losses and cannot assure you that we will remain profitable.*

Prior to the second quarter of 2011, we had sustained losses in each quarter since the beginning of 2009. Our ability to remain profitable going forward depends primarily on our ability to originate loans and either sell them into the secondary market or hold them in our loan portfolio and collect interest and principal as they come due. When loans become nonperforming or their ultimate collection is in doubt, our income is adversely affected. Our provisions for loan losses were \$34.4 million in the year ended December 31, 2008, \$153.5 million in the year ended December 31, 2009 and \$37.3 million in the year ended December 31, 2010, and \$3.3 million in the year ended December 31, 2011. During these same periods our net interest income has declined, reflecting the significant increase in our nonaccrual loans. This resulted in net income of \$8.4 million in 2008 and net losses of \$110.3 million and \$34.2 million being reported for the years ended December 31, 2009 and 2010, respectively. Although we earned net income of \$16.1 million during the year ended December 31, 2011, we cannot offer assurances that we will remain profitable in the future. Our ability to sustain a return to profitability will significantly depend on the successful resolution of nonperforming assets and the subsequent stabilization of our loan portfolio, the timing and certainty of which cannot be predicted. No assurance can be given that we will be successful in such efforts.

*The completion of this offering will limit our ability to use our accumulated net operating losses to offset future taxable income.*

As of December 31, 2011 we had a net operating loss carryforward for federal tax purposes amounting to \$11.2 million, which under certain circumstances could be used to offset future taxable income for U.S. federal

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income tax purposes. We recognized a valuation allowance for financial statement purposes against the carrying value of that tax benefit, and the current carrying value of our net operating loss carryforward on our financial statements is zero. The completion of this offering is expected to result in an ownership change of HomeStreet within the meaning of Section 382 of the Internal Revenue Code of 1986, as amended. Section 382 substantially limits the ability of a corporate taxpayer to offset accumulated net operating losses incurred prior to an ownership change against income earned after an ownership change. A change in ownership under Section 382 may also limit our ability to deduct certain charges and recover our basis in assets in future periods. The Treasury Regulations adopted under Section 382 are complex, and the actual amount of such limitation varies depending on a variety of factors. In our case, we expect the residual benefit of our accumulated net operating loss carryforward to be nominal and anticipate a potential limitation on deductibility of future charges if completion of this offering triggers an ownership change under Section 382.

***HomeStreet, Inc. primarily relies on dividends from the Bank and payment of dividends by the Bank is restricted under the Orders and may continue to be restricted even after such Orders are lifted or replaced.***

HomeStreet, Inc. is a separate legal entity from the Bank, and although we do receive some dividends from HomeStreet Capital, the primary source of our funds from which we service our debt, pay dividends and otherwise satisfy our obligations is the receipt of dividends from the Bank. The availability of dividends from the Bank is limited by various statutes and regulations. Depending upon the financial condition of the Bank and other factors, the applicable regulatory authorities could assert that payment of dividends or other payments, including payments to us, is an unsafe or unsound practice. In this regard, the Bank Order currently prohibits the Bank from paying dividends to us without the prior written approval of the FDIC and the DFI. If the Bank's ability to pay dividends continues to be restricted or is restricted in the future, even if it was replaced by another form of enforcement agreement with the Bank on the lifting of the Bank Order, we may be limited in our ability to service our debts and fund operations.

***Our turnaround plan has been designed and is being implemented in a period of unpredictable market conditions, and there can be no assurance that the turnaround plan can be implemented with positive or the anticipated results or on the schedule forecasted by management.***

In 2009, the Company recruited and retained a new executive management team who designed and are implementing a turnaround plan for the Company to address its weakened financial condition. The success of this turnaround plan depends in part on the ability of our new management team to implement the plan and on economic conditions in our markets, which in recent years have been and continue to be unpredictable. A worsening of current economic indicators, such as real estate property values and continued high unemployment, will slow, limit or otherwise negatively affect the success of the turnaround plan. In addition, the executive management team responsible for implementing the turnaround plan is relatively new to the Company and may not have anticipated all of the issues that may face the Company and its geographic marketplace with regard to the plan. As a result, there can be no assurance that the turnaround plan can be completed with positive or the anticipated results or on the schedule forecasted by management.

***Difficult market conditions have adversely affected and may continue to have an adverse effect on our business.***

Since late 2008, the capital and credit markets have experienced difficulty stemming in part from dramatic declines in the housing market, increasing foreclosures and rising unemployment. These difficulties have negatively impacted residential and commercial real estate values and the performance of mortgage, residential construction and other loans and required significant write-downs of asset values by financial institutions. As a result, many financial institutions, including the Company and the Bank, have been faced with the choice of seeking additional capital, merging with stronger institutions or failing. Many lenders and institutional investors



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have curtailed lending due to concern for the stability of the market, including lending to other financial institutions. This market turmoil and tightening of credit have led to an increased level of loan defaults and delinquencies, lack of consumer confidence, increased market volatility and widespread reduction of business activity generally, all of which has adversely affected our business, financial condition and results of operations. We expect that these difficult conditions in the financial markets will improve, if at all, slowly, and that a worsening of these conditions may prolong or exacerbate the adverse effects already felt by us and the rest of the financial institutions industry. In particular, we may face risks related to market conditions that may negatively impact our business opportunities and plans, such as:

uncertainty related to increased regulation and enforcement in the financial sector, including increased costs of compliance;

the models we use to assess the creditworthiness of our customers may become less reliable in predicting future behaviors which may impair our ability to effectively make underwriting decisions;

challenges in accurately estimating the ability of our borrowers to repay their loans if our forecasts of economic conditions and other economic predictions are not accurate;

further increases in FDIC insurance premiums due to additional depletion of that agency's insurance funds;

restrictions in our ability to engage in routine funding transactions due to the commercial soundness of other financial institutions and government sponsored entities; and

increased competition from further consolidation in the financial services industry.

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.

***Adverse economic conditions in the Pacific Northwest and other regions where we have operations have caused and could continue to cause us to incur losses.***

Our mortgage banking and retail and commercial banking operations are currently concentrated in the Puget Sound area of Washington, and to a lesser extent, the Vancouver, Washington and Portland, Oregon regions and Hawaii. We also have lending offices in Spokane and Aberdeen, Washington, and Salem, Oregon. For example, according to the Case-Shiller Housing Prices Index, Seattle housing prices experienced a decline of approximately 27.9% from the market peak of July 2007 through December 2010, and declined 6.0% from December 2009 to December 2010 and 6.3% for the twelve months ended November 30, 2011, reflecting average values last experienced in November 2004. Portland, our second-largest market, has performed similarly, with the Case-Shiller index indicating a 4.8% decline in housing prices for the twelve months ended November 30, 2011. Residential mortgage delinquencies remain elevated, with 6.7% of Washington State residential mortgages being delinquent during the second quarter of 2011 according to published reports. As a result of this geographic concentration, our results of operations currently depend largely upon economic conditions in these areas. Deterioration in economic conditions in these markets, including decreasing real estate values and sales and increasing unemployment and commercial real estate vacancy rates, are having and may continue to have a material adverse impact on the quality of our loan portfolio and the demand for retail and commercial banking products and services. In particular, the economic slowdown in our markets has resulted in many of the following conditions, which have had, and may continue to have, an adverse impact on the Bank's business:

an increase in loan delinquencies, problem assets and foreclosures;

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a decline in the demand for products and services, including a material reduction in the volume of our single family purchase loan transactions and commercial real estate loan transactions;

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a decline in the value of loan collateral, especially real estate, which in turn may reduce customers' borrowing power;

a decline in the demand for loans; and

a decline in the origination of loans, especially residential construction, income property and business banking loans.

Each of these conditions has had and may continue to have a material adverse effect on our results of operations, including but not limited to a decrease in fee income and net interest income.

In addition, as a result of the significant deterioration in economic conditions in our markets, our loan portfolio suffered substantial deterioration during 2008, 2009 and 2010. During 2010, we experienced continuing high provisions for loan losses and charge-offs but at a lower level than in 2009. Total classified assets, which comprise the outstanding balance of all loans classified as substandard or doubtful and the carrying value of all other real estate owned (OREO), totaled \$363.9 million, or 14.6% of total assets, as of December 31, 2010 and \$188.2 million, or 8.3% of total assets as of December 31, 2011. We had an additional \$153.3 million, or 6.8% of total assets that we classified as special mention as of December 31, 2011. At December 31, 2010 and December 31, 2011, our nonaccrual loans totaled \$113.2 million, or 7.2%, and \$76.5 million, or 5.7% of loans held for investment, respectively. No assurance can be given that additional loans will not be added to classified or special mention status or that existing classified or special mention loans will not migrate into lower classifications, either of which would require us to recognize additional provisions for loan losses. Additionally, we cannot assure you that we can foreclose on and sell real estate collateral without incurring additional losses.

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

Approximately 69.0%, 66.0% and 58.1% of our consolidated revenues (interest income plus noninterest income) in the years ended December 31, 2011, 2010 and 2009, respectively, were derived from originating, selling and servicing residential mortgages, and 29.0%, 28.5% and 24.9% of our consolidated total assets as of the end of each of those periods, respectively, represented residential mortgage loans held for investment. In addition, in January and February 2012 we significantly expanded our single family mortgage loan operation, which we expect will further increase the percentage of our revenue derived from residential mortgage lending, thereby increasing our exposure to risks in that sector. Residential mortgage lending in general has experienced substantial volatility in recent years, and each of our primary geographic market areas has recorded more significant declines in real estate values and higher levels of foreclosures and mortgage defaults than the national averages for those statistical categories. Were these trends to be protracted or exacerbated, our financial condition and result of operations may be affected materially and adversely.

***The significant concentration in our portfolio of real estate secured loans has had and may continue to have a negative impact on our asset quality and profitability as a result of continued or worsening conditions on the real estate market and higher than normal delinquency and default rates.***

Substantially all of our loans are secured by real property. As of December 31, 2011, 95.6% of all of our outstanding loans, totaling \$1.29 billion, were secured by real estate, including \$496.9 million in single family residential loans, \$402.1 million in commercial real estate loans (including \$102.4 million in owner-occupied loans underwritten based on the cash flows of the business), \$56.4 million in multifamily residential loans, \$173.4 million in construction and land development loans and \$158.9 million in home equity loans.

Our real estate secured lending is generally sensitive to regional and local economic conditions, making loss levels difficult to predict. Declines in real estate sales and prices, as well as the adverse impacts of the economic

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slowdown and recession and an associated increase in unemployment, have resulted in higher than expected loan delinquencies and foreclosures, problem loans and OREO, net charge-offs and provisions for credit and OREO losses. We may continue to incur losses and may suffer additional adverse impacts to our capital ratios and our business. If the significant decline in market values continues, the collateral for our loans will 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 diversified.

Continued or 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. ***Our loans held for investment have historically been concentrated in construction and residential land acquisition, development and construction loans, which have a higher risk of loss than residential mortgage loans, and we have experienced increased delinquencies and loan losses related to those loans.***

Construction and residential land acquisition, development and construction loans ( ADC loans ) represented 12.9%, 17.7% and 30.3% of our total loan portfolio at December 31, 2011, 2010 and 2009, respectively. Such loans represented 63.3%, 58.3% and 79.1% of our nonperforming loans at those dates. In 2010 and 2009, 82.5% and 80.7% of our charge-offs came from construction and ADC loans. If current downward trends in the housing and real estate markets continue, we expect that we will continue to experience increased delinquencies and credit losses from these loans. An increase in our delinquencies and credit losses would adversely affect our financial condition and results of operations, perhaps materially.

***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 will reduce our earnings.***

Our business depends on the creditworthiness of our customers. As with most lending institutions, we maintain an allowance for loan losses to provide for defaults and nonperformance, which is a reserve established through a provision for loan losses charged to expense that represents management's best estimate of probable incurred losses inherent in the loan portfolio. Such allowance may not be adequate to cover actual losses, and future provisions for losses could adversely affect our financial condition, results of operations and cash flows.

The level of the allowance for loan losses reflects management's continuing evaluation of specific credit risks and loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions, industry concentrations and other unidentified losses inherent in the current loan portfolio. 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 significant estimates of current credit risks and future trends,

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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.

If the credit quality of our customer base materially decreases, if the risk profile of a market, industry or group of customers changes materially or if our allowance for loan losses is not adequate, our business, financial condition, including our liquidity and capital, and results of operations could be materially adversely affected. A significant source of risk arises from the possibility that we could sustain losses caused by the failure of borrowers, guarantors and related parties to perform in accordance with the terms of their respective loans. The underlying credit monitoring policies and procedures that we have adopted to address this risk may not prevent unexpected losses that could have a significant adverse effect on our financial condition, results of operations and cash flows. Unexpected losses may arise from a variety of specific systematic factors, many of which are beyond our ability to predict, influence or control.

Subsequent evaluations of our loan portfolios may reveal that estimated levels of loss frequency and or severity used in determining the allowance for loan losses differed significantly from actual experience, and in such circumstances we may have to record an increased provision for loan losses in subsequent periods, thereby reducing earnings in those periods. As an integral part of the examination process, our independent accountants, federal and state regulatory agencies all review our loans, loan-related commitments and allowance for loan loss methodology. As of December 31, 2011, 2010 and 2009, our allowance for loan losses was \$42.7 million, \$64.2 million and \$109.5 million, respectively, and as of those same dates, the allowance for loan losses as a percentage of nonperforming loans was 55.8%, 56.7% and 29.3%, respectively. While we believe that our allowance for loan losses is adequate to cover losses inherent in the Bank's loan portfolios, we cannot guarantee that we will not need to increase further the allowance for loan losses or that regulators will not require such an increase. An increase in the level of loan loss allowance, whether voluntary or compelled by regulators, may have a material adverse effect on our financial condition, results of operations and cash flows.

***Nonperforming assets take significant time to resolve and adversely affect our financial condition and results of operations.***

At December 31, 2011 and 2010, nonperforming loans totaled \$76.5 million, or 5.7%, and \$113.2 million, or 7.0%, respectively, of our total loan portfolio. At December 31, 2011 and 2010, our nonperforming assets (which include OREO) were \$115.1 million, or 5.1%, and \$283.7 million, or 11.4%, respectively, of our total assets. In addition, we had \$35.8 million at December 31, 2011 and \$43.5 million at December 31, 2010 in loans that were 90 or more days past due and still held on accrual status and \$27.6 million at December 31, 2011 and \$21.6 million at December 31, 2010 in loans 30 to 89 days delinquent. Until economic and market conditions improve, we may continue to incur additional losses relating to an increase in nonperforming assets. We do not record interest income on nonaccrual loans, which adversely affects our income. Additionally, higher levels of nonperforming assets increase our loan administration and legal expenses.

In addition, when we take possession of collateral through foreclosure or other similar proceedings, we are required to record the related collateral at the then fair value of the collateral less selling costs, which may result in a loss. Nonperforming assets increase our risk profile and the level of capital we and our regulators believe is adequate in light of such risks. Impairment of the value of these assets, the value of the underlying collateral, the liquidity and net worth of guarantors, or our borrowers' performance or financial conditions, whether or not due to economic and market conditions beyond our control, have adversely affected, and may continue to adversely affect, our business, results of operations and financial condition. See discussion below regarding additional risks associated with other real estate owned.

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***Our OREO may be subject to additional impairment and expense associated with ownership, and such properties may ultimately be sold at below appraised values.***

Real estate owned by the Bank and not used in the ordinary course of its operations is referred to as other real estate owned, or OREO. We foreclose on and take title to the real estate collateral for defaulted loans as part of our business. We obtain appraisals on these assets prior to taking title to the properties and periodically thereafter. However, due to the rapid and severe deterioration in our markets, there can be no assurance that such valuations will reflect the amount which may be paid by a willing purchaser in an arms-length transaction at the time of the final sale. Moreover, we cannot assure investors that the losses associated with OREO will not exceed the estimated amounts, which would adversely affect future results of our operations. The calculation for the adequacy of write-downs of our OREO is based on several factors, including the appraised value of the real property, economic conditions in the property's sub-market, comparable sales, current buyer demand, availability of financing, entitlement and development obligations and costs and historic loss experience. All of these factors have caused further write-downs in recent periods and can change without notice based on market and economic conditions.

In addition, our earnings may be affected by various expenses associated with OREO, including personnel costs, insurance, taxes, completion and repair costs and other costs associated with property ownership, as well as by the funding costs associated with assets that are tied up in OREO. Moreover, our ability to sell OREO properties is affected by public perception that banks are inclined to accept large discounts from market value in order to quickly liquidate properties. Any decrease in market prices may lead to OREO write-downs, with a corresponding expense in our statement of operations. Further write-downs on OREO or an inability to sell OREO properties could have a material adverse effect on our results of operations and financial conditions. Furthermore, the management and resolution of nonperforming assets, which include OREO, increases our costs and requires significant commitments of time from our management and directors, which can be detrimental to the performance of their other responsibilities. There can be no assurance that we will not experience further increases in nonperforming assets in the future.

***Our underwriting practices may not have adequately captured the risk inherent in our loan portfolio and our past underwriting practices may result in loans that expose us to a greater risk of loss.***

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. These practices will often include analysis of a borrower's prior credit history, financial statements, tax returns and cash flow projections; valuation of collateral; obtaining personal guarantees of loans to businesses; and verification of liquid assets. If our underwriting process fails to capture accurate information or proves to be inadequate, we may incur losses on loans that meet our underwriting criteria, and those losses may exceed the amounts set aside as reserves in the allowance for loan losses.

Prior to the revision of our lending policies in September 2008, which are further described in *Business Risk Management Credit Risk Management*, we granted exceptions to our loan-to-value limits, and our current aggregate loan-to-value exceptions remain elevated, although within regulatory guidelines. As a result, some of our single family residential loans are secured by liens on mortgage properties in which the borrowers have little or no equity. During 2008 we began originating up to 100.0% loan-to-value loans to qualifying consumers to purchase select properties on which we hold a construction lien and also converted some of our construction loans to permanent investor rental property loans, many of which are in excess of 85.0% loan-to-value. We also originated first mortgage loans of up to an 80.0% loan-to-value ratio and a concurrent purchase money second mortgage with a combined loan-to-value ratio of up to 100.0% for purchase borrowers select properties. In addition, certain of our home equity lines of credit may have, when added to existing senior lien balances, a post-funding combined loan-to-value ratio of greater than 100.0% of the value of the property securing the loan. We do not consider the level of these high loan-to-value loans to be material to the Bank's operations. Residential loans with high combined loan-to-value ratios are more sensitive to declining property values than those with lower combined loan-to-value ratios and, therefore, may experience a higher incidence of default and severity of losses. In addition, if the borrowers sell their homes, such borrowers may be unable to repay their loans in full from the sale.

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A substantial amount of our residential mortgage loans and home equity lines of credit also have adjustable interest rates, and these loans may experience a higher rate of default in a rising interest rate environment. In addition, loans with combined loan-to-values in excess of 90.0% for owner-occupied property loans and 85.0% for investor rental property loans may experience higher rates of delinquencies, defaults and losses. In declining real estate or rental markets, investor property borrowers may not have the incentive to carry the burden of negative cash flow and thus may have higher default rates. We are actively working to reduce our concentrations of those loans with a higher risk of default; however, we are still subject to an increased exposure of loss due to those loans.

***The fair value of our single family mortgage servicing rights is subject to substantial interest rate risk.***

The value our mortgage servicing rights (MSRs) change with fluctuations in interest rates reflecting the changing expectations of mortgage prepayment activity. To mitigate potential losses of economic value of MSRs related to changes in interest rates, we actively hedge this risk utilizing derivative financial instruments. Hedging is a complex process, requiring sophisticated models, experienced and skilled personnel and continual monitoring. As it would be both impracticable and economically infeasible to hedge away substantially all of our interest rate risk, we do not seek to hedge this risk completely. Changes in the value of our hedging instruments may not correlate positively with changes in the value of our MSRs, and we could incur a net valuation loss as a result of our hedging activities, because our hedging instruments are imperfect, or both. Prior to January 2010, we valued our MSRs at the lower of cost or market value. For the years ended December 31, 2006, 2007, 2008 and 2009, we recognized net MSR/hedge gains and (losses) of \$1.7 million, \$1.7 million, \$5.4 million and \$(4.7) million, respectively. In January 2010, we elected to value our MSRs at fair value which has enabled more effective hedging strategies. In 2010 and 2011, we recognized net MSR/hedge gains of \$4.3 million and \$13.4 million, respectively. Following the expansion of our single family mortgage operations in early 2012 through the addition of a significant number of residential mortgage personnel, we expect the volume of our MSRs to increase substantially which will increase our exposure to the risks associated with the impact of interest rate fluctuations on MSRs.

***We may incur significant losses as a result of ineffective hedging of interest rate risk related to our single family loans held for sale.***

A substantial portion of our single family loans are sold into the secondary market. We are exposed to the risk of decreases in the fair value of our single family loans held for sale as a result of changes in interest rates. We use derivative financial instruments to hedge this risk; however our hedging strategies, techniques and judgments may not be effective and may not anticipate every event that would affect the fair value of our single family loans held for sale. Our inability to effectively reduce the risk of fluctuations in the fair value of our single family loans could negatively affect our results of operations due to decreases in the fair value of these assets.

***Our real estate lending also exposes us to the risk of 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

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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.

***If we breach any of the representations or warranties we make to a purchaser when we sell mortgage loans or mortgage loan servicing rights, we may be liable to the purchaser for unpaid principal and interest on the loan.***

When we sell 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 loan sale 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/or bear any subsequent loss on the loan. We may not have any remedies available to us against an originating broker or other 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, our liquidity, results of operations and financial condition will be adversely affected. In the aggregate, from January 1, 2006 through December 31, 2011, we sold approximately \$10.07 billion of mortgage loans subject to repurchase obligations. During that same period, we incurred \$0.8 million of indemnification losses. As of December 31, 2011, our reserve for loan recourse losses was \$1.3 million.

***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 Windermere Mortgage Services Series LLC, a joint venture with certain Windermere real estate brokerage franchise owners.

***We may be subject to claims relating to documentation and procedures under various foreclosure laws.***

In 2010, concerns surfaced among state attorneys general, federal regulators and government-sponsored entities that some mortgage loan servicers have commenced foreclosure proceedings in reliance on affidavits and other documents that were not signed or completed by persons with personal knowledge of the facts asserted in the documents (a practice commonly referred to as robo-signing). Similarly, some loan servicers have not been able to establish their legal standing to foreclose under applicable state law because they have not been able to demonstrate possession of the note evidencing the underlying debt or that they are the legal owner of the lien that is in default and the subject of a foreclosure action (problems commonly referred to as chain of title defects). Loan servicers that initiate foreclosures where there are chain of title defects or that are based on faulty affidavits may be exposed to litigation and regulatory risk for violating state and federal consumer protection laws, for breach of contract under servicing agreements and/or repurchase or indemnification obligations if the servicer was also the originator of the mortgage loans. In addition, these servicers then incur a loss because of an inability to foreclose on the collateral due to non-compliance with foreclosure statutes. Because of our substantial mortgage servicing activities and the current regulatory and economic environment related to the housing markets, it is possible that the Bank may be subject to future complaints, lawsuits or regulatory or investor challenges relating to foreclosure laws.



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***The proposed restructuring of Fannie Mae and Freddie Mac and changes in existing government-sponsored and federal mortgage programs could negatively 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 Delegated Underwriting and Servicing, or DUS, program. These activities represented 72.1%, 67.5% and 59.9% of our consolidated revenues (interest income plus noninterest income) for the years ended 2011, 2010 and 2009, respectively. Since the nationwide downturn in residential mortgage lending that began in 2007 and the placement of Fannie Mae and Freddie Mac into conservatorship, Congress and various executive branch agencies have offered a wide range of proposals aimed at restructuring these agencies. None of these proposals have yet been defined with any specificity, and so we cannot predict how any such initiative would impact our business. However, any restructuring of Fannie Mae and Freddie Mac that restricts their loan repurchase programs may have a material adverse effect on our business and results of operations. Moreover, we have recorded on our balance sheet an intangible asset relating to our right to service single and multifamily loans sold to Fannie Mae and Freddie Mac. That asset was valued at \$77.3 million and \$87.2 million at December 31, 2011 and 2010, respectively. Changes in Fannie Mae's and Freddie Mac's policies and operations 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.

Through our wholly owned subsidiary Home Street Capital Corporation, we participate as a lender in the Fannie Mae Delegated Underwriting and Servicing program, or DUS. Fannie Mae delegates responsibility for originating, underwriting and servicing mortgages, and we assume a limited portion of the risk of loss during the remaining term on each commercial mortgage loan that we sell to Fannie Mae. In the years ended December 31, 2011 and 2010, we originated \$125.7 million and \$55.8 million in loans through the DUS program, respectively.

Fannie Mae and Freddie Mac are under conservatorship with the Federal Housing Finance Agency. On February 11, 2011, the Obama administration presented Congress with a report titled *Reforming America's Housing Finance Market, A Report to Congress*, outlining its proposals for reforming America's housing finance market with the goal of scaling back the role of the U.S. government in, and promoting the return of private capital to, the mortgage markets and ultimately winding down Fannie Mae and Freddie Mac. Without mentioning a specific time frame, the report calls for 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. The report presents three options for the long-term structure of housing finance, all of which call for the unwinding of Fannie Mae and Freddie Mac and a reduced role of the government in the mortgage market. We cannot be certain if or when Fannie Mae and Freddie Mac will be wound down, if or when 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.

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 the FHA, which facilitate the issuance of mortgage-backed securities in the secondary market. These programs have been reduced in recent periods due to current economic conditions, and the size of loans that Fannie Mae and Freddie Mac can guarantee declined as of October 1, 2011. 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. Further, the Dodd-Frank Act imposes a requirement that securitizers of mortgage and other asset backed securities retain, subject to certain exemptions, not less than five percent of the credit risk of the mortgages or other assets backing the securities.

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*The lending qualification and limits of FHA and VA may also be subject to changes that may limit our origination of loans guaranteed or insured by the agencies in the future.*

We originate and sell FHA and VA loans. The origination of FHA and VA loans represented 29.5%, 29.3% and 28.4% of the dollar value of loans originated in the years ended December 31, 2011, 2010 and 2009, respectively. Housing finance reform legislation decreased FHA loan limits effective October 1, 2011 from \$567,500 to \$506,000 in our primary markets in King, Pierce and Snohomish Counties, still substantially above the limit of \$417,000 that existed prior to February 2009. FHA loan limits also decreased for certain other counties. The FHA mutual mortgage insurance premiums changed in April 2011, with the premium collected at closing or financed in the loan amount decreasing from 2.25% to 1.00%, while the annual premium increased from 0.55% to 1.15%. As a result, conventional financing has become more affordable and more attractive relative to FHA financing for high loan-to-value borrowers who can afford the 5.0% minimum down payment required for conventional loans. While it is too soon to know what the long-term impacts of this legislation will be on our business, our FHA loan production was down slightly in July and September when compared to the overall trend for 2011.

*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.*

Our earnings are highly 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. In addition, changes to market interest rates may impact the level of loans, deposits and investments and the credit quality of existing loans. Changes in interest rates also affect demand for our residential loan products and the revenue realized on the sale of loans. A decrease in the volume of loans sold can decrease our revenues and net income. These 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. Changes in interest rates 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. Changes in interest rates may reduce our mortgage revenues, which would negatively impact our noninterest income.

Our net interest margin, which represents the effective yield on interest earning assets, declined steadily from 4.16% for the year 2006 to 1.04% for the year 2009 before improving to 1.49% for the year 2010 and to 2.35% for the year 2011. We have taken certain actions that have improved our net interest margin, and our business plan contains certain additional business initiatives intended to further improve our net interest margin. These actions may not prove to be successful.

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. As a result, future interest rate fluctuations may impact shareholders' equity, causing 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 or quickly, we may experience a reduction in mortgage refinancing and financing of new home purchases. These factors may negatively affect our mortgage loan origination volume and adversely affect our noninterest income.

Our mortgage servicing rights carry interest rate risk because the total amount of servicing fees earned, as well as the amortization of the investment in the servicing rights, fluctuates based on loan prepayments (affecting

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the expected average life of a portfolio of residential mortgage servicing rights). At December 31, 2011, we were servicing \$6.89 billion of residential loans for third parties. 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 ceases 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.

***We may be required, in the future, to recognize impairment with respect to investment securities, including the FHLB stock we hold.***

Our securities portfolio currently includes securities with unrecognized losses. We may continue to observe declines in the fair market value of these securities. We evaluate the securities portfolio for any other than temporary impairment each reporting period, as required by generally accepted accounting principles in the United States, and as of December 31, 2011 and 2010, we did not recognize any securities as other-than-temporarily impaired. There can be no assurance, however, that future evaluations of the securities portfolio will not require us to recognize an impairment charge with respect to these and other holdings.

In addition, as a condition of membership in the FHLB, we are required to purchase and hold a certain amount of FHLB stock. Our stock purchase requirement is based, in part, upon the outstanding principal balance of advances from the FHLB. At December 31, 2011 and 2010, we had stock in the FHLB totaling \$37.0 million. The FHLB stock held by us is carried at cost and is subject to recoverability testing under applicable accounting standards. The FHLB has discontinued the repurchase of its stock and discontinued the distribution of dividends. As of December 31, 2011 and 2010, we have not recognized an impairment charge related to our FHLB stock holdings. There can be no assurance, however, that future negative changes to the financial condition of the FHLB may not require us to recognize an impairment charge with respect to such holdings.

***Inability to access and maintain liquidity could impair our ability to fund operations and jeopardize our financial condition.***

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of loans and other sources could have a material adverse effect on our liquidity that would negatively impact our ability to fund continued loan growth and may negatively affect asset growth and, therefore, our earnings capability.

The termination or restructuring of Fannie Mae or Freddie Mac may have an adverse impact on our ability to fund and sell loans and to generate loan fees and gains on sales and create servicing income.

Our main sources of liquidity are loan sales, deposits, payments of principal and interest received on loans and investment securities. In addition, we also rely on borrowing lines with the FHLB and the Federal Reserve Bank of San Francisco, or FRBSF. However, the FHLB has discontinued the repurchase of its stock and discontinued the distribution of dividends. Based on the foregoing, there can be no assurance the FHLB will have sufficient resources to continue to fund our borrowings at their current levels. In the event of a deterioration in our financial conditions or a further downturn in the economy, particularly in the housing market, our ability to access these funding resources could be negatively affected, which could limit the funds available to us and make it difficult for us to maintain adequate funding for loan growth. In addition, our customers' ability to raise capital and refinance maturing obligations could be adversely affected, resulting in a further unfavorable impact on our business, financial condition and results of operations.

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In addition, if we were to suffer a significant drop in our capital levels due to a decrease in our business activity or other factors such that we were no longer considered adequately capitalized, we would no longer be eligible to borrow from the FRBSF. Interest rate competition, negative views and expectations about the prospects for the financial services industry as a whole, continued turmoil in the domestic and worldwide credit markets or a severe disruption of the financial markets may also impact the ability to access capital markets and maintain necessary liquidity levels. Our business is also impacted by the fiscal and monetary policies of the U.S. federal government and its agencies, including the Federal Reserve.

At present, under the Bank Order, we may not solicit, retain or rollover any brokered deposits without the approval of the FDIC. At December 31, 2011 we held no brokered deposits, although we have used brokered deposits in the past. If we need brokered deposits in the future for liquidity purposes, we may be unable to accept such brokered deposits, which may materially and adversely affect our liquidity position. In addition, as a result of the Orders, we have been designated as a less than well capitalized institution under applicable regulations. Because we have been designated less than well capitalized, since January 1, 2010, we have been required to price our deposit interest rates based on national average rates. If local competitors are able to offer higher rates, our ability to attract deposits as a source of liquidity may also be adversely impacted.

***We have relied heavily in the past, and may continue to rely, on wholesale borrowing and brokered deposits to fund our lending activities.***

We historically have relied on a high level of wholesale borrowings and brokered deposits to fund our lending activities. We borrow on a collateralized basis from the FHLB, and, as back-up, from the FRBSF. In the past, we have also used brokered deposits, although the Bank Order prohibits us from soliciting, retaining or rolling over brokered deposits. Our liquidity has been negatively affected because of limitations on our access to these funds. The FHLB and the FRBSF are not obligated to continue to extend credit to us, and our access to credit from either or both of these agencies for future borrowings may be discontinued at any time. There can be no assurance that actions by the FHLB or the FRBSF, limitations on our available collateral or adverse regulatory action against us would not reduce or eliminate our borrowing capacity or that we would be able to continue to attract nonbrokered deposits at competitive rates. To this end, the FHLB recently changed its collateral requirements for the Bank, moving away from blanket custody towards physical custody and eliminating loans held for sale as eligible collateral. These changes in policy have constrained our additional borrowing capacity from the FHLB. We also may not be in compliance with certain covenants in our borrowing agreement with the FHLB relating to safe and sound banking practices, and without a waiver of such covenants, we may not be able to obtain future advances from the FHLB, or we may be required to satisfy additional conditions or may face limitations as to the timing or amounts of such advances, until the Bank Order is lifted. Such events have and could continue to have a material adverse impact on our results of operations and financial condition.

Adverse operating results or changes in industry conditions could lead to difficulty or an inability to access additional funding sources. Our financial flexibility will be severely constrained if we are unable to maintain our access to funding or if adequate financing is not available to accommodate future growth at acceptable interest rates. Finally, if we are required to rely more heavily on more expensive funding sources to support future growth, our revenues may not increase proportionately to cover our costs. In this case, our operating margins and profitability would be adversely affected.

***We may have reduced access to wholesale funding sources, which may adversely affect our liquidity and cost of funds.***

As part of liquidity management, we use a number of funding sources in addition to core deposit growth and repayments and maturities of loans and investments. We generally select funding sources based on decisions regarding cost and liquidity. If we lose access to one or more wholesale funding sources, our liquidity may be impaired and our cost of borrowing may increase. If we are required to rely more heavily on costlier funding

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sources, our revenues may not increase proportionately to cover our costs, and our earnings and profitability would be adversely affected. Changes in accounting standards could materially impact our consolidated financial statements.

***Emergency measures designed to stabilize the U.S. financial markets are beginning to wind down.***

Since mid-2008, a host of government actions have been implemented in response to the financial crisis and the recession. Some of the programs are beginning to expire and the impact of the wind-down of these programs on the financial sector and on the economic recovery is unknown. As government support programs are cancelled, changed or withdrawn, there is a possibility that we, as well as other financial institutions, may have insufficient access to, or incur higher costs associated with, deposit or other funding alternatives, which could have a material adverse effect on our business, financial condition, results of operations and prospects. In particular, although the Dodd-Frank Act provides a full FDIC guarantee for certain non-interest bearing transaction accounts for an unlimited amount of coverage through the end of 2012, some accounts previously covered under the voluntary Transaction Account Guarantee (TAG) program, such as certain low-rate Negotiable Order of Withdrawal, or NOW, accounts, did not benefit from the coverage extension that took effect upon the TAG program's expiration on December 31, 2010. This change could adversely affect us, especially in light of the concerns about our financial viability. In addition, a stall in the economic recovery or continuation or worsening of current financial market conditions could exacerbate these effects.

***We are subject to extensive regulation that has restricted and could further restrict our activities, including capital distributions, and impose 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 DFI 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. Changes to those laws, rules and regulations are also sometimes retroactively applied. Furthermore, the on-site examination cycle for an institution in our circumstances is frequent and extensive. Examination findings by the regulatory agencies may result in adverse consequences to the Company. 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.

***Legislative or regulatory action regarding foreclosures, forced mortgage principal reduction, or bankruptcy laws may negatively impact our business.***

Legislation and regulations have been proposed which, among other things, could allow judges to modify the terms of residential mortgages in bankruptcy proceedings and 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. Congress and various regulatory authorities have proposed programs that would require a reduction in principal balances of underwater residential mortgages, which if implemented would tend to reduce loan servicing income and which might adversely affect the carrying values of portfolio loans. These legislative and regulatory proposals generally have focused primarily, if not exclusively, on residential mortgage origination, but we cannot offer assurances as to which, if any, of these initiatives may be adopted or, if adopted, to what extent they would affect our business. Any such initiatives 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

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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.

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. See Regulation and Supervision Regulation and Supervision of HomeStreet Bank.

*The Dodd-Frank Act is expected to increase our costs of operations and may have a material negative effect on us.*

The Dodd-Frank Act significantly changes the laws as they apply to financial institutions and revises and expands the rulemaking, supervisory and enforcement authority of federal banking regulators. It is also expected to have a material impact on our relationships with current and future customers. Although the statute will have a greater impact on larger institutions than regional bank holding companies such as the Company, many of its provisions will apply to us. Among other things, the Dodd-Frank Act:

transfers supervision and regulation of HomeStreet, Inc. from the OTS to the Federal Reserve, which has stricter capital requirements for bank holding companies than those historically imposed on savings and loan holding companies, potentially limiting our ability to deploy our capital into earning assets, which would serve to limit our own earnings;

grants the FDIC back-up supervisory authority with respect to depository institution holding companies that engage in conduct that poses a foreseeable and material risk to the Deposit Insurance Fund and heightens the Federal Reserve's authority to examine, prescribe regulations and take action with respect to all subsidiaries of a bank holding company;

prohibits insured state-chartered banks such as ours from engaging in certain derivatives transactions unless the chartering state's lending limit laws take into consideration credit exposure to derivatives transactions;

subjects both large and small financial institutions to data and information gathering by a newly created Office of Financial Research;

creates a new Consumer Bureau given rulemaking, examination and enforcement authority over consumer protection matters and contains provisions on mortgage-related matters such as steering incentives, determinations as to a borrower's ability to repay and prepayment penalties; and

imposes certain corporate governance and executive compensation standards that may increase costs of operation and adversely affect our ability to attract and retain management.

Some of these changes are effective immediately, though many are being phased in gradually. In addition, the statute in many instances calls for regulatory rulemaking to implement its provisions, not all of which have been completed, so the precise contours of the law and its effects on us cannot yet be fully understood. 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.

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***The short-term and long-term impacts of the new Basel III capital standards and the forthcoming new capital rules to be proposed for non-Basel III U.S. banks is uncertain.***

The Basel Committee on Banking Supervision (Basel Committee) recently adopted new standards that could lead to significantly higher capital requirements, higher capital charges, a cap on the level of mortgage servicing rights that can be included in capital, and more restrictive leverage and liquidity ratios. These new Basel III capital standards will be phased in from January 1, 2013 until January 1, 2019, and it is not yet known how these standards will be implemented by U.S. regulators or applied to community banks of our size and their holding companies. Implementation of these standards, or any other new regulations, might adversely affect our ability to pay dividends or require us to reduce business levels or raise capital, including in ways that may adversely affect our results of operations or financial condition.

***The loss of our key management or the inability to attract and retain key employees could result in a material adverse effect on our business.***

The Bank Order requires us to attract and retain qualified management, including a chief executive officer and chief credit officer with the qualifications and experience to manage a bank of comparable size, upgrading low-quality loan portfolios, improving earnings and other matters needing particular attention. We depend on our executive officers and key personnel to continue the implementation of our business strategy and could be harmed by the loss of their services. We believe that our growth and future success will depend in large part upon the skills of our management team. Additionally, our future success and growth will depend upon our ability to recruit and retain highly skilled employees with strong community relationships and specialized knowledge in the financial services industry. The competition for qualified personnel in the financial services industry is intense, and the loss of our key personnel or an inability to continue to attract, retain and motivate key personnel could adversely affect our business. We cannot assure you that we will be able to retain our existing key personnel or attract additional qualified personnel.

***The financial services industry is highly competitive.***

We face heavy competition in virtually all aspects of our business, and the number and character of our competitors are continuing to increase. Among other things, investment accounts may cause clients to consider higher-earning alternatives to bank deposits, particularly during periods such as now, when deposit interest rates are near historic lows. Moreover, technology allows customers and prospective customers much greater access to accounts with other institutions that pay higher rates on deposits, which may limit our ability to raise deposits or increase the associated interest expense. Likewise, we face competition on loans from other commercial banks, as well as from credit unions, insurance companies, mutual funds, and other institutional investors; this competition may limit our earning capacity by limiting our ability to generate loans or by reducing the interest rates we can charge on our loans.

***The rapid expansion of our single family mortgage loan operations could pose a challenge if we are not able to successfully integrate our new hires and new offices, and could require significant resources or divert our management's attention.***

The rapid expansion of our single family mortgage loan operations through the hiring of a substantial number of mortgage loan personnel previously affiliated with MetLife Home Loans will involve significant expense and expose us to potential additional risks, including the expense of hiring and training a large number of new employees, costs associated with opening new stand-alone loan offices to provide for the new employees, diversion of management's attention from the daily operations of the business and the potential loss of other key employees. We cannot guarantee that these costs will be fully offset by increased revenue generated by the expansion in this business line in the near future, or at all.

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### ***The strength and stability of other financial institutions may adversely affect our business.***

Our counterparty risk exposure is affected by the actions and creditworthiness of other financial institutions with which we do business. Negative impacts to our counterparty financial institutions could affect our ability to engage in routine funding transactions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. Many of these types of transactions can expose us to credit risk in the event of default by a direct or indirect counterparty or client.

If other financial institutions in our markets dispose of real estate collateral at below-market or distressed prices, such actions may increase our losses and have a material adverse effect our financial condition and results of operations.

### ***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.

### ***Our independent public accounting firm has identified certain significant deficiencies in our internal controls. If we fail to remediate these internal control deficiencies, address the potential for future deficiencies and maintain an effective system of internal controls over financial reporting, we may not be able to accurately report our financial results.***

During their audit of our financial statements for the year ended December 31, 2010, our independent registered public accounting firm, identified certain deficiencies in our internal controls, including deficiencies considered to be significant deficiencies. A significant deficiency is a deficiency, or a combination of deficiencies, in internal controls over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the registrant's financial reporting.

Specifically, our independent auditors identified a significant deficiency relating to a monitoring control over the adoption of new accounting policies. They also identified a significant deficiency relating to a monitoring control over the identification and ongoing evaluation of our non-GAAP accounting methods for materiality.

Management has taken steps to address these identified deficiencies through implementation of additional internal control procedures. However, it is possible that these deficiencies may not be fully remediated by these actions, or that we or our independent auditors may identify significant deficiencies in our internal control over financial reporting in the future. Any failure or difficulties in implementing and maintaining these controls could cause us to fail to meet the periodic reporting obligations that we will be subject to after this offering or result in material misstatements in our financial statements.



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***Our operations could be interrupted if our third-party service providers experience difficulty, terminate their services or fail to comply with banking regulations.***

We depend, and will continue to depend, to a significant extent, on a number of relationships with third-party service providers. Specifically, we receive core systems processing, essential web hosting and other Internet systems and deposit and other processing services from third-party service providers. If these 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. 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.

***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.

In addition, because of the demand for technology-driven products, banks are increasingly contracting with outside vendors to provide data processing and core banking functions. The use of technology-related products, services, delivery channels and processes exposes a bank to various risks, particularly transaction, strategic, reputation and compliance risks. There can be no assurance that we will be able to successfully manage the risks associated with our increased dependency on technology.

***The network and computer systems on which we depend could fail or experience a security breach.***

Our computer systems could be vulnerable to unforeseen problems. 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 could have a material adverse effect on our business, financial condition and results of operations.

In addition, a significant barrier to online financial transactions is the secure transmission of confidential information over public networks. Our Internet banking system relies on encryption and authentication technology to provide the security and authentication necessary to effect 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 transaction 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 cost of additional finance and accounting systems, procedures and controls in order to satisfy our new public company reporting requirements will increase our expenses.***

As a result of the completion of this offering, we will become a public reporting company. We expect that the obligations of being a public company, including the substantial public reporting obligations and compliance

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with related regulations, will require significant expenditures and place additional demands on our management team. Compliance with these rules will, among other things, require us to assess our internal controls and procedures and evaluate our accounting systems. We have made, and will continue to make, changes to our internal controls and procedures for financial reporting and accounting systems to meet our reporting obligations as a public company. However, the measures we take may not be sufficient to satisfy these obligations. In addition, we have hired, and may need to hire further additional compliance, accounting and financial staff with appropriate public company experience and technical knowledge, and we may not be able to do so in a timely fashion. As a result, we may need to rely on outside consultants to provide these services for us until qualified personnel are hired. These obligations will increase our operating expenses, although we cannot predict or estimate the amount of additional costs we may incur in order to comply with these requirements, and could divert our management's attention from our operations.

*An interruption in or breach of our information systems could impair our ability to originate loans on a timely basis and may result in lost business.*

We rely heavily upon communications and information systems to conduct our lending business. Any failure or interruption or breach in security of our information systems or the third-party information systems that we rely on could cause delays in our operations. We cannot assure you that no failures or interruptions will occur or, if they do occur, that we or the third parties on which we rely will adequately address them. The occurrence of any failures or interruptions could significantly harm our business, financial condition and results of operations.

*Federal, state and local consumer lending laws may restrict our ability to originate or increase our risk of liability with respect to certain mortgage loans and could increase our cost of doing business.*

Federal, state and local laws have been adopted that are intended to eliminate certain lending practices considered predatory. These laws prohibit practices such as steering borrowers away from more affordable products, selling unnecessary insurance to borrowers, repeatedly refinancing loans, 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, but these laws create the potential for liability with respect to our lending, servicing and loan investment activities. They increase our cost of doing business, and ultimately may prevent us from making certain loans and cause us to reduce the average percentage rate or the points and fees on loans that we do make.

### **Risks Associated with our Securities**

*There has been no trading market for our common stock and an active market may not be developed or maintained, and the market price of our common stock may be volatile.*

Before this offering, there has been no public market for our common stock. Although we have applied for listing of our common stock on the Nasdaq Global Market, an active trading market for our common stock may never develop or be sustained. In addition, you will pay a price for our common stock in this offering that was not established in a competitive market. Instead, you will pay a price that we negotiated with the underwriter. See **Underwriting** for factors considered in determining the initial public offering price. The initial public offering price does not necessarily bear any relationship to our book value or the fair market value of our assets and may be higher than the market price of our common stock after this offering. In particular, we cannot assure you as to:

the likelihood that an active public trading market for the shares of our common stock will develop after this offering, or, if developed, that a public trading market can be sustained;

the liquidity of any such market;

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the ability of our shareholders to sell their shares of our common stock; or

the price that our shareholders may obtain for their shares of our common stock.

If no public market develops, it may be difficult or impossible to resell our common stock if you should desire to do so. Even if an active trading market develops, the market price for shares of our common stock may be highly volatile and could be subject to wide fluctuations after this offering. We cannot predict how the shares of our common stock will trade in the future. Some of the factors that could negatively affect our share price include:

actual or anticipated variations in our quarterly operating results and, in particular, further deterioration of asset quality;

changes in revenue or financial estimates or publication of research reports and recommendations by financial analysts;

issuances of new equity pursuant to future offerings; and

publication of research reports about us or the commercial and residential real estate industry;

our ability to continue as a going concern;

fluctuations in the stock price and operating results of our competitors;

our ability to execute our business plan and forecasted growth;

additions or departures of key management personnel;

proposed or adopted regulatory changes or developments;

speculation in the press or investment community;

general market and economic conditions.

The stock market and, in particular, the market for financial institution stocks, has experienced significant volatility recently. As a result, the market price of our common stock may be volatile. The trading price of our common stock will depend on many factors, which may change from time to time, including, without limitation, our financial condition, performance, creditworthiness and prospects, future sales of our equity or equity related securities and other factors identified in the Summary above under the heading Forward-Looking Statements. Accordingly, the shares of our common stock that an investor purchases, whether in this offering or in the secondary market, may trade at a price lower than that at which they were purchased. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength.

A significant decline in our stock price could result in substantial losses for individual stockholders and could lead to costly and disruptive securities litigation.

*Your interest in us may be diluted if we issue additional shares.*

We may need to raise additional capital including through the issuance of additional equity.

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We intend to contribute a substantial portion of the aggregate net proceeds of this offering to the Bank. As a result, the Company does not expect to have adequate capital to fund operating expenses and to bring current the deferred interest due on our outstanding trust preferred securities when that deferral period expires in December 2013, and we expect that we will need to raise additional capital prior to the end of that deferral period. In addition, we are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations. If we cannot meet those capital requirements, or if our regulators determine that we do not have adequate capital to support our operations, we may need to raise additional capital to satisfy those requirements.

Existing shareholders and potential investors in this offering do not have preemptive rights to purchase or subscribe for any common stock issued by us in the future. Given our anticipated need for additional capital, subject to market conditions, we may seek to issue additional shares of our common stock in public or private transactions. In addition, we face significant regulatory and other governmental risk as a financial institution, and it is possible that capital requirements and directives could in the future require us to change the amount or composition of our current capital, including common equity.

If we sell additional common stock in the future, sell securities that are convertible into common stock or issue options or warrants exercisable for shares of common stock, the investors purchasing shares in this offering will likely experience dilution of their equity investment. In addition, we could sell securities at a price less than the then-current net asset value per share.

In addition to any capital raise we may need to do to meet our operational needs, shortly after this offering, we intend to file a registration statement on Form S-8 to register shares of our common stock issuable under our 2010 Equity Incentive Plan as well as shares to be issued as awards under a director equity compensation plan, and a registration statement to register the resale of shares held in our Employee Stock Ownership Plan. Once registered, all of these shares of our common stock will be freely tradable without restriction or further registration under the federal securities laws except to the extent purchased by one of our affiliates. See [Shares Available for Future Sale](#).

***The proceeds from this offering will not be sufficient to satisfy our near term capital requirements and liquidity needs or to satisfy our regulatory requirements, As a result, we may need even more capital and could be subject to further regulatory restrictions, either of which could significantly adversely affect us and the trading price of our stock.***

We must maintain certain minimum regulatory capital ratios. The capital to be contributed to the Bank following this offering is not adequate to bring the Bank into compliance with the Bank Order. While we believe our banking regulators will agree to lift or replace the Bank Order following the contribution of at least \$44.0 million to the Bank and an on-site examination of the Bank confirming our overall condition, if we suffer any adverse developments, such as a material increase in our classified assets, or if our banking regulators are not satisfied with the outcome of their examination, the Bank Order may not be lifted. In addition, if the Bank Order is lifted, we expect that our banking regulators will replace it with another form of enforcement agreement with the Bank which we expect would include provisions for maintenance of at least an 8.5% Tier I Capital ratio and confirmed improvement in the Bank's asset quality. Management does not have any reason to believe that the risk-based capital ratio will be increased in any subsequent enforcement order. If we are unable to meet the minimum capital ratios imposed on us by such regulatory orders, we may be forced to raise additional capital. In addition, the Company does not expect to have adequate capital to fund operating expenses and to bring current the deferred interest due on our outstanding trust preferred securities when that deferral period expires in December 2013, and we expect that we will need to raise additional capital prior to the end of that deferral period either from external sources or from distributions of operating profit from the Bank or from a combination of the two. We may also elect to raise additional capital to support our business or to finance potential acquisitions, if any, or we may otherwise elect to raise additional capital. No assurance can be given that sufficient additional

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capital would be available on acceptable terms or at all. Factors affecting whether we would need to raise additional capital include, among others, changing requirements of regulators, additional provisions for loan losses and loan charge-offs and other risks discussed in this Risk Factors section.

Our ability to raise additional capital will depend on conditions in the capital markets at such time that are outside our control, as well as on our financial performance. If sufficient capital were not available, we would consider a variety of alternatives, including the sale of assets. Under such forced-sale conditions, we may not be able to realize the fair value of the assets sold. Other alternatives would include changing our business practices or entering into additional equity transactions. Even if capital is available, the terms and pricing of such securities may be dilutive to existing shareholders and cause the price of our outstanding securities to decline.

***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.

***There are substantial regulatory limitations on ownership of our common stock and changes of control.***

Federal and state regulations place limitations on the level of ownership of our common stock. Under the federal Change in Bank Control Act and the Savings and Loan Holding Company 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 savings and loan holding company. An acquisition of control can occur upon the acquisition of 10.0% or more of any class of the voting stock of a savings and loan holding company or savings institution 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, taking into consideration certain factors, including the financial and managerial resources of the acquirer and the antitrust effects of the acquisition. Any company that acquires control under the Savings and Loan Holding Company Act would then be subject to regulation as a savings and loan holding company. Any direct or indirect change of control of the Bank under Washington state law (generally 25% or more of the outstanding stock or voting power) requires filing of an application with DFI.

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***We have deferred payment of the interest on our outstanding TruPS for each quarter since December 15, 2008 and, accordingly, we are prohibited from declaring or paying dividends or distributions on, and from making liquidation payments with respect to, our common stock.***

There are currently four separate series of the TruPS outstanding, each issued under a separate indenture and with a separate guarantee. Each of these indentures, together with the related guarantee, prohibits us, subject to limited exceptions, from declaring or paying any dividends or distributions on, or redeeming, repurchasing, acquiring or making any liquidation payments with respect to, any of our capital stock at any time when (a) there is an event of default under such indenture (including a default that will occur solely with passage of time); (b) we are in default with respect to payment of any obligations under such guarantee; or (c) we have deferred payment of interest on the debentures outstanding under that indenture. We are entitled, at our option but subject to certain conditions, to defer payments of interest on each series of debentures from time to time for up to five years.

Events of default under each indenture generally consist of our failure to pay interest on the TruPS (except in certain circumstances, including a deferral of interest described in (c) above), our failure to pay any principal of, or premium, if any, on, such TruPS when due, our failure to comply with certain covenants under such indenture, and certain events of bankruptcy, insolvency or liquidation relating to us or, in some cases certain of our significant subsidiaries.

Because we have deferred payments of interest on each series of the TruPS, we are prohibited by the indentures from declaring or paying any dividends on our common stock, repurchasing or otherwise acquiring our common stock and making any payments to holders of our common stock in the event of our liquidation. These restrictions, which will continue until we are current on interest payments with respect to these indentures, may have a material adverse effect on the market value of our common stock. This will cause us to incur increasing interest expense as deferred interest payments are capitalized to principal, and may limit our ability to raise additional capital.

The proceeds of this offering will not provide sufficient capital, to pay deferred interest payments and we may not have sufficient capital absent an additional capital raise to provide liquidity at HomeStreet, Inc. for the payment of future interest on TruPS in the event that HomeStreet Bank is unable to make sufficient dividend distributions to HomeStreet, Inc. to make future interest payments.

Moreover, without notice to or consent from the holders of our common stock, we may issue additional series of TruPS in the future with terms similar to those of the existing debentures, or enter into other financing agreements that limit our ability to purchase or to pay dividends or distributions on our capital stock, including our common stock.

***Management and the board of directors have significant discretion over the investment of the proceeds from this offering and may not be able to achieve acceptable returns on such proceeds.***

We will have significant flexibility in determining how to apply the net proceeds of this offering and you will not be able to influence how we deploy this capital in the near term. If we do not apply these funds effectively, we may lose significant business opportunities. Our management may use the proceeds from this offering for corporate purposes that may not increase our market value or make us profitable. Our failure to utilize these funds effectively could reduce our profitability and our stock price could decline if the market does not view our use of the net proceeds from this offering favorably. We have not established a timetable for the effective deployment of the proceeds, and we cannot predict how long it will take to deploy the proceeds. Investing the proceeds in securities until we are able to deploy the proceeds will provide lower margins than we generally earn on loans, potentially adversely affecting shareholder returns, including earnings per share, return on assets and return on equity.

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***An investment in our common stock is not an insured deposit.***

Our common stock is not a bank savings account or deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund or any other public or private entity. As a result, if you acquire our common stock, you could lose some or all of your investment.

**FORWARD-LOOKING STATEMENTS**

This prospectus, including statements under Summary, Risk Factors, Dividend Policy, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business and elsewhere, contains forward-looking statements concerning the Company, the Bank, and their respective subsidiaries, operations, performance, financial conditions and likelihood of success. Forward-looking statements are based on many beliefs, assumptions, estimates and expectations of our future performance, taking into account information currently available to us, and include statements about the competitiveness of the banking industry. When used in this prospectus, 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 refer to forward-looking statements. Statements regarding the following subjects, among others, are forward-looking by their nature:

our business strategy and projected operating results;

our ability to effectively implement and manage our turnaround plan;

the removal of the Orders, including the date by which the Orders will be removed, if at all;

our ability to effectively use the proceeds of this offering;

our ability to grow, including managing that growth;

the quality of our loan and investment portfolios;

our ability to compete in the marketplace;

market trends; and

projected capital and operating expenditures.

Our beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or within our control. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. You should carefully consider these risks before you make an investment decision with respect to our common stock, along with, among others, the following factors that could cause actual results to vary from our forward-looking statements:

the factors referenced in this prospectus, including those set forth under the sections captioned Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and Business ;



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our ability to manage the credit risks of our lending activities, including potential increases in loan delinquencies, nonperforming assets and write offs, decreased collateral values, inadequate loan reserve amounts and the effectiveness of our hedging strategies;

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general economic conditions, either nationally or in our market area, including a continuation or worsening of the housing market, employment trends, business contraction, consumer confidence, real estate values and other recessionary pressures;

changes in the levels of general interest rates, deposit interest rates, our net interest margin and funding sources;

potential changes in interest rates which may affect demand for our products as well as the success of our interest rate risk management strategies;

compliance with regulatory requirements, including new laws and regulations such as the Dodd-Frank Act as well as restrictions that may be imposed by the FDIC, the DFI, the Federal Reserve or other regulatory authorities pursuant to the cease and desist orders or other discretionary enhanced supervision which could adversely affect our capital, liquidity and earnings;

our ability to control costs while meeting operational needs and retaining key members of our senior management team and other key managers and business producers;

the possibility of a significant reduction in our mortgage banking profitability if we are not able to or are limited in our ability to resell mortgages; and

increased competition in our industry due in part to consolidation.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this prospectus. We are not obligated to update any forward-looking statements, whether as a result of new information, future events or otherwise.

**Nothing contained in this prospectus is, or should be relied upon as, a promise, a guaranty or representation as to our future performance. You may lose some or all of your investment if you invest in our common stock.**

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**NOTE REGARDING MARKET AND INDUSTRY DATA**

This prospectus contains market and industry data that we have obtained from independent industry sources and publications as well as from research and third-party and governmental reports and publications prepared for other purposes. Although we believe that these sources are reliable, neither we nor the underwriters have independently verified the data obtained from these sources.

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**USE OF PROCEEDS**

We estimate that the aggregate net proceeds that we will receive in this offering will be approximately \$75.2 million, based upon the sale of 1,896,442 shares of our common stock by us in this offering at \$44.00 per share, after deducting the underwriter's discounts and commissions and estimated offering expenses payable by us. This estimated amount of net proceeds assumes that the underwriters' over-allotment option is not exercised. If the over-allotment option is exercised in full, our net proceeds are expected to increase by approximately \$11.7 million.

We intend to contribute approximately \$44.0 million of aggregate net proceeds from this offering to the Bank as equity capital. While this capital contribution will not be sufficient to allow the Bank to comply with the minimum capital ratio requirements of the Bank Order, it will improve our capital position and bring the Bank closer to compliance with these requirements. However, we believe that following the contribution to the Bank of at least \$44.0 million in capital from this offering and subject to the successful completion of an on-site examination of the Bank by our primary regulators confirming our condition, we will qualify for replacement of the Bank Order with another form of enforcement agreement between the Bank and our regulators which we expect would include provisions for maintenance of at least an 8.5% Tier 1 capital ratio and continued improvement in the Bank's asset quality. We expect that we will continue to face significant restrictions on our operations under both the Bank Order and any other enforcement agreement that replaces the Bank Order.

We anticipate that a contribution of approximately \$44.0 million of the aggregate net proceeds from this offering, together with the Bank's preliminary earnings for January and expected earnings in February, will be adequate to bring the Bank's Tier 1 capital ratio to no less than 8.5%. However, if management determines that a greater or lesser amount would be necessary to reach that targeted capital ratio taking into account, among other things, changes in the average assets and variations in the Bank's net income that may affect our regulatory capital ratios, we may adjust the actual amount of the contribution, up to the aggregate net proceeds.

The remaining proceeds will be used by HomeStreet, Inc., for general corporate purposes.

The amount and timing of the actual use of proceeds described above may vary significantly and depend on a number of factors. See Risk Factors, Regulation and Supervision Cease and Desist Orders.

**Table of Contents****CAPITALIZATION**

The following table sets forth, among other things, our liabilities, capitalization and regulatory capital ratios as of September 30, 2011:

on an actual basis; and

on a pro forma basis to give effect to, and show the impact of, (a) the issuance of our common stock in this offering at \$44.00 per share, including exercise in full by the underwriters of the overallotment option, net of the underwriters' discounts and commissions and other offering expenses paid by us in connection with this offering and (b) as to the Bank's capital ratios, the contribution of approximately \$44.0 million from the proceeds of this offering to the Bank, but excluding, the grant of restricted stock awards to certain of our employees and our non-employee directors of an aggregate 52,796 shares of common stock contingent on the completion of this offering.

In each case, the information presented gives effect to the 1-for-2.5 reverse split of our common stock implemented on July 19, 2011. This table should be read in conjunction with the more detailed information contained elsewhere in this prospectus, including Use of Proceeds, Management's Discussion and Analysis of Financial Condition and Results of Operations, Selected Historical Consolidated Pro Forma and Separate Financial and Other Data and the audited annual and unaudited interim financial statements and other financial information and related notes included elsewhere in this prospectus. Proforma capital ratios depicted below assume a contribution to the Bank of approximately \$44.0 million from the aggregate proceeds of this offering.

	As reported	Adjustments	
		Offering of the Common Stock Pursuant to this Prospectus	Pro Forma
<b>Liabilities</b>			
Deposits	\$ 2,056,977	\$	\$ 2,056,977
FHLB Advances	67,919		67,919
Senior debentures	61,857		61,857
Accrued expenses and other liabilities	49,750		49,750
<b>Total liabilities</b>	<b>\$ 2,236,503</b>	<b>\$</b>	<b>\$ 2,236,503</b>
<b>Shareholders' Equity</b>			
Preferred stock, no par value; 10,000 shares authorized; no shares issued and outstanding			
Common stock, no par value; 40,000,000 shares authorized; 1,350,874.4 shares issued and outstanding, actual; and 3,531,982.4 shares issued and outstanding, pro forma	\$ 511	\$ 86,920	\$ 87,341
Additional paid in capital	28		28
Retained earnings	74,720		74,720
Treasury stock			
Accumulated other comprehensive loss, net of taxes	5,077		5,077
<b>Total shareholders' equity</b>	<b>\$ 80,336</b>	<b>\$ 86,920</b>	<b>\$ 167,256</b>
<b>Per Common Share</b>			
Common book value per share	\$ 59.47		\$ 47.36
Tangible common book value per share	\$ 59.16		47.20
<b>Regulatory Capital Ratios for the Bank:</b>			
Tier 1 Leverage Capital Ratio	5.6%		7.5%
Tier 1 Risk-Based Capital Ratio	8.5%		10.8%

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Total Risk-Based Capital Ratio	9.8%	12.0%
Regulatory Capital Ratios Consolidated		
Tier 1 Leverage Capital Ratio	4.1%	9.3%
Tier 1 Risk-Based Capital Ratio	5.9%	13.9%
Total Risk-Based Capital Ratio	9.6%	13.0%

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**DIVIDEND POLICY**

The board of directors of HomeStreet, Inc. has in the past authorized an annual cash dividend. The most recent dividend it declared was paid on April 15, 2008 to shareholders of record as of April 1, 2008 at a rate of \$2.25 per share (giving effect to the 1-for-2.5 reverse stock split implemented on July 19, 2011), which equated to \$3.0 million, or 14.9% of our net income for the year ended December 31, 2007.

The amount and timing of any future dividends has not been determined. The payment of dividends will depend upon a number of factors, including capital requirements, the Company's and the Bank's financial condition and results of operations, tax considerations, statutory and regulatory limitations, general economic conditions and certain restrictions described below.

We are currently subject to a cease and desist order from the Federal Reserve Board that prohibits us from declaring, making or paying any dividends on our common stock without the prior written consent of the Federal Reserve. See Regulation and Supervision Cease and Desist Orders for information on that regulatory restriction. Washington law also imposes certain restrictions on the ability of the Company to pay dividends. See Regulation and Supervision Regulation of the Company Dividend Policy.

Our outstanding trust preferred securities, or TruPS, also restrict the payment of dividends under the terms of their indentures. We have issued \$61.9 million in junior subordinated debentures in connection with the sale of TruPS by the HomeStreet Statutory Trusts. The related indenture agreements, guarantees and declarations of trust for each statutory trust prohibit us, subject to limited exceptions, from declaring or paying any dividends or distributions on, or redeeming, repurchasing, acquiring or making any liquidation payments with respect to, any of our capital stock at any time when (1) an event of default has occurred or is occurring under such debentures (2) we are in default with respect to payment of any obligations under such guarantee or (3) we have deferred payment of interest on the outstanding junior subordinated debentures, which deferral of interest is permitted by the terms of the indentures from time to time for up to five years. We have deferred payment of interest on all of the junior subordinated debentures for each quarter since December 15, 2008. Accordingly, the restrictions on dividends and repurchases described in this paragraph are effective and will continue to be effective until we are current on our interest payments with respect to the junior subordinated debentures. See Business Our Structure.

Our ability to pay dividends will also depend, in large part, upon receipt of dividends from the Bank. We will have limited sources of income other than dividends from the Bank and earnings from the investment of proceeds from this offering that we retain. The Bank is also currently subject to a cease and desist order issued by the FDIC and the DFI that prohibits the Bank from declaring, making or paying any dividends on its common stock without prior written consent of the FDIC and the DFI. See Regulation and Supervision Cease and Desist Orders for more information on that regulatory restriction. In addition, any declaration of dividend by the Bank is subject to a 30 day advance notice to the Federal Reserve and is subject to restrictions under federal and state law. See Regulation and Supervision Regulation and Supervision of HomeStreet Bank Dividends.

For the foregoing reasons, there can be no assurance that we will pay dividends on our common stock in any future period.

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**SELECTED HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA**

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 and for the three and nine months ended September 30, 2011 and 2010 have been derived from our unaudited consolidated financial statements and related notes included in this prospectus. The selected historical consolidated financial data as of December 31, 2010 and 2009 and for each of the years ended December 31, 2010, 2009 and 2008 have been derived from, and should be read together with, our audited consolidated financial statements and related notes included elsewhere in this prospectus. The selected historical consolidated financial data as of December 31, 2008, 2007 and 2006 for each of the years ended December 31, 2007 and 2006 have been derived from our audited consolidated financial statements for those years, which are not included in this prospectus. 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 prospectus. 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.



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	At or for the Three Months Ended September 30,		At or for the Nine Months Ended September 30,		2010	At or for the Year Ended December 31,				
	2011	2010	2011	2010	2010	2009	2008	2007	2006	
(in thousands, except share data)										
Income Statement (for the period ended):										
Net interest income	\$ 11,970	\$ 10,288	\$ 35,474	\$ 25,548	\$ 39,034	\$ 31,502	\$ 75,885	\$ 90,037	\$ 86,779	
Provision for loan losses	1,000	12,000	3,300	29,100	37,300	153,515	34,411	10,955	6,471	
Noninterest income	37,268	27,710	70,649	68,816	96,931	59,230	40,346	23,298	19,313	
Noninterest expense	32,618	31,992	93,342	85,716	132,215	94,448	70,189	71,253	68,131	
Net income (loss) before taxes	15,620	(5,994)	9,481	(20,452)	(33,550)	(157,231)	11,631	31,127	31,490	
Income taxes	362	(633)	388	(600)	697	(46,955)	3,202	10,663	10,173	
Net income (loss)	\$ 15,258	\$ (5,361)	\$ 9,093	\$ (19,852)	\$ (34,247)	\$ (110,276)	\$ 8,429	\$ 20,464	\$ 21,317	
Basic earnings per common share (1)										
	\$ 11.29	\$ (3.97)	\$ 6.73	\$ (14.70)	\$ (25.35)	\$ (81.63)	\$ 6.25	\$ 15.15	\$ 15.75	
Diluted earnings per common share (1)										
	\$ 11.29	\$ (3.97)	\$ 6.73	\$ (14.70)	\$ (25.35)	\$ (81.63)	\$ 6.24	\$ 15.09	\$ 15.60	
Common shares outstanding (1)										
	1,350,874	1,350,874	1,350,874	1,350,874	1,350,874	1,350,874	1,350,874	1,356,277	1,366,478	
Weighted average common shares										
Basic	1,350,874	1,350,874	1,350,874	1,350,874	1,350,874	1,350,874	1,348,649	1,350,540	1,353,665	
Diluted	1,350,874	1,350,874	1,350,874	1,350,874	1,350,874	1,350,874	1,350,358	1,356,277	1,366,478	
Shareholders equity per share										
	\$ 59.47	\$ 60.08	\$ 59.47	\$ 60.08	\$ 43.52	\$ 68.03	\$ 152.57	\$ 147.00	\$ 133.39	
Dividends per share										
	\$	\$	\$	\$	\$	\$	\$ 2.25	\$ 2.25	\$ 2.13	
Dividend payout ratio										
							36.00%	14.85%	13.49%	
Financial position (at period end):										
Cash and cash equivalents										
	\$ 138,429	\$ 267,009	\$ 138,429	\$ 267,009	\$ 72,639	\$ 217,103	\$ 270,577	\$ 43,635	\$ 53,972	
Investment securities available for sale										
	339,453	291,050	339,453	291,050	313,513	657,840	56,337	111,621	115,327	
Loans held for sale										
	226,590	116,976	226,590	116,976	212,602	57,046	48,636	77,969	67,914	
Loans held for investment, net										
	1,360,219	1,633,392	1,360,219	1,633,392	1,538,521	1,964,994	2,425,887	2,428,214	2,067,247	
Mortgage servicing rights (2)										
	74,083	60,569	74,083	60,569	87,232	78,372	57,699	53,422	50,270	
Other real estate owned										
	64,368	202,008	64,368	202,008	170,455	107,782	20,905	1,974	1	

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Total assets	2,316,839	2,678,719	2,316,839	2,678,719	2,485,697	3,209,536	2,958,911	2,793,935	2,428,054
Deposits	2,056,977	2,319,231	2,056,977	2,319,231	2,129,742	2,332,333	1,911,311	1,717,681	1,536,768
FHLB advances	67,919	165,869	67,919	165,869	165,869	677,840	705,764	746,386	575,063
Liabilities									
Shareholders equity	80,336	81,167	80,336	81,167	58,789	91,896	206,103	198,052	180,322
Financial position (averages):									
Investment securities available for sale	272,294	305,342	295,988	492,668	457,930	372,320	119,720	113,333	133,424
Loans held for investment	1,427,763	1,813,447	1,509,296	1,936,583	1,868,039	2,307,215	2,519,811	2,239,639	1,901,996
Total interest earning assets	2,019,243	2,466,010	2,066,943	2,749,454	2,642,693	3,056,755	2,762,723	2,435,145	2,103,862
Total interest bearing deposits	1,787,388	2,075,361	1,837,708	2,106,583	2,071,237	2,012,971	1,557,533	1,452,742	1,255,402
FHLB advances	72,267	178,260	105,410	454,947	382,083	685,715	734,989	617,225	520,881
Total interest bearing liabilities	\$ 1,921,512	\$ 2,320,478	\$ 2,005,843	\$ 2,628,480	\$ 2,522,767	\$ 2,776,163	\$ 2,485,786	\$ 2,170,807	\$ 1,863,969
Shareholders equity	\$ 73,499	\$ 86,704	\$ 62,958	\$ 92,150	\$ 89,267	\$ 160,145	\$ 203,358	\$ 190,590	\$ 169,977
Financial performance:									
Return on average common shareholder equity (3)	83.04%	(24.73)%	19.26%	(28.73)%	(38.00)%	(68.90)%	4.14%	10.74%	12.54%
Return on average assets	2.67%	(0.80)%	0.53%	(0.89)%	(1.19)%	(3.47)%	0.29%	0.79%	0.96%
Net interest margin (4)	2.38%	1.68%	2.30%	1.25%	1.49%	1.04%	2.78%	3.45%	4.16%
Efficiency ratio (5)	66.25%	84.19%	87.96%	90.84%	97.24%	104.10%	60.39%	62.87%	64.22%
Operating efficiency ratio (6)	47.74%	59.99%	62.95%	75.35%	73.56%	92.55%	59.06%	62.82%	64.17%
Credit quality:									
Allowance for loan losses	\$ 53,167	\$ 70,554	\$ 53,167	\$ 70,554	\$ 64,177	\$ 109,472	\$ 58,587	\$ 38,804	\$ 27,834

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	At or for the Three Months Ended September 30,		At or for the Nine Months Ended September 30,			At or for the Year Ended December 31,			
	2011	2010	2011	2010	2010	2009	2008	2007	2006
Allowance for loan losses/Total loans	3.76%	4.14%	3.76%	4.14%	4.00%	5.28%	2.36%	1.57%	1.33%
Allowance for loan losses/nonperforming loans	55.91%	37.41%	55.91%	37.41%	56.69%	29.25%	77.72%	114.95%	828.15%
Total classified assets	\$ 225,022	\$ 484,269	\$ 225,022	\$ 484,269	\$ 363,947	\$ 570,013	\$ 376,424	\$ 114,797	\$ 30,468
Classified assets/total assets	9.71%	18.08%	9.71%	18.08%	14.64%	17.76%	12.72%	4.11%	1.25%
Total nonaccrual loans (7)	\$ 95,094	\$ 188,592	\$ 95,094	\$ 188,592	\$ 113,210	\$ 374,218	\$ 75,385	\$ 33,758	\$ 3,361
Nonaccrual loans/Total loans	6.73%	11.07%	6.73%	11.07%	7.06%	18.04%	3.03%	1.37%	0.16%
Total nonperforming assets	\$ 159,462	\$ 390,600	\$ 159,462	\$ 390,600	\$ 283,665	\$ 482,000	\$ 96,290	\$ 35,732	\$ 3,362
Nonperforming assets/total assets	6.88%	14.58%	6.88%	14.58%	11.41%	15.02%	3.25%	1.28%	0.13%
Net charge-offs	\$ 7,673	\$ 36,209	\$ 14,480	\$ 68,581	\$ 83,156	\$ 101,680	\$ 14,628	\$ (15)	\$ 117
Regulatory capital ratios for the bank:									
Tier 1 capital to total assets (leverage)	5.6%	4.9%	5.6%	4.9%	4.5%	4.5%	8.7%	9.0%	9.9%
Tier 1 risk-based capital	8.5%	7.4%	8.5%	7.4%	6.9%	7.2%	10.5%	9.9%	11.0%
Total risk-based capital	9.8%	8.7%	9.8%	8.7%	8.2%	8.5%	11.8%	11.2%	12.3%
SUPPLEMENTAL DATA:									
Loans serviced for others:									
Single-family	\$ 6,649,546	\$ 6,144,555	\$ 6,649,546	\$ 6,144,555	\$ 6,343,158	\$ 5,820,946	\$ 4,695,804	\$ 3,775,362	\$ 3,389,050
Multifamily	770,401	787,961	770,401	787,961	776,671	810,910	822,512	715,946	729,715
Other	57,151	67,377	57,151	67,377	58,765	69,839	74,230	77,329	53,682
Total loans serviced for others	\$ 7,477,098	\$ 6,999,893	\$ 7,477,098	\$ 6,999,893	\$ 7,178,594	\$ 6,701,695	\$ 5,592,546	\$ 4,568,637	\$ 4,172,447
Loan origination activity:									
Single-family	\$ 484,434	\$ 586,669	\$ 1,085,902	\$ 1,393,693	\$ 2,069,144	\$ 2,727,457	\$ 1,735,897	\$ 1,568,834	\$ 1,445,218
Other	31,749	21,903	97,642	62,873	120,058	124,433	817,438	1,332,147	1,650,072
Total loan origination activity	\$ 516,183	\$ 608,572	\$ 1,183,544	\$ 1,456,566	\$ 2,189,202	\$ 2,851,890	\$ 2,553,335	\$ 2,900,981	\$ 3,095,290

- (1) Shares outstanding and earnings per share are shown after giving effect to the 1-for-2.5 reverse stock split effected on July 19, 2011.
- (2) On January 1, 2010, we elected to carry mortgage servicing rights related to single family loans at fair value, and elected to carry single family mortgage loans held for sale using the fair value option.
- (3) Net earnings (loss) available to common shareholders divided by average common shareholders' equity.
- (4) Net interest income divided by total average earning assets on a taxable-equivalent basis.

(5) The efficiency ratio is noninterest expense divided by total revenue (net interest income and noninterest income).

(6) We include an operating efficiency ratio which is not calculated based on accounting principles generally accepted in the United States ( GAAP ), but which we believe provides important information regarding our result of operations. Our calculation of the operating efficiency ratio is computed by dividing noninterest expense less costs related to OREO (gains (losses) on sales, valuation allowance adjustments, and maintenance and taxes) by total revenue (net interest income and noninterest income). Management uses this non-GAAP measurement as part of its assessment of performance in managing noninterest expense. We believe that costs related to OREO are more appropriately considered as credit-related costs rather than as an indication of our operating efficiency. The following table provides a reconciliation of non-GAAP to GAAP measurement.

	At or for the Three Months Ended September 30,		At or for the Nine Months Ended September 30,		At or for the Year Ended December 31,				
	2011	2010	2011	2010	2010	2009	2008	2007	2006
Efficiency ratio	66.25%	84.19%	87.96%	90.84%	97.24%	104.10%	60.39%	62.87%	64.22%
Less impact of OREO expenses	18.51%	24.20%	25.01%	15.49%	23.68%	11.55%	1.33%	0.05%	0.08%
Operating efficiency ratio	47.74%	59.99%	62.95%	75.35%	73.56%	92.55%	59.06%	62.82%	64.14%

(7) Generally, loans are placed on nonaccrual status when they are 90 or more days past due.

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

*This section presents management's perspective on the financial condition and results of operations of HomeStreet, Inc. The following discussion and analysis is intended to highlight and supplement data and information presented elsewhere in this prospectus, including the consolidated financial statements and related notes, and should be read in conjunction with the accompanying tables and our annual audited and quarterly unaudited financial statements. To the extent this discussion describes prior performance, the descriptions relate only to the periods listed and readers are cautioned that prior performance may not be indicative of our future financial outcomes. In addition, some of the information contained in this section or set forth elsewhere in this prospectus, including discussions about our plans and strategy for our business and our expectations for the effects of those plans, includes forward-looking statements that involve risks, uncertainties and assumptions. See *Forward-Looking Statements* described in the Summary section above. Actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis as a result of many factors, including those discussed in *Risk Factors*.*

**Overview**

We are a 90-year-old diversified financial services company headquartered in Seattle, Washington, that has grown from a small mortgage bank to a full-service community bank serving consumers and businesses in the Pacific Northwest and Hawaii. In 1986 we established the Bank to fund our lending activities and to offer a broader range of products and services. Our banking strategy has allowed us to expand our lending activities while building stable core deposits and a more diversified core customer base that offers cross-selling opportunities. The Bank has the oldest continuous relationship of all Fannie Mae seller servicers in the nation, having been the second company approved by Fannie Mae at its founding in 1938.

Our primary subsidiaries are HomeStreet Bank and HomeStreet Capital Corporation. HomeStreet Bank is a Washington state-chartered savings bank that provides deposit and investment products and cash management services. The Bank also provides loans for single family homes, commercial real estate, construction, land development and commercial businesses. HomeStreet Capital Corporation, a Washington corporation, originates, sells and services multifamily mortgage loans under the Fannie Mae Delegated Underwriting and Servicing Program ( DUS ) in conjunction with HomeStreet Bank. We also provide insurance products and services for consumers and businesses as HomeStreet Insurance and loans for single family homes through a joint venture, Windermere Mortgage Services Series LLC ( WMS ). At September 30, 2011, we had total assets of \$2.32 billion, net loans held for investment of \$1.36 billion, deposits of \$2.06 billion, and shareholders' equity of \$80.3 million. At December 31, 2010, we had total assets of \$2.49 billion, net loans held for investment of \$1.54 billion, deposits of \$2.13 billion and shareholders' equity of \$58.8 million. We recognized net income of \$15.3 million for the third quarter of 2011, as compared to a net income of \$1.3 million for the second quarter of 2011 and a net loss of \$5.4 million for the third quarter of 2010.

*Recent Developments*

In the fourth quarter of 2011 and January of 2012, we continued to be profitable and improve our asset quality metrics. Our net income for the fourth quarter of 2011 and the month ended January 31, 2012 was \$7.0 million and \$8.2 million, respectively, with a net interest margin of 2.50% for each of those periods, as compared to 2.38% for the third quarter of 2011. An increase in refinancing of existing loans in the single family mortgage loan market and related increase in our loan origination activities was a contributing factor to the increase in our profits in the month of January, and such increased activity may not be indicative of future performance. As of December 31, 2011 and January 31, 2012, we had total assets of \$2.26 billion and \$2.24 billion, respectively, net loans held for investment of \$1.30 billion and \$1.31 billion, respectively, and shareholders' equity of \$86.4 million and \$96.0 million, respectively. Our January 2012 results do not reflect loan loss provision or impairment

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charges, which we assess primarily at the end of each fiscal quarter, however, we have recorded loan loss provisions as an expense in prior quarters and expect to record such provision expense at the end of the first quarter of 2012. We also experienced continued profitability for the fourth quarter and the month ended January 31, 2012, including net mortgage servicing rights and related hedge valuation gains of \$1.6 million in January 2012. Our profit in the fourth quarter of 2011 was slightly offset by a \$189,000 net valuation loss on mortgage servicing rights and related hedge instruments.

Our classified assets also declined by \$36.9 million from \$225.0 million at September 30, 2011 to \$188.2 million, or 16.4%, at December 31, 2011, and increased to \$191.2 million, or 15.0%, at January 31, 2012, with nonperforming assets as a percentage of total assets declining from 6.9% at September 30, 2011 to 5.1% at December 31, 2011 and 4.9% at January 31, 2012. Nonperforming loans decreased from \$95.1 million at September 30, 2011 to \$76.5 million at December 31, 2011, and to \$75.4 million at January 31, 2012, representing decreases of 19.6% and 20.7%, respectively, primarily due to credit upgrades in all loan classes as well as pay-downs, charge-offs and net transfers of \$4.2 million to OREO principally during the fourth quarter of 2011. In addition to the improvement in nonperforming loans, OREO decreased from \$64.4 million at September 30, 2011 to \$38.6 million at December 31, 2011 (a 40.1% decrease), and to \$35.5 million at January 31, 2012 (a 44.8% decrease), due to OREO sales of \$26.0 million during the fourth quarter of 2011 and \$2.9 million in January 2012 and downward valuation adjustments of \$4.2 million principally during the fourth quarter of 2011. Of the \$35.5 million of OREO as of January 31, 2012, \$5.5 million, or 15.6%, is contracted for sale, \$3.9 million of which is scheduled to close in February. For the same period we recognized a loss of 0.3% on sales of OREO, and 0.1% gain on sales for the year ended December 31, 2011. The total amount of delinquent loans decreased from \$144.1 million (10.2% of total loans) as of September 30, 2011 to \$139.9 million (10.4% of total loans) as of December 31, 2011, and increased to \$161.0 million (11.9% of total loans) as of January 31, 2012, although total delinquent loans excluding single family Ginnie Mae guaranteed loans decreased from \$106.9 million at September 30, 2011 to \$94.6 million at December 31, 2011, and increased to \$113.3 million at January 31, 2012. Total loans also decreased from \$1.41 billion as of September 30, 2011 to \$1.34 billion as of December 31, 2011 and increased to \$1.35 billion as of January 31, 2012.

Single family loan origination for the year ended December 31, 2011 was \$1.72 billion, compared to \$2.07 billion for the year ended December 31, 2010 and \$2.7 billion for the year ended December 31, 2009.

Our financial results for the fourth quarter of 2011 and as of and for the year ended December 31, 2011 presented in this prospectus have not been audited and are subject to finalization. The January 2012 information has not been subjected to an audit or review and will not be subjected to audit or review procedures until later in 2012 as part of the normal quarterly interim review procedures and annual audit process. January results may not be indicative of our results for the first quarter.

In January 2012, in order to expand our mortgage banking business and accelerate our plans to increase mortgage origination volume, we made offers of employment to hire a significant majority of the mortgage personnel employed in Washington, Oregon and Idaho by MetLife Home Loans whose parent, MetLife, Inc., had recently announced that it would no longer originate forward mortgages. As of February 3, 2012, we have hired approximately 140 mortgage personnel from this group, including the former Pacific Northwest regional sales manager and the former regional builder services manager, as well as regional and branch managers, mortgage consultants and related production support staff. We anticipate that we will open approximately 11 additional stand-alone lending centers in Washington and Idaho, primarily in the Puget Sound area, in order to accommodate these new hires. As a result of this expansion of our mortgage operations, we estimate that we will incur additional expenses of approximately \$8.0 million in the first half of 2012 for compensation, facilities and other integration expenses. While we anticipate that this group will generate enough revenue to cover these expenses over the same period, these costs may not be completely offset by such additional loan origination revenue in that period as these loan professionals will need to rebuild their origination volume at the Bank. Our estimated expenses may also increase as we hire additional employees from this group.

We generate revenue through positive net interest income and by earning noninterest income. Net interest income is primarily the difference between our interest income earned on loans and investment securities

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less the interest we pay on deposits, Federal Home Loan Bank advances, and other borrowings. We earn noninterest income from the origination, sale and servicing of loans, and fees earned on deposit services and investment and insurance sales.

*Impact of Economic Downturn*

Beginning in approximately 2004, we increased our concentration in construction lending in an effort to offset the earnings volatility of our single family lending. We also expanded our branch network in order to grow our deposit base to help fund these loans. However, driven by our opportunities to lend in the fast-growing residential construction sector, we also continued to supplement the funding provided by our growing core deposit base with higher cost and potentially more volatile noncore retail and brokered certificates of deposits and with borrowings that included increasing advances on our line of credit with the Federal Home Loan Bank of Seattle (the FHLB). Additionally, to fund the scheduled maturity of our \$30.0 million senior credit facility with USAA Life Insurance Company and to augment working capital at HomeStreet, Inc. and regulatory capital at the Bank, between 2005 and 2007 we issued approximately \$61.9 million in trust preferred securities. The global recession, which began in 2007 and continued until June 2009, caused our business to experience a series of interrelated events, the combination of which triggered significant loan and operating losses, eroded capital, seriously weakened our financial condition, challenged our ability to maintain liquidity and strained our regulatory relations.

The U.S. economic recession resulted in deteriorating conditions in the U.S. housing market that have continued to depress real estate values. We believe these conditions will only improve slowly for the foreseeable future. As a result, many lenders have been forced out of business or have severely curtailed their operations and most remaining lenders have tightened underwriting standards. As a consequence of these changing conditions in real estate loan availability and the reduction in owners' equity due to falling real estate values, many borrowers have been unable either to refinance existing loans or sell their homes. Similarly, many prospective home buyers have found it harder to obtain credit. Unemployment rates remain elevated, foreclosure rates have increased, housing inventories have ballooned and home prices have declined. Affected borrowers have struggled to keep their loans current or to refinance into lower interest rate products. These forces have combined to result in significant credit deterioration, particularly in our construction and land development portfolios.

Primarily as a result of rising defaults on residential construction and land loans, our ratio of nonperforming loans to total loans increased from 1.4% at December 31, 2007 to 3.0% at December 31, 2008 and 18.0% at December 31, 2009.

Moreover, although our average interest earning assets increased from \$2.44 billion during 2007 to \$3.06 billion during 2009, our average loans held for investment remained relatively constant over that period, increasing from \$2.24 billion during 2007 to \$2.31 billion during 2009. Additionally, due to rising levels of problem assets, nonperforming assets increased from \$35.7 million at December 31, 2007 to \$482.0 million at December 31, 2009. During this same period, we established and maintained a high level of liquidity and invested this liquidity in short duration, low-yielding investments. At the same time, in response to the economic turmoil in the national economy, the Federal Reserve Open Market Committee reduced the target interest rate for Federal Funds to its lowest level since 1955 and market interest rates, including the prime rate and LIBOR, decreased accordingly. Most of our loans are variable interest rate loans tied to these indexes. The impact of declining interest rates has been more significant than with our peer institutions as a result of the absence of interest rate floors on many of our loans. At December 31, 2007, \$1.35 billion of loans, or 54.8% of net loans, did not have interest rate floors. This combination of circumstances led to a substantial decline in our net interest income, which declined from \$90.0 million for the year ended December 31, 2007, to \$75.9 million for 2008 and to \$31.5 million for 2009. In addition, due to deteriorating credit quality, our provision for loan losses increased from \$11.0 million for the year ended December 31, 2007 to \$34.4 million and \$153.5 million for the years ended December 31, 2008 and 2009, respectively. The economic impact of the foregoing on our results of operations, financial condition and regulatory capital ratios has been severe. For the year ended December 31, 2009, we recognized a net loss of \$110.3 million. Additionally, despite our efforts to decrease total assets to

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mitigate the impact of losses on our regulatory capital ratios, our Tier 1 leverage and total risk-based capital ratios fell from 9.0% and 11.2% at December 31, 2007, to 4.5% and 8.5% at December 31, 2009.

As a result of the deterioration in our asset quality, operating performance and capital adequacy, on May 8, 2009, we entered into an agreement with HomeStreet Bank's primary banking regulators, the Federal Deposit Insurance Corporation, or FDIC, and the Washington State Department of Financial Institutions, or DFI, pursuant to which we consented to the entry of an Order to Cease & Desist from certain allegedly unsafe and unsound banking practices. On May 18, 2009, we entered into a similar agreement with HomeStreet, Inc.'s primary regulator, the Office of Thrift Supervision, or OTS. On July 21, 2011, the OTS was abolished and its supervisory and regulatory functions with respect to savings and loan holding companies, including the Company, were transferred to the Board of Governors of the Federal Reserve System, or the Federal Reserve. References in this prospectus to the Federal Reserve include the OTS prior to the transfer date with respect to those functions transferred to the Federal Reserve.

We refer to the Order to Cease & Desist with the FDIC and the DFI as the Bank Order, the Order to Cease & Desist with the Federal Reserve as the Company Order, and to the Bank Order and Company Order collectively as the Orders. Among other things, the Orders required us to increase our capital to certain specified levels, improve management, reduce classified assets and improve earnings. The Orders are described in more detail under "Regulation and Supervision - Cease and Desist Orders."

In light of the then-prevailing economic conditions confronting our organization and to acquire management experienced in bank turnaround and capital raising, the boards of directors of the Company and the Bank recruited a management team that has proven expertise in raising capital and in turning around troubled financial institutions. Beginning in late 2009, we hired Mark Mason, our Chief Executive Officer, David Hooston, our Chief Financial Officer, Jay Iseman, our Chief Credit Officer, and Godfrey Evans, our General Counsel and Chief Administrative Officer. These executives have developed and implemented a plan to manage and reduce our credit risk, reduce other real estate owned, or OREO, and associated loan and real estate loss exposures, improve our asset yields, maintain liquidity, increase and improve our core deposit base, reduce noncore funding dependence, reduce noninterest expenses, raise capital, and improve our relationships with our federal and state banking regulators. See "Business - Turnaround Plan."

As discussed below in greater detail, our new management team has improved our business since joining us, substantially improving our financial condition, results of operations and credit risk profile. Among other things, under our new management team:

For the nine months ended September 30, 2011 we recognized \$9.1 million of net income, comprised of net income of \$15.3 million for the three months ended September 30, 2011, net income of \$1.3 million for the three months ended June 30, 2011 and a net loss of \$7.4 million for the three months ended March 31, 2011. Our net income for the quarter ended September 30, 2011 included net valuation gains of \$12.2 million relating to changes in value of MSRs and associated hedging investments. Our net loss of \$34.2 million for the year ended December 31, 2010 was a significant improvement over the \$110.3 million loss for the year ended December 31, 2009. Our net loss in 2009 included the recognition of \$40.0 million of tax benefit related to the carry back of 2009 net operating losses to prior periods.

We have continued to improve and expand our single family mortgage banking operations. Loan volume, gain on mortgage loan origination and sales activities and servicing income have fluctuated along with interest rate trends during 2011. Loan volume and gain on loan origination and sales activities decreased during the first half of 2011, reflecting increases in mortgage interest rates during that period, followed by an increase in loan volume and corresponding gains during the third quarter of 2011 as interest rates declined. For the periods ended December, 2009 and 2010, the Bank originated \$2.73 billion and \$2.07 billion of single family loans, respectively, and originated \$1.09 billion and \$1.39 billion for the nine months ended September 30, 2011 and 2010, respectively.



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Classified assets have declined by \$512.9 million, or 69.5% from \$737.9 million, or 22.9% of total assets, at September 30, 2009 to \$225.0 million, or 9.7% of total assets at September 30, 2011. Our nonperforming assets have declined by \$292.5 million, or 64.7% from \$452.0 million, or 14.0% of total assets at September 30, 2009 to \$159.5 million, or 6.9% of total assets at September 30, 2011. More significantly, nonperforming loans have decreased to \$95.1 million, or 6.7% of total loans, at September 30, 2011 from \$388.7 million, or 17.7% of total loans, at September 30, 2009, and our ratio of total delinquent and nonaccruing loans to total loans has declined to 10.2% from 22.6% over the same period.

Construction and land loans, the type of loans from which we have experienced the highest default and losses during this economic downturn, have decreased to \$213.0 million, or 15.1% of total loans at September 30, 2011 from \$733.4 million, or 33.4% of total loans, at September 30, 2009.

Loan loss provisions and net charge-offs have decreased to \$3.3 million and \$14.5 million, respectively, for the first three quarters of 2011, from \$37.3 million and \$83.2 million for 2010 and \$153.5 million and \$101.7 million for 2009.

Bank noncore funding (retail certificates of deposit greater than \$250,000, brokered deposits and FHLB advances) has decreased to \$136.1 billion, or 6.4% of Bank funding, at September 30, 2011 from \$1.09 billion, or 36.2% of Bank funding, at September 30, 2009. As of September 30, 2011, we had no brokered deposits.

Bank core funding (checking, savings and core retail certificates of deposit less than \$250,000) has increased to \$1.99 billion, or 93.6% of Bank funding, at September 30, 2011 from \$1.91 billion, or 63.8% of Bank funding, at September 30, 2009, and in particular, total consumer and business checking balances and accounts have increased to \$204.2 million and 22,554 accounts from \$172.8 million and 19,572 accounts during that same period.

The yield on earning assets has increased to 3.79% for the third quarter of 2011 from 3.40% for the third quarter of 2009. This increase is due to the combined effect of: (1) establishing interest rate floors on loans at origination, extension, renewal or restructuring, (2) reducing our nonperforming assets and (3) changing the composition and extending the average duration of the investment securities portfolio.

The net interest margin has increased to 2.38% for the third quarter of 2011 from 0.85% for the third quarter of 2009.

Full time equivalent staff has been reduced by 4.1% in areas other than the single family lending segment between September 2009 and September 30, 2011. This includes a 53.1% reduction in residential construction lending staff and a 2.3% decrease in corporate operations departments.

Our Tier 1 leverage capital and total risk-based capital ratios stood at 5.6% and 9.8%, respectively, at September 30, 2011, as compared to 5.2% and 9.3% at September 30, 2009. Notwithstanding the net losses incurred in 2009 and 2010 and in the first quarter of 2011, the Bank's regulatory capital ratios have remained sufficient to be considered adequately capitalized within the meaning of the FDIC's prompt corrective action guidelines, in part as a result of our efforts to reduce total assets, which decreased from \$3.22 billion at September 30, 2009 to \$2.49 billion at December 31, 2010 and \$2.32 billion at September 30, 2011.

This offering reflects one of management's primary initiatives to improve our regulatory capital ratios. The Bank has not yet satisfied the capital ratios mandated by the Bank Order, and while this offering will improve our capital position and bring the Bank closer to compliance with these requirements, we will not be able to fully satisfy the requirements of the Bank Order based on this offering alone. However, we believe that following the contribution to the Bank of at least \$44.0 million in capital and subject to the successful completion of an on-site

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examination of the Bank by our primary regulators confirming our overall condition, we will qualify for replacement of the Bank Order with another form of enforcement agreement between the Bank and our regulators which we expect would include provisions for maintenance of at least an 8.5% Tier 1 capital ratio and continued improvement in the Bank's asset quality. Management does not have any reason to believe that the risk-based capital ratio will be increased in any subsequent enforcement order.

We anticipate that a contribution of approximately \$44.0 million of the aggregate net proceeds from this offering, together with the Bank's preliminary earnings for January and expected earnings in February, will bring the Bank's Tier 1 capital ratio to not less than 8.5%. However, if management determines that a greater or lesser amount would be necessary to reach that targeted capital ratio taking into account, among other things, changes in the average assets and variations in the Bank's net income that may affect our regulatory capital ratios, we may adjust the actual amount of the contribution, up to the aggregate net proceeds.

## **Critical Accounting Policies and Estimates**

The preparation of financial statements in accordance with the accounting principles generally accepted in the United States (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 judgments and assumptions inherent in those policies and estimates and the potential sensitivity of its 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 its financial statements are appropriate.

### ***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 including a specific allowance for impaired loans equal to the amount of impairment calculated on those loans, 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, impairment is measured 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 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, less disposal cost. 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 at the intervening six month point. We require an independent third-party appraisal at least annually

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for substandard loans and 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. Upon the receipt of an updated appraisal or collateral valuation, loan impairments are remeasured and recorded. 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. In the case of troubled debt restructurings ( TDRs ), such loans continue to be classified as impaired for so long as the loan is designated as a TDR. See Management s Discussion and Analysis Credit Risk Management Asset Quality and Nonperforming Assets.

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, including:

the level and trends of delinquencies;

variability in collateral valuations;

regional economic activity, including trends in regional unemployment;

the time periods during which the loans were originated;

the ability of the customer to continue to make payments as interest rates change;

changes in the experience, ability and depth of lending management;

the volume of nonaccrual and adversely classified loans; and

the results of internal and external loan reviews.

The methodology for evaluating the adequacy of the allowance for loan losses has two basic elements: first, the identification of impaired loans and the measurement of impairment for each individual loan identified; and second, a method for estimating an allowance for all other loans.

In estimating the general allowance for loan losses for unimpaired loans, such loans are segregated into loan portfolio segments. Loans are designated into homogeneous pools based on product types and similar risk characteristics or areas of risk concentration.

For each homogeneous loan pool, we estimate inherent losses by applying a rate of loss equal to four trailing quarters of historical losses. Additional incurred losses are also estimated for these same pools of loans based upon key risk indicators. Key risk indicators for each pool include the following: (1) loan delinquency trends, (2) variability in collateral valuation, (3) regional economic activity and trends, (4) current levels of interest rates and (5) the vintage of loans at origination. Key risk indicators 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.

## Edgar Filing: HomeStreet, Inc. - Form 424B4

Prior to issuing our financial statements, we review updated independent third-party appraisals received and internal collateral valuations prepared subsequent to the reporting period end and those currently in process to

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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.

Additionally, our credit administration department continually monitors conditions that affect the carrying values of our collateral, including local and regional economic factors as well as asset-specific factors such as tax values, comparable sales, and factors that affect or suggest changes in the actual collateral values. They also monitor and adjust for changes in comparable sales or competing projects, changes in zoning or entitlement status, changes in occupancy rates for income properties, and similar factors. If we deem such factors to be material, we generally perform an internal collateral valuation or will order an independent appraisal sooner than required under our appraisal policy.

The FDIC and the DFI, as an integral part of their examination process, review the allowance for loan losses. These agencies may require changes in the classification of criticized or adversely classified loans and additions to the allowance for loan losses based on their judgment about information available at the time of their examinations.

The allowance for loan losses, as reported in our consolidated statements of financial condition, is increased by a provision for loan losses, which is recognized in earnings, and reduced by the charge off of loan amounts, net of recoveries.

### ***Fair Value***

A portion of our assets are carried at fair value, including mortgage servicing rights, 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. The degree of management judgment involved in estimating the fair value of a financial instrument or other asset generally correlates to the level of observable pricing. Fair value measured from observable quoted market prices in an active market will generally require less management judgment. Conversely, financial instruments or other assets rarely traded or not quoted will generally require a higher degree of judgment from management to estimate fair value by choosing and applying valuation models to estimate the fair value. These valuation models may use inputs such as forward yield curves, loan prepayment assumptions, expected loss assumptions, market volatilities and pricing spreads using market-based inputs where available. While we believe that these inputs are comparable to those that would be used by other market participants, different assumptions could result in significant changes in valuation. Estimated fair value cannot be determined with precision and may not be realized in the actual sale or transfer of the asset or liability being valued in a current market exchange.

The following financial instruments and other assets require the management's most complex judgments and assumptions when estimating fair value:

### ***Mortgage Servicing Rights***

On January 1, 2007, we adopted Accounting Standards Codification 860, *Transfers and Servicing* (ASC 860). ASC 860 requires that the carrying value of mortgage servicing rights, or MSR, resulting from the sale or securitization of loans be initially measured at fair value at the date of transfer, and permits an election between fair value and the lower of amortized cost or fair value for subsequent measurement. As of January 1, 2010, management elected to account for single family mortgage servicing rights at fair value during the life of the MSR, with subsequent changes in fair value recorded through current period earnings. Fair value adjustments

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encompass market-driven valuation changes as well as run-off of value that occurs due to the passage of time. We continue to value multifamily MSR's at the lower of amortized cost or fair value.

MSR's are recorded as separate assets upon purchase of the rights or when we retain the right to service loans that we have originated and sold. Net gains on mortgage loan origination and sale activities depend, in part, on the fair value of MSR's. We value MSR's based on quoted market prices, other observable market data, or a discounted cash flow model depending on the availability of market information.

Subsequent fair value measurements of single family MSR's are determined by calculating the present value of estimated future net servicing income because MSR's are not traded in an active market with readily observable market prices. The discounted cash flow model uses several significant assumptions, such as 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. In addition, third-party valuations estimating the fair value of the mortgage servicing asset portfolio are obtained at least annually and compared to the carrying values of our MSR's.

Market expectations about loan duration, and correspondingly the expected term of future servicing cash flows, may vary from time to time due to changing 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 mortgage servicing rights. 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 mortgage servicing rights asset.

The mortgage servicing assets are reported in our consolidated statements of financial condition. The changes in fair value for the single family mortgage servicing assets and the amortization of the multifamily mortgage servicing assets are reported in our consolidated statements of operations.

### ***Investment Securities***

Investment securities are classified as available for sale and are carried at fair value. Amortization of premiums and accretion of discounts are recognized in interest income using the interest method, adjusted for anticipated prepayments where applicable. Unrealized holding gains and losses, net of income taxes, are excluded from earnings and reported as a separate component of accumulated other comprehensive income and reclassified into earnings when realized, such as upon sale of the security.

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 duration. An evaluation of each investment security is performed no less frequently than quarterly 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. Management also considers whether we intend to sell the security or if it is more likely than not that we will be required to sell the security prior to recovery. The determination of other-than-temporary impairment is a subjective process, requiring the use of judgments and assumptions in interpreting relevant market data. Other-than-temporary valuation losses on securities classified as available for sale are reported in our consolidated statements of operations.

### ***Derivatives and Hedging Activities***

We enter into contracts to manage the various risks associated with certain assets, liabilities or probable forecasted transactions. When we enter into derivative contracts, the derivative instrument is designated as: (1) a

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hedge of changes in fair value of a recognized asset or liability or of an unrecognized firm commitment (a fair value hedge), (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) or (3) held for other risk management purposes (risk management derivatives).

All derivatives, whether designated in hedging relationships or not, are recorded at fair value as either assets or liabilities in our consolidated statements of financial condition. Changes in fair value of derivatives that are not in hedge accounting relationships, such as risk management derivatives, are recorded in our consolidated statements of operations in the period in which the change occurs. Changes in the fair value of derivatives in qualifying fair value hedge accounting relationships are recorded each period in earnings along with the change in fair value of the hedged item attributable to the risk being hedged. Changes in fair value of derivatives that are designated as cash flow hedges, to the extent such hedges are deemed highly effective, are recorded as a separate component of accumulated other comprehensive income and reclassified into earnings when the earnings effect of the hedged cash flows is recognized.

The determination of whether a derivative qualifies for hedge accounting requires complex judgments about the application of ASC 815, *Derivatives and Hedging*. Additionally, this standard requires contemporaneous documentation of our hedging relationships. Such documentation includes the nature of the risk being hedged, the identification of the hedged item, or the group of hedged items that share the risk exposure that is designated as being hedged, the selection of the instrument that will be used to hedge the identified risk and the method used to assess effectiveness of the hedge relationship. The assessment of hedge effectiveness must support the determination that the hedging relationship is expected to be highly effective in achieving offsetting changes in fair value or cash flows attributable to the hedged risk during the period that the hedge is designated. If our assessment of effectiveness is not considered to be adequate to achieve hedge accounting treatment, the derivative is treated as a free-standing risk management instrument.

## ***Income Taxes***

In establishing an income tax provision, we must make judgments and interpretations about the application of these inherently complex tax laws. We must also make estimates about when in the future certain items will affect taxable income. Our interpretations may be subjected 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 from the resolution of income tax controversies. Such revisions in our estimates may be material to our operating results for any given quarter.

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 financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. 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.

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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.

**Results of Operations**

	At or for the Three Months Ended September 30,		At or for the Nine Months Ended September 30,		At or for the Year Ended December 31,		
	2011	2010	2011	2010	2010	2009	2008
Net income (loss), in thousands	\$ 15,258	\$ (5,361)	\$ 9,093	\$ (19,852)	\$ (34,247)	\$ (110,276)	\$ 8,429
Basic earnings (loss) per common share	\$ 11.29	\$ (3.97)	\$ 6.73	\$ (14.70)	\$ (25.35)	\$ (81.63)	\$ 6.25
Diluted earnings (loss) per common share	\$ 11.29	\$ (3.97)	\$ 6.73	\$ (14.70)	\$ (25.35)	\$ (81.63)	\$ 6.24
Return on average assets	2.67%	(0.80)%	0.53%	(0.89)%	(1.19)%	(3.47)%	0.29%
Return on average common shareholder equity	83.04%	(24.73)%	19.26%	(28.73)%	(38.00)%	(68.90)%	4.14%

**Comparison of the three and nine month periods ended September 30, 2011 to September 30, 2010**

For the three and nine month periods ended September 30, 2011, we reported net income of \$15.3 million and \$9.1 million, respectively, compared with net losses of \$5.4 million and \$19.9 million for the same periods in the prior year.



**Table of Contents****Average Balances and Rates**

Average balances, together with the total dollar amounts of interest income and expense, on a taxable-equivalent basis related to such balances and the weighted average rates, for the three months ended September 30, 2011 and 2010 were as follows:

	Three Months Ended September 30,					
	Average Balance	2011 Interest	Average Yield/Cost	Average Balance	2010 Interest	Average Yield/Cost
(in thousands)						
Assets:						
Interest-earning assets(1):						
Cash & cash equivalents	\$ 192,323	\$ 114	0.23%	\$ 209,331	\$ 130	0.24%
Investment securities	272,294	1,444	2.14%	305,342	1,071	1.35%
Loans held for sale	126,863	1,362	4.33%	137,890	1,811	5.26%
Loans held for investment	1,427,763	16,268	4.54%	1,813,447	19,042	4.19%
Total interest-earning assets(2)	2,019,243	19,188	3.79%	2,466,010	22,054	3.57%
Noninterest-earning assets(3)	265,216			224,811		
Total assets	\$ 2,284,459			\$ 2,690,821		
Liabilities and Shareholders' Equity:						
Deposits:						
Interest-bearing demand accounts	\$ 133,006	140	0.42%	\$ 112,051	173	0.61%
Savings accounts	58,043	73	0.50%	49,319	106	0.85%
Money market accounts	461,278	715	0.62%	378,482	990	1.04%
Certificate accounts	1,135,061	4,920	1.72%	1,535,509	8,082	2.09%
Deposits	1,787,388	5,848	1.30%	2,075,361	9,351	1.79%
FHLB advances	72,267	855	4.69%	178,260	1,258	2.80%
Long-term debt	61,857	459	2.97%	66,857	1,084	6.48%
Total interest-bearing liabilities(2)	1,921,512	7,162	1.48%	2,320,478	11,693	2.00%
Other noninterest-bearing liabilities	289,448			283,639		
Total liabilities	2,210,960			2,604,117		
Shareholders' equity	73,499			86,704		
Total liabilities and shareholders' equity	\$ 2,284,459			\$ 2,690,821		
Net interest income(4)		\$ 12,026			\$ 10,361	
Net interest spread			2.31%			1.57%
Impact of noninterest-bearing sources			0.07%			0.11%
Net interest margin			2.38%			1.68%

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

(2) Average interest-earning assets and interest-bearing liabilities were computed using daily average balances.

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- (3) Includes loan balances that have been foreclosed and are now reclassified to other real estate owned.
  
- (4) Includes taxable-equivalent adjustments primarily related to tax-exempt income on certain loans and securities of \$56,000 and \$73,000 for the quarters ended September 30, 2011 and 2010, respectively. The federal statutory tax rate was 35% for the periods presented.

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Average balances, together with the total dollar amounts of interest income and expense, on a taxable-equivalent basis related to such balances and the weighted average rates, for the nine months ended September 30, 2011 and 2010 were as follows:

	Nine Months Ended September 30,					
	Average Balance	2011 Interest	Average Yield/Cost	Average Balance	2010 Interest	Average Yield/Cost
(in thousands)						
Assets:						
Interest-earning assets(1):						
Cash & cash equivalents	\$ 151,763	\$ 265	0.23%	\$ 217,573	\$ 469	0.29%
Investment securities	295,988	5,215	2.35%	492,668	5,881	1.59%
Loans held for sale	109,896	3,566	4.33%	102,630	4,300	5.59%
Loans held for investment	1,509,296	50,756	4.49%	1,936,583	59,744	4.12%
Total interest-earning assets(2)	2,066,943	59,802	3.86%	2,749,454	70,394	3.42%
Noninterest-earning assets(3)	241,181			221,204		
Total assets	\$ 2,308,124			\$ 2,970,658		
Liabilities and Shareholders' Equity:						
Deposits:						
Interest-bearing demand accounts	\$ 126,769	458	0.48%	\$ 108,701	520	0.64%
Savings accounts	55,367	257	0.62%	55,720	377	0.91%
Money market accounts	438,922	2,297	0.70%	372,372	3,085	1.11%
Certificate accounts	1,216,650	16,415	1.80%	1,569,790	27,020	2.30%
Deposits	1,837,708	19,427	1.41%	2,106,583	31,002	1.97%
FHLB advances	105,410	3,122	3.95%	454,947	10,316	3.03%
Long-term debt	62,725	1,586	3.37%	66,857	3,298	6.58%
Other borrowings		1	0.00%	93	3	0.00%
Total interest-bearing liabilities(2)	2,005,843	24,136	1.61%	2,628,480	44,619	2.27%
Other noninterest-bearing liabilities	239,323			250,028		
Total liabilities	2,245,166			2,878,508		
Shareholders' equity	62,958			92,150		
Total liabilities and shareholders' equity	\$ 2,308,124			\$ 2,970,658		
Net interest income(4)		\$ 35,666			\$ 25,775	
Net interest spread			2.25%			1.15%
Impact of noninterest-bearing sources			0.05%			0.10%
Net interest margin			2.30%			1.25%

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

(2) Average interest-earning assets and interest-bearing liabilities were computed using daily average balances.

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- (3) Includes loan balances that have been foreclosed and are now reclassified to other real estate owned.
  
- (4) Includes taxable-equivalent adjustments primarily related to tax-exempt income on certain loans and securities of \$192,000 and \$227,000 for the nine months ended September 30, 2011 and 2010, respectively. The federal statutory tax rate was 35% for the periods presented. We have not included interest income from nonaccrual loans in the tables presented above. The additional interest income that would have been recorded during the periods presented if the loans had been accruing was

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\$1.1 million and \$2.5 million for the three months ended September 30, 2011 and 2010, respectively, and \$4.0 million and \$9.2 million for the nine months ended September 30, 2011 and 2010, respectively. The primary reason for this decline is a decrease of \$93.5 million, or 49.6%, in nonaccrual loans, to \$95.1 million at September 30, 2011 from \$188.6 million at September 30, 2010 which includes a decrease of \$29.0 or 23.4% from \$124.1 million at March 31, 2011.

**Rate and Volume Analysis**

The following tables present 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 (changes in rate multiplied by changes 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.

	<b>Three Months Ended September 30, 2011 vs. 2010</b>		
	<b>Increase (Decrease)</b>		<b>Total Change</b>
	<b>Rate</b>	<b>Due to Volume</b>	
<b>(in thousands)</b>			
<b>Assets:</b>			
<b>Interest-earning assets:</b>			
Cash & cash equivalents	\$ (4)	\$ (12)	\$ (16)
Investment securities	505	(132)	373
Loans held for sale	(309)	(140)	(449)
Total loans held for investment	1,539	(4,313)	(2,774)
<b>Total interest-earning assets</b>	<b>1,731</b>	<b>(4,597)</b>	<b>(2,866)</b>
<b>Liabilities:</b>			
<b>Deposits:</b>			
Interest-bearing demand accounts	(62)	29	(33)
Savings accounts	(49)	16	(33)
Money market accounts	(461)	186	(275)
Certificate accounts	(1,276)	(1,886)	(3,162)
Deposits	(1,848)	(1,655)	(3,503)
FHLB advances	581	(984)	(403)
Long-term debt	(548)	(77)	(625)
<b>Total interest-bearing liabilities</b>	<b>(1,815)</b>	<b>(2,716)</b>	<b>(4,531)</b>
<b>Total changes in net interest income</b>	<b>\$ 3,546</b>	<b>\$ (1,881)</b>	<b>\$ 1,665</b>

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	Nine Months Ended September 30, 2011 vs. 2010		
	Increase (Decrease) Due to		Total Change
	Rate	Volume	
<b>(in thousands)</b>			
<b>Assets:</b>			
<b>Interest-earning assets:</b>			
Cash & cash equivalents	\$ (79)	\$ (125)	\$ (204)
Investment securities	2,184	(2,850)	(666)
Loans held for sale	(1,070)	336	(734)
Loans held for investment	5,021	(14,009)	(8,988)
<b>Total interest-earning assets</b>	<b>\$ 6,056</b>	<b>\$ (16,648)</b>	<b>\$ (10,592)</b>
<b>Liabilities:</b>			
<b>Deposits:</b>			
Interest-bearing demand accounts	\$ (140)	\$ 78	\$ (62)
Savings accounts	(117)	(3)	(120)
Money market accounts	(1,273)	485	(788)
Certificate accounts	(5,195)	(5,410)	(10,605)
<b>Deposits</b>	<b>(6,725)</b>	<b>(4,850)</b>	<b>(11,575)</b>
FHLB advances	2,449	(9,643)	(7,194)
Long-term debt	(1,521)	(191)	(1,712)
Other borrowings		(2)	(2)
<b>Total interest-bearing liabilities</b>	<b>(5,797)</b>	<b>(14,686)</b>	<b>(20,483)</b>
<b>Total changes in net interest income</b>	<b>\$ 11,853</b>	<b>\$ (1,962)</b>	<b>\$ 9,891</b>

**Net Interest Income**

Our profitability depends partially on our level of net interest income, which is the difference between income earned on our interest-earning assets, primarily loans and investment securities, and the rate paid on interest-bearing liabilities, primarily deposits and borrowed funds, including our outstanding trust preferred securities, interest paid on our recently retired senior notes, and advances from the FHLB of Seattle.

Net interest income, on a tax equivalent basis, for the three and nine months ended September 30, 2011 was \$12.0 million and \$35.7 million respectively, increases of \$1.7 million, or 16.1% and \$9.9 million, or 38.4%, respectively, compared with \$10.4 million and \$25.8 million for the same periods in the prior year. The net interest margin for the third quarter of 2011 was 2.38% and for the nine months ended September 30, 2011 was 2.30% compared to 1.68% and 1.25% for the same periods in the prior year. Our balance sheet restructuring activities, which began in 2010, include strategies designed to improve our yield on interest earning assets and decrease our dependence on high-cost, noncore, high-balance retail certificates of deposit, brokered certificates of deposit and FHLB borrowings and attract more stable, relation-based, lower-cost consumer and business transaction account deposits. These results were partially offset by a decrease in our portfolio of loans held for investment, which reduced our net interest income. Also, during this time we have established interest rate floors, or minimum interest rates, on our variable-rate loans upon extension, renewal or restructuring. These actions to date have resulted in a significant increase in our net interest margin. As we continue to restructure our balance sheet focusing on improving interest margins, we expect continued improvement in net interest income and net interest margin.

We experienced a significant change in the components of net interest income from the three months ended September 30, 2011 compared to the three months ended September 30, 2010. In the third quarter of 2011, total



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interest income, on a tax equivalent basis, decreased \$2.9 million, or 13.0% from the same period of 2010 to \$19.2 million. Our average balances of outstanding loans held for investment declined \$385.7 million, which had the effect of lowering our interest income by \$4.3 million. Partially offsetting this decrease was an increase in the average yield on loans in our held for investment portfolio, reflecting the impact of lower average nonaccrual loan balances and higher interest rates upon loan renewal or extension, all of which had the effect of increasing interest income from loans held for investment by \$1.5 million. Our average balances of investment securities available for sale declined \$33.0 million, which had the effect of lowering our interest income by \$0.1 million. Partially offsetting this decrease was an increase in the weighted-average yield on investment securities available for sale, reflecting an increase in the average duration of the portfolio, which had the effect of increasing interest income by \$0.5 million.

At the same time total interest expense decreased \$4.5 million, or 38.7% to \$7.2 million. Our average balance of FHLB borrowings declined \$106.0 million, which had the effect of lowering interest expense by \$1.0 million. During 2010 and continuing through the first nine months of 2011, we reduced wholesale funding by pre-paying or allowing FHLB borrowings and higher cost noncore and brokered certificate accounts to mature without renewal. Our average certificate account balances declined \$400.4 million with a corresponding decrease in the weighted-average cost of these deposits, which had a combined effect of decreasing interest expense by \$3.2 million.

We experienced significant changes in the components of net interest income for the first nine months of 2011 as compared to the first nine months of 2010 consistent with the trends between the three months ended September 30, 2011 and the three months ended September 30, 2010. For the nine months ended September 30, 2011, total interest income, on a tax equivalent basis, decreased \$10.6 million, or 15.0%, to \$59.8 million. Our average balances of outstanding loans held for investment declined \$427.3 million, which had the effect of lowering our interest income by \$14.0 million. Partially offsetting this decrease was an increase in the average yield on loans in our held for investment portfolio, reflecting the impact of lower average nonaccrual loan balances and higher interest rates upon loan renewal or extension, all of which had the effect of increasing interest income by \$5.0 million. As a result, our interest income decreased by \$9.0 million. Our average balances of investment securities available for sale declined \$196.7 million, which had the effect of lowering our interest income by \$2.9 million. Partially offsetting this decrease was an increase in the weighted-average yield on investment securities available for sale, reflecting an increase in the average duration of the portfolio, which had the effect of increasing interest income by \$2.2 million.

At the same time total interest expense decreased \$20.5 million, or 45.9%, to \$24.1 million. Our average balance of FHLB borrowings declined \$349.5 million, which had the effect of lowering interest expense by \$9.6 million. During 2010 and continuing through the first three quarters of 2011, we reduced wholesale funding by pre-paying or allowing FHLB borrowings and higher cost noncore and brokered certificate accounts to mature without renewal. Our average certificate account balances declined \$353.1 million with a corresponding decrease in the weighted-average cost of these deposits, which had a combined effect of decreasing interest expense by \$10.6 million.

**Provision for Loan Losses**

We recorded loan loss provision expense of \$1.0 million and \$3.3 million for the three and nine month periods ended September 30, 2011, respectively, compared with \$12.0 million and \$29.1 million for the same periods in the prior year. No provision expense was recorded for the first quarter of 2011. These declines resulted primarily from reductions in classified and nonperforming assets and related reductions in net loan charge-offs. Additionally, in the first nine months of 2011, we recorded loan recoveries of \$6.6 million, including a \$4.0 million recovery in the first three months of 2011. The decline in provision expense results from a reduction in total loans held for investment of 11.6% to \$1.36 billion at September 30, 2011 from \$1.54 billion at December 31, 2010, coupled with an overall improvement in credit quality. Our improvements in credit quality



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include a reduction in classified assets to \$225.0 million at September 30, 2011 from \$363.9 million at December 31, 2010, a decrease of \$138.9 million, or 38.2%. Similarly, nonperforming assets declined over that same period to \$159.5 million from \$283.7 million, a decrease of \$124.2 million, or 43.8%. Likewise, net charge-offs declined to \$14.5 million during the first three quarters of 2011 from \$83.2 million during the year ended December 31, 2010, an annualized decrease of approximately 76.8%. The provision for loan losses is discussed in greater detail below in Risk Management Credit Risk Management .

**Noninterest Income**

Noninterest income for the three and nine months ended September 30, 2011 was \$37.3 million and \$70.6 million, respectively, increases of \$9.6 million, or 34.5%, and \$1.8 million, or 2.7% from \$27.7 million and \$68.8 million for the same periods in the prior year. Our noninterest income is heavily dependent upon our single family mortgage banking activities. The level of our mortgage banking activity fluctuates and is influenced by mortgage interest rates, the economy, employment and housing affordability, among other factors. These increases in noninterest income reflect an increase in mortgage servicing income, partially offset by decreases in net gains on mortgage loan origination and sales activities. Additionally, in the first quarter of 2011 we recognized a \$2.0 million gain on the early retirement of our USAA long-term debt. Gain on sale of investment securities available for sale of \$6.0 million for the nine months ended September 30, 2010 was the result of balance sheet restructuring activities during the second quarter of 2010, the proceeds of which were utilized to prepay FHLB advances.

Noninterest income consisted of the following:

(in thousands)	Three Months Ended September 30,		Dollar Change	Nine Months Ended September 30,		Dollar Change
	2011	2010		2011	2010	
Noninterest income						
Net gains on mortgage loan origination and sales activities	\$ 16,055	\$ 19,439	\$ (3,384)	\$ 30,454	\$ 38,026	\$ (7,572)
Mortgage servicing	18,532	6,076	12,456	32,093	19,242	12,851
Income from Windermere Mortgage Services	902	676	226	1,380	1,356	24
Gain on debt extinguishment				2,000		2,000
Depositor and other retail banking fees	778	875	(97)	2,313	2,569	(256)
Insurance commissions	103	238	(135)	724	714	10
Gain on sale of investment securities available for sale	642	88	554	643	6,016	(5,373)
Other	256	318	(62)	1,042	893	149
Total noninterest income	\$ 37,268	\$ 27,710	\$ 9,558	\$ 70,649	\$ 68,816	\$ 1,833

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

*Net gains on mortgage loan origination and sales activities* were \$16.1 million and \$30.5 million for the three and nine month periods ended September 30, 2011, respectively, reflecting decreases of \$3.4 million, or 17.4%, and \$7.6 million, or 19.9%, from \$19.4 million and \$38.0 million for the same periods in the prior year. These decreases were primarily due to a reduction in single family loan origination volume, which declined from \$586.7 million and \$1.39 billion for the three and nine month periods ended September 30, 2010 to \$484.4 million and \$1.09 billion for the same periods in 2011, reductions of 17.4% and 22.1%, respectively. For the nine months ended September 30, 2011, decreases due to reductions in single family loan origination volume were partially offset by higher profit margins available in the marketplace.

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Mortgage servicing income consisted of the following:

	Three Months Ended September 30,						Dollar Change 2011 vs. 2010 Total
	2011			2010			
(in thousands)	Single family	Multifamily	Total	Single family	Multifamily	Total	
Servicing fees and other	\$ 5,548	\$ 1,245	\$ 6,793	\$ 5,221	\$ 714	\$ 5,935	\$ 858
Changes in fair value, single-family mortgage servicing rights:							
Due to changes in model or assumptions(1)	(20,068)	n/a	(20,068)	(10,479)	n/a	(10,479)	(9,589)
Due to payments on loan balances and other(2)	(6,073)	n/a	(6,073)	(4,036)	n/a	(4,036)	(2,037)
Amortization	n/a	(455)	(455)	n/a	(312)	(312)	(143)
Net gain from derivatives economically hedging MSR	38,335		38,335	14,968		14,968	23,367
<b>Mortgage servicing</b>	<b>\$ 17,742</b>	<b>\$ 790</b>	<b>\$ 18,532</b>	<b>\$ 5,674</b>	<b>\$ 402</b>	<b>\$ 6,076</b>	<b>\$ 12,456</b>

(1) Principally reflects changes in discount rates and prepayment speed assumptions, mostly due to changes in interest rates.

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

	Nine Months Ended September 30,						Dollar Change 2011 vs. 2010 Total
	2011			2010			
(in thousands)	Single family	Multifamily	Total	Single family	Multifamily	Total	
Servicing fees and other	\$ 16,339	\$ 3,268	\$ 19,607	\$ 15,241	\$ 2,312	\$ 17,553	\$ 2,054
Changes in fair value, single-family mortgage servicing rights:							
Due to changes in model or assumptions(1)	(21,582)	n/a	(21,582)	(28,373)	n/a	(28,373)	6,791
Due to payments on loan balances and other(2)	(10,332)	n/a	(10,332)	(11,035)	n/a	(11,035)	703
Amortization	n/a	(1,121)	(1,121)	n/a	(1,043)	(1,043)	(78)
Net gain from derivatives economically hedging MSR	45,521		45,521	42,140		42,140	3,381
<b>Mortgage servicing</b>	<b>\$ 29,946</b>	<b>\$ 2,147</b>	<b>\$ 32,093</b>	<b>\$ 17,973</b>	<b>\$ 1,269</b>	<b>\$ 19,242</b>	<b>\$ 12,851</b>

(1) Principally reflects changes in discount rates and prepayment speed assumptions, mostly due to changes in interest rates.

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

For the three and nine month periods ended September 30, 2011, mortgage servicing income was \$18.5 million and \$32.1 million, respectively, reflecting increases of \$12.5 million, or more than 100% and \$12.9 million, or 66.8%, from \$6.1 million and \$19.2 million for the same periods in the prior year. For the same periods servicing fees and other increased \$0.9 million, or 14.5%, and \$2.1 million, or 11.7%, primarily as a result of growth in our portfolio of single family loans serviced for others. Substantially all of our new mortgage loan originations are designated as held for sale, most of which are sold with servicing retained. Mortgage



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servicing income also includes changes in the fair value of single family mortgage servicing rights, or MSR, during the period as well as changes in value of derivatives (economic hedges) used to hedge changes in fair value of our single family MSR. Multifamily MSR are recorded at the lower of amortized cost or fair value.

For the three month period ended September 30, 2011, we recognized net valuation gains of \$12.2 million (\$26.1 million decrease in fair value of single family MSR offset by \$38.3 million of hedge gains), compared with \$0.5 million of net MSR valuation gains (\$14.5 million decrease in fair value of single family MSR offset by a \$15.0 million hedge gain) for the same period in the prior year. As a result of global economic events during the third quarter of 2011 interest rates experienced an abrupt and severe decline, the spread between mortgage interest rates and swap interest rates widened and current and estimated future prepayments declined from previously modeled rates. As a consequence of the foregoing, we experienced significantly higher net MSR/hedge valuation gains in this period as compared to the prior periods.

For the nine month period ended September 30, 2011, we recognized net valuation gains of \$13.6 million (\$31.9 million decrease in fair value of single family MSR offset by a \$45.5 million hedge gain), compared with a \$2.7 million net MSR valuation gain (\$39.4 million decrease in fair value of single family MSR offset by a \$42.1 million hedge gain) for the same period in the prior year.

*Income from Windermere Mortgage Services, Inc.* was \$902,000 and \$1.4 million for the three and nine month periods ended September 30, 2011, respectively, an increase of \$226,000, or 33.4%, and an increase of \$24,000, or 1.8%, from \$676,000 and \$1.4 million for the same periods in the prior year. Changes in income from Windermere Mortgage Services for the three months ended September 30, 2011 compared with 2010 were primarily due to premium loan pricing, reflecting current market conditions.

*Gain on debt extinguishment* was \$2.0 million for the first three quarters of 2011, compared with \$0 for the same period in the prior year. This increase was due to the negotiated settlement of the long-term debt arrangement with USAA during the first quarter of 2011 for \$3.0 million, a \$2.0 million discount recorded as a gain from the \$5.0 million carrying value of the debt.

*Depositor and other retail banking fees* were \$778,000 and \$2.3 million for the three and nine month periods ended September 30, 2011, respectively, reflecting decreases of \$97,000, or 11.1%, and \$256,000, or 10.0%, from \$875,000 and \$2.6 million for the same periods in the prior year. These decreases are primarily due to the decrease in insufficient funds fees associated with the impacts of regulatory changes, partially offset by an increase in the number of customer transaction accounts.

*Insurance commissions income* was \$103,000 and \$724,000 for the three and nine month periods ended September 30, 2011, respectively, reflecting a decrease of \$135,000, or 56.7%, and an increase of \$10,000, or 1.4%, from \$238,000 and \$714,000 for the same periods in the prior year. The decrease for the three months ended September 30, 2011 was primarily a result of a decrease in annuity sales.

*Gain on sale of securities available for sale* was \$642,000 and \$643,000 for the three and nine month periods ended September 30, 2011, respectively, reflecting a change from \$88,000 and \$6.0 million for the same periods in the prior years. During 2010, the sale of certain investment securities was an integral part of balance sheet restructuring activities.

*Other income* was \$256,000 and \$1.0 million for the three and nine month periods ended September 30, 2011, respectively, reflecting a decrease of \$62,000, or 19.5%, and an increase of \$149,000, or 16.7%, from \$318,000 and \$893,000 for the same periods in the prior year reflecting changes in derivative fair values, primarily interest rate swaps, used as interest rate risk management instruments.

**Noninterest Expense**

Noninterest expense for the three and nine month periods ended September 30, 2011 was \$32.6 million and \$93.3 million, respectively, reflecting increases of \$626,000, or 2.0%, and \$7.6 million, or 8.9%, from \$32.0

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million and \$85.7 million in the prior year periods. Increasing noninterest expense for the three months ended September 30, 2011 as compared to the prior year period was primarily due to increases in salaries and related costs, reflecting increases in headcount as we continue to expand single family lending operations, as well as an increase in the general and administrative expenses partially offset by a decrease in federal deposit insurance corporation assessment. For the nine months ended September 30, 2011, the increase was primarily due to increases in OREO expenses and valuation reserves recorded in the first three quarters of 2011, partially offset by a decrease in FHLB prepayment penalties of \$5.5 million associated with the early retirement of \$390.7 million of FHLB borrowings in the second quarter of 2010.

Noninterest expense consisted of the following:

(in thousands)	<b>Three Months Ended September 30,</b>		<b>Dollar</b>	<b>Nine Months Ended September 30,</b>		<b>Dollar</b>
	<b>2011</b>	<b>2010</b>	<b>Change</b>	<b>2011</b>	<b>2010</b>	<b>Change</b>
<b>Noninterest expense</b>						
Salaries and related costs	\$ 13,217	\$ 12,685	\$ 532	\$ 37,056	\$ 36,132	\$ 924
General and administrative	4,599	4,204	395	13,059	11,310	1,749
Federal Home Loan Bank prepayment penalty					5,458	