EverBank Financial Corp
Form S-1/A
October 31, 2012
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As filed with the Securities and Exchange Commission on October 31, 2012.

Registration No. 333-184381

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2

to

Form S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

EVERBANK FINANCIAL CORP

(Exact name of registrant as specified in its charter)

Delaware	**6035**	**52-2024090**
(State or other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

501 Riverside Ave.

Jacksonville, Florida 32202

(904) 281-6000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Thomas A. Hajda

Executive Vice President and General Counsel

501 Riverside Ave.

Jacksonville, Florida 32202

(904) 281-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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New York, New York 10017

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. ¨

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

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

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

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

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Proposed Maximum Aggregate Offering Price(1)(2)**	**Amount of Registration Fee**
Depositary Shares of EverBank Financial Corp (each representing a 1/1000th interest in a share of % Series A Non-Cumulative Perpetual Preferred Stock)(3)	$100,000,000	$13,640(5)
% Series A Non-Cumulative Perpetual Preferred Stock(4)		

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

(2) Includes depositary shares to be sold upon exercise of the underwriters option to purchase additional shares.

(3) All of the shares of % Series A Non-Cumulative Perpetual Preferred Stock, or Series A Preferred Stock, offered hereby will be sold as fractional interests in the form of depositary shares. Each depositary share will be issued pursuant to a depositary agreement, will represent a 1/1000th ownership interest in a share of Series A Preferred Stock and will be evidenced by a depositary receipt. Each holder of a depositary share will be entitled to all proportional rights and preferences of the Series A Preferred Stock represented thereby.

(4) No separate consideration will be received for the shares of preferred stock issued by EverBank Financial Corp represented by the depositary shares. No separate registration fee will be paid in respect of any such shares of preferred stock.

(5) Previously paid.

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

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, Dated October 31, 2012

EverBank Financial Corp

3,478,261 Depositary Shares, Each Representing a 1/1,000th Interest

in a Share of % Series A Non-Cumulative Perpetual Preferred Stock

EverBank Financial Corp is offering 3,478,261 depositary shares, each representing a 1/1,000th ownership interest in a share of % Series A Non-Cumulative Perpetual Preferred Stock, $0.01 par value per share, with a liquidation preference of $25,000 per share (equivalent to $25 per depositary share), or the Series A Preferred Stock. As a holder of depositary shares, you will be entitled to all proportional rights and preferences of the Series A Preferred Stock (including dividend, voting, redemption and liquidation rights). You must exercise such rights through the depositary.

Dividends on the Series A Preferred Stock, when, as and if declared by our board of directors or a duly authorized committee of the board, will accrue and be payable on the liquidation preference amount, on a non-cumulative basis, quarterly in arrears on the 5th day of January, April, July and October of each year, commencing on January 5, 2013, at a rate per annum equal to %. We currently anticipate paying dividends on the Series A Preferred Stock commencing with the first scheduled payment date on January 5, 2013. If our board of directors or a duly authorized committee of the board has not declared a dividend on the Series A Preferred Stock before the dividend payment date for any dividend period, such dividend shall not be cumulative and shall not accrue or be payable for such dividend period, and we will have no obligation to pay dividends for such dividend period, whether or not dividends on the Series A Preferred Stock are declared for any future dividend period. Payment of dividends on the Series A Preferred Stock is subject to certain legal, regulatory and other restrictions as described in more detail under Regulation and Supervision Regulation of Federal Savings Banks Limitation on Capital Distributions and Description of Series A Preferred Stock Dividends .

The Series A Preferred Stock may be redeemed at our option (i) in whole or in part on January 5, 2018, or any dividend payment date thereafter, or (ii) in whole, but not in part at any time within 90 days following a regulatory capital treatment event, as described herein, in each case at a redemption price equal to $25,000 per share (equivalent to $25 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends, to, but excluding, the redemption date.

The Series A Preferred Stock will not have any voting rights, except as set forth under Description of Series A Preferred Stock Voting Rights on page 225.

We intend to apply to list the depositary shares on the New York Stock Exchange, or the NYSE, under the symbol EVER-PrA. If the application is approved, we expect trading of the depositary shares on the NYSE to begin within the 30-day period after the initial delivery of the depositary shares.

The depositary shares are equity securities and will not be savings accounts, deposits or other obligations of any bank and are not insured by the Federal Deposit Insurance Corporation or any other government agency or instrumentality.

Investing in the depositary shares involves risks. Potential purchasers of the depositary shares should consider the information set forth in the Risk Factors section beginning on page 29.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

EverBank Financial Corp is an emerging growth company, as defined in Section 2(a) of the Securities Act of 1933.

	Per Depositary Share	Total
Price to Public	$	$
Underwriting discounts	$	$
Proceeds before expenses	$	$

The underwriters are offering the depositary shares as set forth under Underwriting. Delivery of the depositary shares in book-entry form through The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, or Euroclear, and Clearstream Banking, société anonyme, or Clearstream, is expected to be made on or about , 2012.

We have granted the underwriters an option to purchase up to an additional 521,739 depositary shares within 30 days after the date of this prospectus at the public offering price, less underwriting discounts and commissions.

Joint Book-Running Managers

BofA Merrill Lynch **Morgan Stanley** **UBS Investment Bank** **Goldman, Sachs & Co.**

Lead Manager

Raymond James

Prospectus dated , 2012.

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You should rely only on the information contained in this prospectus or in any free writing prospectus we may authorize to be delivered to you. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different information, you should not rely on it. We are not, and the underwriters are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus.

These securities are not deposits, bank accounts or obligations of any bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency and are subject to investment risks, including possible loss of the entire amount invested.

For investors outside the United States: Neither we nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus.

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PROSPECTUS SUMMARY

The following is a summary of selected information contained elsewhere in this prospectus. It does not contain all of the information that you should consider before deciding to purchase the depositary shares offered hereby. You should read this entire prospectus carefully, especially the Risk Factors section and the historical and pro forma financial statements and the related notes thereto and management s discussion and analysis thereof included elsewhere in this prospectus before making an investment decision to purchase the depositary shares. Unless we state otherwise or the context otherwise requires, references in this prospectus to EverBank Financial Corp, we, our, us, and the Company for all periods subsequent to May 8, 2012 refer to EverBank Financial Corp, a Delaware corporation, and its consolidated subsidiaries, and for all periods prior to May 8, 2012, these terms refer to EverBank Financial Corp, a Florida corporation, and its predecessors and their respective consolidated subsidiaries.

EverBank Financial Corp

Overview

We are a diversified financial services company that provides innovative banking, lending and investing products and services to approximately 575,000 customers nationwide through scalable, low-cost distribution channels. Our business model attracts financially sophisticated, self-directed, mass-affluent customers and a diverse base of small and medium-sized business customers. We market and distribute our products and services primarily through our integrated online financial portal, which is augmented by our nationwide network of independent financial advisors, 14 high-volume financial centers in targeted Florida markets and other financial intermediaries. These channels are connected by technology-driven centralized platforms, which provide operating leverage throughout our business.

We have a suite of asset origination and fee income businesses that individually generate high quality assets with attractive financial returns and collectively leverage our core deposit franchise and customer base. We originate, invest in, sell and service residential mortgage loans, equipment leases, commercial loans and various other consumer loans, as market conditions warrant. Our organic origination activities are scalable, significant relative to our balance sheet size and provide us with growth potential. Additionally, our origination, lending and servicing expertise positions us to acquire assets in the capital markets when risk-adjusted returns available through acquisition exceed those available through origination. Our rigorous analytical approach provides capital markets discipline to calibrate our levels of asset origination, retention and acquisition. These activities diversify our earnings, strengthen our balance sheet and provide us with flexibility to capitalize on market opportunities.

Our deposit franchise fosters strong relationships with a large number of financially sophisticated customers and provides us with a stable and flexible source of low, all-in cost funding. We have a demonstrated ability to grow our customer deposit base significantly with short lead time by adapting our product offerings and marketing activities rather than incurring the higher fixed operating costs inherent in more branch-intensive banking models. Our extensive offering of deposit products and services includes proprietary features that distinguish us from our competitors and enhance our value proposition to customers. Our products, distribution and marketing strategies allow us to generate deposit growth while maintaining an attractive mix of high-value transaction and savings accounts.

Our organic growth has been supplemented by selective acquisitions of portfolios and businesses, including our recent acquisitions of General Electric Capital Corporation s, or GECC, Business Property Lending, Inc., or Business Property Lending, and MetLife Bank s warehouse finance business. Additionally, in 2010 we acquired the banking operations of the Bank of Florida Corporation, or Bank of Florida, in a Federal Deposit Insurance Corporation, or FDIC, assisted transaction and Tygris Commercial Finance Group, Inc., or Tygris, a commercial finance company. We evaluate and pursue financially attractive opportunities to enhance

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our franchise on an ongoing basis. We have also recently made significant investments in our business infrastructure, management team and operating platforms that we believe will enable us to grow our business efficiently and further capitalize on organic growth and strategic acquisition opportunities.

We have recorded positive earnings in every full year since 1995. From 2000 to 2011, we recorded an average return on average equity, or ROAE, of 14.9% and a net income compound annual growth rate, or CAGR, of 22%. As of June 30, 2012, we had total assets of $15.0 billion and total shareholders equity of $1.2 billion.

History

The following chart shows key events in our history, and the corresponding growth in our assets and deposits over time:

Asset Origination and Fee Income Businesses

We have a suite of asset origination and fee income businesses that individually generate attractive financial returns and collectively leverage our low-cost deposit franchise and mass-affluent customer base. These businesses diversify our earnings, strengthen our balance sheet and provide us with increased flexibility to manage through changing market and operating environments.

Our asset origination and fee income businesses include the following:

Mortgage Banking. We originate prime residential mortgage loans using a centrally controlled underwriting, processing and fulfillment infrastructure through financial intermediaries (including community banks, credit unions, mortgage bankers and brokers), consumer direct channels and financial centers. These low-cost, scalable distribution channels are consistent with our deposit distribution model. We have recently expanded our retail and correspondent distribution channels and emphasized jumbo prime mortgages, which we retain on our balance sheet, to our mass-affluent customer base.

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Our mortgage servicing business includes collecting loan payments, remitting principal and interest payments to investors, managing escrow funds and other activities. In addition to generating significant fee income, our mortgage banking activities provide us with direct asset acquisition opportunities. We believe that our mortgage banking expertise, insight and resources position us to make strategic investment decisions, effectively manage our loan and investment portfolio and capitalize on significant changes currently taking place in the industry.

Commercial Finance. We entered the commercial finance business as a result of our acquisition of Tygris. We originate equipment leases nationwide through relationships with approximately 280 equipment vendors with large networks of high quality borrowers and provide asset-backed loan facilities to other leasing companies. Since the acquisition, we have increased our origination activity by growing volumes in existing products as well as adding new products, customers and industries. Our commercial finance activities provide us with access to a variety of small business customers which creates opportunities to cross-sell our deposit, lending and wealth management products.

Commercial Lending. We have historically originated a variety of commercial loans, including owner-occupied commercial real estate, commercial investment property and small business commercial loans principally through our financial centers. We have not been originating a significant volume of new commercial loans in recent periods, but plan to expand origination of these assets in future periods through our recent acquisition of Business Property Lending which provides loans for essential use business properties to small and midsize businesses nationwide.

We also recently acquired MetLife Bank s warehouse finance business, which has enhanced our commercial lending capabilities. Our commercial lending business connects us with small business customers and provides cross-selling opportunities for our deposit, commercial finance, wealth management and other lending products.

Portfolio Management. Our investment analysis capabilities are a core competency of our organization. We supplement our organically originated assets by purchasing loans and securities when those investments have more attractive risk-adjusted returns than those we can originate. Our flexibility to increase risk-adjusted returns by retaining originated assets or acquiring assets, differentiates us from our competitors with regional lending constraints.

Wealth Management. Through our registered broker dealer and investment advisor subsidiaries, we provide comprehensive financial advisory, planning, brokerage, trust and other wealth management services to our affluent and financially sophisticated customers.

Deposit Franchise

Our deposit franchise fosters strong relationships with a large number of financially sophisticated customers and provides us with a stable, flexible source of low-cost funds. Our distribution channels, operating platform and marketing strategies are characterized by low operating costs and enable us to scale our business. Our unique products, distribution and marketing strategies allow us to generate organic deposit growth, providing us flexibility and efficiency in funding asset growth opportunities organically or through strategic acquisitions.

Our deposit customers are typically financially sophisticated, self-directed, mass-affluent individuals, as well as small and medium-sized businesses. These customers generally maintain high balances with us, and our average deposit balance per household (excluding escrow deposits) was $78,283 as of December 31, 2011, which we believe is more than three times the industry average.

We build and manage our deposit customer relationships through an integrated, multi-faceted distribution network, including the following channels:

- ***Consumer Direct.*** Our consumer direct channel includes Internet, email, telephone and mobile device access to products and services.

- ***Financial Centers.*** We have a network of 14 high-volume financial centers in key Florida metropolitan areas, including the Jacksonville, Naples, Ft. Myers, Miami, Ft. Lauderdale, Tampa Bay and Clearwater markets with average deposits per financial center of $130.5 million as of December 31, 2011.

- ***Financial Intermediaries.*** We offer deposit products nationwide through relationships with financial advisory firms representing over 2,800 independent financial professionals.

We have received industry recognition for our innovative suite of deposit products with proprietary transaction and investment features that drive customer acquisition and increase customer retention rates. Our market-based deposit products, consisting of our WorldCurrency®, MarketSafe® and EverBank Metals Select℠ products, provide investment capabilities for customers seeking portfolio diversification with respect to foreign currencies, commodities and other indices, which are typically unavailable from our banking competitors. These market-based deposit products generate significant fee income. Our YieldPledge® deposit products offer our customers certainty that they will earn yields on these deposit accounts in the top 5% of competitive accounts, as tracked by national bank rate tracking services. Consequently, the YieldPledge® products reduce customers incentive to seek more favorable deposit rates from our competitors. YieldPledge® Checking and YieldPledge® Savings accounts have received numerous awards including Kiplinger Magazine s Best Checking Account and Money Magazine s Best of the Breed.

Our financial portal, recognized by Forbes.com as Best of the Web, includes online bill-pay, account aggregation, direct deposit, single sign-on for all customer accounts and other features, which further deepen our customer relationships. Our website and mobile device applications provide information on our product offerings, financial tools and calculators, newsletters, financial reporting services and other applications for customers to interact with us and manage all of their EverBank accounts on a single integrated platform. Our new mobile applications allow customers using iPhone®, iPad®, Android and BlackBerry® devices to view account balances, conduct real time balance transfers between EverBank accounts, administer billpay, review account activity detail and remotely deposit checks. Our innovative deposit products and the interoperability and functionality of our financial portal and mobile device applications have led to strong customer retention rates.

We believe our deposit franchise provides lower all-in funding costs with greater scalability than branch-intensive banking models, which must replicate operational and administrative activities at each branch. Because our centralized operating platform and distribution strategy largely avoid such redundancy, we realize significant marginal operating cost benefits as our deposit base grows. Our flexible account features and marketing strategies enable us to manage our deposit growth to meet strategic objectives.

Competitive Strengths

Disciplined Risk Management. Through a combination of leveraging our asset origination capabilities, applying our conservative underwriting standards and executing opportunistic acquisitions, we have built a diversified, low-risk asset portfolio with significant credit protection, geographic diversity and attractive yields. We adhere to rigorous underwriting criteria and were able to avoid the higher risk lending products and practices that plagued our industry in recent years. Our focus on the long-term success of the business through increasing risk-adjusted returns, as opposed to short-term profit goals, has enabled us to remain profitable in various market conditions across business cycles.

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Financial Stability and Strong Capital Position. Our strong capital and liquidity position coupled with our conservative management principles, have allowed us to grow our business profitably, across business cycles, even at times when the broader banking sector has experienced significant losses and balance sheet contraction. As of June 30, 2012, our total equity capital was approximately $1.2 billion, our total risk-based capital ratio (bank level) was 15.8% and our total deposits represented approximately 81% of total debt funding.

Scalable Source of Stable Low-Cost Funds. We believe that the operating noninterest expense needed to gather deposits is an important component of measuring funding costs. Our scalable platform and low-cost distribution channels enable us to achieve a lower all-in cost of deposit funding compared to traditional branch-intensive models. Our integrated online financial portal, online account opening and other self-service capabilities lower our customer support costs. Our low-cost distribution channels do not require the fixed cost investment or lead times associated with more expensive, slower-growth branch systems. In addition, we have demonstrated an ability to scale core deposits rapidly and in large increments by adjusting our marketing activities and account features.

Attractive Customer Base. Our products and services typically appeal to well-educated, middle-aged, high-income individuals and households as well as small and medium-sized businesses. We believe these customers, typically located in major metropolitan areas, tend to be financially sophisticated with complex financial needs, providing us with cross-selling opportunities. These customer characteristics result in higher average deposit balances and more self-directed transactions, which lead to operational efficiencies and lower account servicing costs.

Diversified Business Model. We have a diverse set of businesses that provide complementary earnings streams, investment opportunities and customer cross-selling benefits. We believe our multiple revenue sources and the geographic diversity of our customer base mitigate business risk and provide opportunities for growth in varied economic conditions.

Robust Asset Origination and Acquisition Capabilities. We have robust, nationwide asset origination platforms that generate a variety of assets to either retain for our balance sheet or sell in the capital markets. Our organic origination activities are scalable, significant relative to our balance sheet size and provide us with substantial growth potential. We originated $2.7 billion of loans and leases in the second quarter of 2012 ($10.9 billion on an annualized basis) representing an increase of 19% over the first quarter of 2012 and an increase of 89% over the second quarter of 2011. We organically generated $0.7 billion of volume for our own balance sheet ($2.9 billion on an annualized basis) representing an increase of 43% over the first quarter of 2012 and an increase of 69% over the second quarter of 2011.

Scalable Business Infrastructure. Our scalable business infrastructure has enabled us to grow our business and improve profitability. Over the course of 2011 and 2012, we made significant additional investments in our operating platforms, management talent and business processes. We believe our business infrastructure will enable us to continue growing our business well into the future.

Experienced Management Team with Long Tenures at the Company. Our management team has extensive and varied experience in managing national banking and financial services firms and has worked together at EverBank for many years. Senior management has demonstrated a track record of managing profitable growth, successfully executing acquisitions and instilling a rigorous analytical culture. In 2011 and 2012, we also made selective additions to our management team and added key business line leaders.

Strategy

Continue Growth of Deposit Base. We intend to continue to grow our deposit base to fund investment opportunities by expanding our marketing activities and enhancing account features. Key components of this strategy are to build our brand recognition and extend our reach through new media outlets.

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Capitalize on Changing Industry Dynamics. We believe that the wide-scale disruptions in the credit markets and changes in the competitive landscape during the financial crisis will continue to provide us with attractive returns on our lending and investing activities. We see significant opportunities for us in the mortgage markets as uncertainty on the outcome of future regulation and government participation is causing many of our competitors to retrench or exit the market. We plan to capitalize on fundamental changes to the pricing of risk and build on our proven success in evaluating high risk-adjusted return assets as part of our growth strategy going forward.

Opportunistically Evaluate Acquisitions. On an ongoing basis, we evaluate and pursue financially attractive opportunities to enhance our franchise. We may consider acquisitions of lines of business or lenders in commercial and small business lending or leasing, loans or securities portfolios, residential lenders, direct banks, banks or bank branches (whether in FDIC-assisted or unassisted transactions), wealth and investment management firms, securities brokerage firms, specialty finance or other financial services-related companies. Our strong capital and liquidity position enable us to strategically pursue acquisition opportunities as they arise.

Pursue Cross-Selling Opportunities. We intend to leverage our strong customer relationships by cross-selling our banking, lending and investing products and services, particularly as we expand our branding and marketing efforts. We believe our customer concentrations in major metropolitan markets will facilitate our abilities to cross-sell our products. We expect to increase distribution of our deposit and lending products, achieve additional efficiencies across our businesses and enhance our value proposition to our customers.

Execute on Wealth Management Business. We intend to appeal to our mass-affluent customer base by offering such customers additional investment and wealth management services. We believe our wealth management initiative will create new asset generation opportunities, drive additional fee income and build broader and deeper customer relationships.

Risk Factors

There are a number of risks that you should consider before making an investment decision regarding this offering. These risks are discussed more fully in the section entitled Risk Factors following this prospectus summary and the summary consolidated financial data. These risks include, but are not limited to:

- deterioration of general business and economic conditions, including the real estate and financial markets, in the United States and in the geographic regions and communities we serve;
- risks related to liquidity, including the adequacy of our cash flow from operations and borrowings to meet our short-term liquidity needs;
- changes in interest rates that affect the pricing of our financial products, the demand for our financial services and the valuation of our financial assets and liabilities, mortgage servicing rights and mortgages held for sale;
- risk of higher loan and lease charge-offs;
- legislative or regulatory actions affecting or concerning mortgage loan modification and refinancing;
- our ability to comply with any supervisory actions to which we are or become subject as a result of examination by our regulators;
- concentration of our commercial real estate loan portfolio, in particular, those secured by properties located in Florida;

- higher than normal delinquency and default rates affecting our mortgage banking business;
- limited ability to rely on brokered deposits as a part of our funding strategy;
- concentration of mass-affluent customers and jumbo mortgages; and
- impact of recent and future legal and regulatory changes, including the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, and Basel III.

Corporate Information

Our principal executive offices are located at 501 Riverside Ave., Jacksonville, Florida 32202 and our telephone number is (904) 281-6000. Our corporate website address is www.everbank.com. Information on, or accessible through, our website is not part of, or incorporated by reference in, this prospectus. Our primary operating subsidiary is EverBank, a federal savings bank organized under the laws of the United States, referred to as EverBank.

EverBank (the EverBank logo) and other trade names and service marks that appear in this prospectus belong to EverBank. Trade names and service marks belonging to unaffiliated companies referenced in this prospectus are the property of their respective holders.

In September 2010, EverBank Financial Corp, a Florida corporation, or EverBank Florida, formed EverBank Financial Corp, a Delaware corporation, or EverBank Delaware. On May 8, 2012, EverBank Florida merged with and into EverBank Delaware, with EverBank Delaware continuing as the surviving corporation and succeeding to all of the assets, liabilities and business of EverBank Florida.

Recent Developments

Third Quarter 2012 Financial Results

On October 24, 2012, we announced our third quarter 2012 financial results. We reported that total assets increased by $1.5 billion, or 10%, to $16.5 billion at September 30, 2012, from $15.0 billion at June 30, 2012, and by $4.0 billion, or 32%, from $12.6 billion at September 30, 2011 and that total deposits grew by $1.0 billion, or 9%, to $11.8 billion at September 30, 2012, from $10.8 billion at June 30, 2012, and by $1.6 billion, or 16%, from $10.2 billion at September 30, 2011.

Key highlights for the third quarter of 2012 include:

- GAAP net income was $22.2 million, compared to $11.2 million for the second quarter 2012 and $7.8 million in the third quarter of 2011.
- Adjusted net income was $36.2 million, compared to $36.5 million for the second quarter 2012 and $25.6 million for the third quarter of 2011. For a reconciliation of adjusted net income to net income, see Quarterly Financial Data Reconciliation of Non-GAAP Measures.
- GAAP diluted earnings per share was $0.19, a 138% increase from $0.08 in the third quarter 2011. Adjusted diluted earnings per share was $0.30, an 11% increase from $0.27 in the third quarter 2011. For a reconciliation of adjusted diluted earnings per share and GAAP diluted earnings per share, see Quarterly Financial Data Reconciliation of Non-GAAP Measures.

Tangible book value per common share was $10.29 at September 30, 2012, and excluding accumulated other comprehensive loss was $11.18.

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Total loans and leases were $11.4 billion at September 30, 2012, up $0.5 billion, or 5% for the quarter and up $3.4 billion, or 42%, compared to September 30, 2011. Loans and leases generated were $3.3 billion, an increase of 85% compared to the third quarter of 2011. Asset quality improved as adjusted nonperforming assets were 1.29% of total assets at September 30, 2012, compared to 1.73% for the third quarter of 2011. For a reconciliation of adjusted non-performing assets to non-performing assets, see Quarterly Financial Data Reconciliation of Non-GAAP Measures.

Annualized net charge-offs to average loans and leases held for investment were 0.25% for the three months ended September 30, 2012, compared to 1.03% for the third quarter of 2011.

Completion of the Initial Public Offering of Our Common Stock

In May 2012, we closed our initial public offering of 22,103,000 shares of our common stock at $10.00 per share, which resulted in net proceeds of $198 million. Our common stock is listed on the NYSE under the symbol EVER .

Acquisition of GECC s Business Property Lending

On October 1, 2012, we acquired for $2.4 billion in cash Business Property Lending, which included the commercial loan origination and servicing platform, $2.3 billion of performing commercial loans and the rights to service $2.9 billion of loans securitized by GECC from 2003 to 2007. We funded the transaction through a combination of available cash on hand, deposits and wholesale borrowings, and no debt was assumed in the transaction. The acquired portfolio consisted of 889 100% performing loans to borrowers in 46 of the 50 states. Loans based in the top five states, based on concentration, represent approximately 43% of the unpaid principal balance at closing with California, New York, Texas, Florida and North Carolina representing 14%, 9%, 9%, 7% and 4%, respectively.

Business Property Lending operates as a nationwide originator and servicer of owner-occupied and credit-tenant commercial loans to small and midsize businesses for essential use properties. Business Property Lending focuses on well-capitalized business borrowers with strong cash flow and secondary sources of repayment. The Mortgage Bankers Association, or MBA, forecasts total commercial and multifamily mortgage debt outstanding to grow to more than $2.5 trillion by 2015, an increase of 8% versus 2010 levels. Furthermore, the MBA forecasts this debt attributed to banks and thrifts to grow to $852 billion in 2015.

The majority of recent commercial real estate sales in the industrial, retail and office industries have been concentrated in loan sizes consistent with the $2 million to $3 million average balance of the acquired portfolio. In 2011, 47%, 47% and 40% of the industrial, retail and office real estate sales, respectively, have been between $1 million and $5 million.

The acquisition diversifies our current loan portfolio and enhances our robust asset generation capabilities through a complementary nationwide origination platform. As adjusted for the acquisition, our commercial and commercial real estate and total loans would have been $4.2 billion and $13.2 billion, respectively at June 30, 2012. This represents an increase of 126% and 21%, respectively. We intend to grow this business and leverage cross selling opportunities to small business customers and their mass-affluent owners.

Private Placement of Common Stock pursuant to Conversion of Escrowed Cash

In August 2012, we converted $48.7 million of cash held in escrow into 4,032,662 shares of our common stock at a price per share of $12.065. The conversion price was based on the trailing ten day volume weighted average price per share of our common stock through August 27, 2012, as quoted on the NYSE. The private placement was with certain of our shareholders all of whom were former shareholders of Tygris Commercial Finance Group, Inc. The cash had been held in escrow to satisfy certain indemnification and other obligations related to our acquisition of Tygris Commercial Finance Group, Inc. The newly issued shares in the transaction remain in escrow in accordance with the terms of the original escrow agreement.

Acquisition of MetLife Bank s Warehouse Finance Business

In April 2012, we acquired MetLife Bank s warehouse finance business, including approximately $351 million in assets for a price of approximately $351 million. We funded the transaction through available cash on hand and no debt was assumed in the transaction. In connection with the acquisition, we hired 16 sales and operational staff from MetLife who were a part of the existing warehouse business. The warehouse business will continue to be operated out of locations in New York, New York, Boston, Massachusetts and Plano, Texas. We intend to grow this line of business, which will provide residential loan financing to mid-sized, high-quality mortgage banking companies across the country.

Regulatory Developments

A horizontal review of the residential mortgage foreclosure operations of fourteen mortgage servicers, including EverBank, by the federal banking agencies resulted in formal enforcement actions against all of the banks subject to the horizontal review. On April 13, 2011, we and EverBank each entered into a consent order with the Office of Thrift Supervision, or OTS, with respect to EverBank s mortgage foreclosure practices and our oversight of those practices. The consent orders require, among other things, that we establish a new compliance program for our mortgage servicing and foreclosure operations and that we ensure that we have dedicated resources for communicating with borrowers, policies and procedures for outsourcing foreclosure or related functions and management information systems that ensure timely delivery of complete and accurate information. We are also required to retain an independent firm to conduct a review of residential foreclosure actions that were pending from January 1, 2009 through December 31, 2010 in order to determine whether any borrowers sustained financial injury as a result of any errors, misrepresentations or deficiencies and to provide remediation as appropriate. We have retained an independent firm to conduct a review and the review is ongoing. We are working to fulfill the requirements of the consent orders which has resulted in a material increase in our legal and compliance costs compared to prior periods. Our costs related to regulatory compliance were $7.8 million in 2011 and $6.8 million for the first six months of 2012. We expect to have continued legal and compliance costs related to these regulatory actions through the end of 2013, and we expect that these costs will impact our financial results and results of operations. In response to the consent orders, we have established an oversight committee to monitor the implementation of the actions required by the consent orders. Furthermore, we have enhanced and updated several policies, procedures, processes and controls to help ensure the mitigation of the findings of the consent orders, and submitted them to the Board of Governors of the Federal Reserve System, or FRB, and the Office of the Comptroller of the Currency, or OCC (the applicable successors to the OTS), for review. In addition, we have enhanced our third-party vendor management system and our compliance program, hired additional personnel and retained an independent firm to conduct foreclosure reviews. We believe we have implemented all the requirements of the consent order, or have an action plan satisfactory to our regulators for implementation of the requirements, and are validating our compliance therewith. The regulators must also perform their own validation of our compliance prior to releasing us from the consent orders.

In addition to the horizontal review, other government agencies, including state attorneys general and the U.S. Department of Justice, investigated various mortgage related practices of certain servicers, some of which practices were also the subject of the horizontal review. In March 2012, the U.S. Department of Justice, the Department of Housing and Urban Development and 50 state attorneys general entered into separate consent judgments with five major mortgage servicers with respect to these matters. We were not party to any such consent judgment. In total, the five mortgage servicers agreed to $25 billion in borrower restitution assistance and refinancing. Monetary sanctions imposed by the federal banking agencies as a consequence of the horizontal review are being held in abeyance, subject to provision of borrower assistance and remediation under the consent judgments. We understand certain other institutions subject to the consent decrees with the banking regulators announced in April 2011 recently have been contacted by the U.S. Department of Justice and state attorneys general regarding a settlement. In addition, the federal banking agencies may impose civil monetary penalties on the remaining banks that were subject to the horizontal review as part of such an investigation or independently but have not indicated what the amount of any such penalties would be. At this time, we do not know whether any other requirements or remedies or penalties may be imposed on us as a result of the horizontal review.

Emerging Growth Company Status

We are an emerging growth company, as defined in Section 2(a) of the Securities Act of 1933, as amended, or the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. As such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We have not made a decision whether to take advantage of any or all of these exemptions.

In addition, Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We intend to take advantage of the benefits of this extended transition period.

We could remain an emerging growth company for up to five years, or until the earliest of (a) the last day of the first fiscal year in which our annual gross revenues exceed $1 billion, (b) the date that we become a large accelerated filer as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, or (c) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three-year period.

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The Offering

Issuer	EverBank Financial Corp
Securities offered	3,478,261 depositary shares, each representing a 1/1,000th ownership interest in a share of Series A Preferred Stock. Each holder of a depositary share will be entitled, through the depositary, in proportion to the applicable fraction of a share of Series A Preferred Stock represented by such depositary share, to all of the rights and preferences of the Series A Preferred Stock represented thereby (including dividend, voting, redemption and liquidation rights).
Option to purchase additional depositary shares from us	521,739 depositary shares
Ranking	Shares of the Series A Preferred Stock will rank senior to our common stock, and at least equally with each other series of our preferred stock we may issue (except for any senior series that may be issued with the requisite consent of the holders of the Series A Preferred Stock), with respect to the payment of dividends and distributions upon liquidation, dissolution or winding up. We will generally be able to pay dividends and distributions upon liquidation, dissolution or winding up only out of lawfully available assets for such payment (i.e., after taking account of all indebtedness and other non-equity claims).
Dividends	Dividends on the Series A Preferred Stock, when, as and if declared by our board of directors or a duly authorized committee of the board, will accrue and be payable on the liquidation preference amount, on a non-cumulative basis, quarterly in arrears on the 5th day of each January, April, July and October of each year, commencing on January 5, 2013, at a rate *per annum* equal to % ; provided, dividends not declared with respect to any dividend period shall not be cumulative. Any dividends paid will be distributed to holders of depositary shares in the manner described under Description of Depositary Shares - Dividends and Other Distributions below.
	A dividend period is the period from and including a dividend payment date to but excluding the next dividend payment date, except that the initial dividend period will commence on and include the original issue date of the Series A Preferred Stock.
	If our board of directors or a duly authorized committee of the board has not declared a dividend on the Series A Preferred Stock before the dividend payment date for any dividend period, such dividend shall not be cumulative and shall not accrue or be payable for such dividend period, and we will have no obligation to pay dividends for such dividend period, whether or not dividends on the Series A Preferred Stock, parity stock, junior stock or other preferred stock are declared for any future dividend period.

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So long as any share of Series A Preferred Stock remains outstanding, (1) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any junior stock (other than a dividend payable solely in junior stock), (2) no shares of junior stock shall be repurchased, redeemed or otherwise acquired for consideration by us, directly or indirectly (other than as a result of a reclassification of junior stock for or into other junior stock, or the exchange or conversion of one share of junior stock for or into another share of junior stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of junior stock) nor shall any monies be paid to or made available for a sinking fund for the redemption of any such securities by us and (3) no shares of parity stock shall be repurchased, redeemed or otherwise acquired for consideration by us other than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series A Preferred Stock and such parity stock except by conversion into or exchange for junior stock, during a dividend period, unless, in the case of each of clauses (1), (2) and (3) above, the full dividends for the then-current dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or declared and a sum sufficient for the payment thereof has been set aside.

When dividends are not paid in full upon the shares of Series A Preferred Stock and any parity stock, all dividends declared upon shares of Series A Preferred Stock and any parity stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the then-current dividend period per share on Series A Preferred Stock, and accrued dividends, including any accumulations, on any parity stock, bear to each other.

Subject to the foregoing, and not otherwise, dividends (payable in cash, stock or otherwise), as may be determined by our board of directors or a duly authorized committee of the board, may be declared and paid on our common stock and any other securities ranking equally with or junior to the Series A Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series A Preferred Stock shall not be entitled to participate in any such dividend.

Dividends on the Series A Preferred Stock shall not be declared, paid or set aside for payment to the extent such act would cause us to fail to comply with laws and regulations applicable thereto, including applicable capital adequacy guidelines.

Dividend payment dates

The 5th day of each January, April, July and October of each year, commencing on January 5, 2013. If any date on which dividends would otherwise be payable is not a business day, then the dividend payment date will be the next succeeding business day and no additional dividends will accrue in respect of any payment made on the next succeeding business day.

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Redemption	On January 5, 2018, or any dividend payment date thereafter, the Series A Preferred Stock may be redeemed at our option in whole, or in part, at a redemption price equal to $25,000 per share (equivalent to $25 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends. The Series A Preferred Stock also may be redeemed at our option in whole, but not in part, at any time within ninety (90) days following a regulatory capital treatment event, as described below under Description of Series A Preferred Stock - Redemption, at a redemption price equal to $25,000 per share (equivalent to $25 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends. Neither the holders of Series A Preferred Stock nor holders of depositary shares will have the right to require the redemption or repurchase of the Series A Preferred Stock.
	Any redemption of the Series A Preferred Stock will be subject to our receipt of required prior approval by the Federal Reserve (or any successor bank regulatory authority that may become our applicable federal banking agency), if any, and to the satisfaction of conditions set forth in the capital adequacy guidelines or regulations of the Federal Reserve (or any successor bank regulatory authority that may become our applicable federal banking agency) applicable to redemption of the Series A Preferred Stock, if any.
Liquidation rights	Upon any voluntary or involuntary liquidation, dissolution or winding up of EverBank Financial Corp, holders of shares of Series A Preferred Stock are entitled to receive out of the assets of EverBank Financial Corp available for distribution to stockholders, before any distribution of assets is made to holders of our common stock or of any other shares of our stock ranking junior as to such a distribution to the Series A Preferred Stock, a liquidating distribution in the amount of the liquidation preference of $25,000 per share (equivalent to $25 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends. Distributions will be made only to the extent of EverBank Financial Corp s assets that are available after satisfaction of all liabilities to creditors and subject to the rights of holders of any securities ranking senior to the Series A Preferred Stock and pro rata as to the Series A Preferred Stock and any other shares of our stock ranking equally as to such distribution.
Voting rights	None, except with respect to authorizing or increasing the authorized amount of senior stock, certain changes in the terms of the Series A Preferred Stock, and upon our non-payment of the equivalent of six quarterly dividends (whether consecutive or not), the right, together with holders of any other series of our preferred stock ranking equally with the Series A Preferred Stock with similar voting rights, to elect a minimum of two directors. See Description of Series A Preferred Stock Voting Rights below. Holders of depositary shares must act through the depositary to exercise any voting rights, as described under Description of Depositary Shares Voting the Series A Preferred Stock below.

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Maturity	The Series A Preferred Stock does not have a maturity date, and we are not required to redeem the Series A Preferred Stock. Accordingly, the Series A Preferred Stock will remain outstanding indefinitely, unless and until we decide to redeem it.
Preemptive and conversion rights	None.
Listing	We intend to apply for listing of the depositary shares on the NYSE under the symbol EVER-PrA. If the application is approved, we expect trading of the depositary shares on the NYSE to commence within a 30-day period after the initial delivery of the depositary shares.
Tax consequences	Distributions constituting dividend income received by a non-corporate U.S. holder in respect of the depositary shares before January 1, 2013 will generally represent qualified dividend income, which will be subject to taxation at a maximum rate of 15% (or a lower rate for individuals in certain tax brackets) subject to certain exceptions for short-term and hedged positions. In the absence of legislation extending the term of the preferential tax rates for qualified dividend income, all dividends received during taxable years beginning on or after January 1, 2013 will be taxed at rates applicable to ordinary income. In addition, subject to certain exceptions for short-term and hedged positions, distributions on the depositary shares constituting dividend income paid to holders that are U.S. corporations will generally qualify for the 70% dividends-received deduction. For further discussion of the tax consequences relating to the Series A Preferred Stock, see Certain U.S. Federal Income Tax Considerations below.
Use of proceeds	We estimate that the net proceeds to us from the sale in this offering will be $ million after deducting estimated underwriting discounts and commissions and estimated offering expenses. We intend to use the net proceeds of this offering for general corporate purposes, which may include organic growth or the acquisition of businesses or assets that we believe are complementary to our present business and provide attractive risk-adjusted returns. See Use of Proceeds.
Registrar and Depositary	Wells Fargo Bank, N.A.

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SUMMARY CONSOLIDATED FINANCIAL DATA

The summary historical consolidated financial information set forth below for each of the years ended December 31, 2011, 2010 and 2009 has been derived from our audited consolidated financial statements included elsewhere in this prospectus. The summary historical consolidated financial information as of and for the six months ended June 30, 2012 and 2011 (unaudited) is derived from our unaudited interim consolidated financial statements included elsewhere in this prospectus and includes all adjustments consisting of normal recurring accruals that we consider necessary for a fair presentation of the financial position and the results of operations for this period. Operating results for the six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

We have consummated several significant transactions in this period and previous fiscal periods, including the acquisition of Tygris in February 2010, the acquisition of the banking operations of Bank of Florida in an FDIC-assisted transaction in May 2010, the acquisition of MetLife s warehouse business in April 2012 and the acquisition of Business Property Lending in October 2012. Accordingly, our operating results for the historical periods presented below are not comparable and may not be predictive of future results.

The information below is only a summary and should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated historical and pro forma financial statements and the related notes thereto included in this prospectus.

As indicated in the notes to the tables below, certain items included in the tables are non-GAAP financial measures. For a more detailed discussion of these items, including a discussion of why we believe these items are meaningful and a reconciliation of each of these items to the most directly comparable generally accepted accounting principles, or GAAP, financial measure, see Management s Discussion and Analysis of Financial Condition and Results of Operations Primary Factors Used to Evaluate Our Business.

	Six Months Ended June 30,		Year Ended December 31,		
	2012	2011	2011	2010	2009
	(In millions, except share and per share data)				
Income Statement Data:					
Interest income	$ 302.0	$ 298.2	$ 588.2	$ 612.5	$ 440.6
Interest expense	61.4	71.6	135.9	147.2	163.2
Net interest income	240.6	226.6	452.3	465.3	277.4
Provision for loan and lease losses (1)	17.1	27.0	49.7	79.3	121.9
Net interest income after provision for loan and lease losses	223.5	199.6	402.6	386.0	155.5
Noninterest income (2)	147.3	118.8	233.1	357.8	232.1
Noninterest expense (3)	334.6	267.0	554.2	493.9	299.2
Income before income taxes	36.2	51.4	81.5	249.9	88.4
Provision for income taxes	13.2	20.2	28.8	61.0	34.9
Net income from continuing operations	23.0	31.2	52.7	188.9	53.5
Discontinued operations, net of income taxes					(0.2)
Net income	$ 23.0	$ 31.2	$ 52.7	$ 188.9	$ 53.4
Net income allocated to common shareholders	$ 15.4	$ 24.4	$ 41.5	$ 144.8	$ 33.8

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	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
	(In millions, except share and per share data)				
Share Data:					
Weighted-average common shares outstanding:					
(units in thousands)					
Basic	88,454	74,764	74,892	72,479	42,126
Diluted	90,414	77,620	77,506	74,589	43,299
Earnings from continuing operations per common share:					
Basic	$ 0.17	$ 0.33	$ 0.55	$ 2.00	$ 0.80
Diluted	0.17	0.32	0.54	1.94	0.78
Net tangible book value per as converted common share at period end:					
Excluding accumulated other comprehensive income (loss) (4)	$ 10.97	$ 11.03	$ 11.27	$ 10.70	$ 8.23
Including accumulated other comprehensive income (loss) (5)	10.00	10.77	10.12	10.65	8.54

	As of June 30, 2012	As of June 30, 2011	As of December 31, 2011	As of December 31, 2010	As of December 31, 2009
	(In millions)				
Balance Sheet Data:					
Cash and cash equivalents	$ 518.2	$ 683.6	$ 295.0	$ 1,169.2	$ 23.3
Investment securities	2,174.4	2,930.4	2,191.8	2,203.6	1,678.9
Loans held for sale	3,178.6	792.4	2,725.3	1,237.7	1,283.0
Loans and leases held for investment, net	7,708.0	6,767.0	6,441.5	6,005.6	4,072.7
Total assets	15,040.8	12,520.2	13,041.7	12,007.9	8,060.2
Deposits	10,803.7	9,936.5	10,265.8	9,683.1	6,315.3
Total liabilities	13,859.4	11,492.5	12,074.0	10,994.7	7,506.3
Total shareholders equity	1,181.4	1,027.7	967.7	1,013.2	553.9

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Capital Ratios (period end):					
Tangible equity to tangible assets (6)	7.8%	8.1%	7.3%	8.3%	6.9%
Tier 1 leverage ratio (bank level) (7)	8.3%	8.3%	8.0%	8.7%	8.0%
Tier 1 risk-based capital ratio (bank level) (7)	14.8%	15.2%	14.6%	15.8%	13.8%
Total risk-based capital ratio (bank level) (7)	15.8%	16.4%	15.7%	17.0%	15.0%
Performance Metrics:					
Adjusted net income attributable to the Company from continuing operations (in millions) (8)	$ 63.7	$ 50.0	$ 107.6	$ 127.0	$ 53.5
Return on average assets	0.3%	0.5%	0.4%	1.8%	0.7%
Return on average equity	4.4%	6.1%	5.2%	20.9%	11.5%
Adjusted return on average assets (9)	0.9%	0.8%	0.9%	1.2%	0.7%
Adjusted return on average equity (9)	12.2%	9.8%	10.7%	14.0%	11.5%

(1) For the six months ended June 30, 2012, provision for loan and lease losses includes a $4.2 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans. For the six months ended June 30, 2011, provision for loan and lease losses includes a $0.8 million increase in non-accretable

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discount related to Bank of Florida acquired credit-impaired loans, a $1.9 million impact of change in ALLL methodology and a $10.0 million impact of early adoption of troubled debt restructuring, or TDR, guidance and policy change. For the year ended December 31, 2011, provision for loan and lease losses includes a $4.9 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans, a $1.9 million impact of change in ALLL methodology and a $10.0 million impact of early adoption of TDR guidance and policy change. For the year ended December 31, 2010, provision for loan and lease losses includes a $6.2 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans.

(2) For the six months ended June 30, 2012, noninterest income includes a $45.3 million impairment charge related to mortgage servicing rights, or MSR. For the six months ended June 30, 2011, noninterest income includes a $4.7 million gain on repurchase of trust preferred securities including $0.3 million resulting from the unwind of the associated cash flow hedge. For the year ended December 31, 2011, noninterest income includes a $4.7 million gain on repurchase of trust preferred securities including $0.3 million resulting from the unwind of the associated cash flow hedge and a $39.5 million impairment charge related to MSR. For the year ended December 31, 2010, noninterest income includes a $68.1 million non-recurring bargain purchase gain associated with the Tygris acquisition, a $19.9 million gain on sale of investment securities due to portfolio concentration repositioning and a $5.7 million gain on repurchase of trust preferred securities.

(3) For the six months ended June 30, 2012, noninterest expense includes $16.2 million in transaction and non-recurring regulatory related expense. For the six months ended June 30, 2011, noninterest expense includes $12.5 million in transaction and non-recurring regulatory related expense and an $8.7 million decrease in fair value of the Tygris indemnification asset resulting from a decrease in estimated future credit losses. For the year ended December 31, 2011, noninterest expense includes $27.1 million in transaction and non-recurring regulatory related expense and an $8.7 million decrease in fair value of the Tygris indemnification asset. For the year ended December 31, 2010, noninterest expense includes $9.7 million in transaction related expense, a $10.3 million loss on early extinguishment of acquired debt and a $22.0 million decrease in fair value of the Tygris indemnification asset. The carrying value of the Tygris indemnification asset has been $0 since March 31, 2011.

(4) Calculated as adjusted tangible shareholders equity divided by shares of common stock. Adjusted tangible shareholders equity equals shareholders equity less goodwill, other intangible assets and accumulated other comprehensive income (loss). Net tangible book value per as converted common share is calculated using a denominator that includes actual period end common shares outstanding and additional common shares assuming conversion of all outstanding preferred stock to common stock. Net tangible book value per as converted common share excluding accumulated other comprehensive income (loss) is a non-GAAP financial measure, and its most directly comparable GAAP financial measure is book value per common share.

(5) Calculated as tangible shareholders equity divided by shares of common stock. Tangible shareholders equity equals shareholders equity less goodwill and other intangible assets. Net tangible book value per as converted common share is calculated using a denominator that includes actual period end common shares outstanding and additional common shares assuming conversion of all outstanding preferred stock to common stock. Net tangible book value per as converted common share including accumulated other comprehensive income (loss) is a non-GAAP financial measure, and its most directly comparable GAAP financial measure is book value per common share.

(6) Calculated as tangible shareholders equity divided by tangible assets, after deducting goodwill and intangible assets from the numerator and the denominator. Tangible equity to tangible assets is a non-GAAP financial measure, and the most directly comparable GAAP financial measure for tangible equity is shareholders equity and the most directly comparable GAAP financial measure for tangible assets is total assets.

(7) The Tier 1 leverage ratio, the Tier 1 risk-based capital ratio and the total risk-based capital ratio are regulatory financial measures that are used to assess the capital position of financial services companies and, as such, these ratios are presented at the bank level.

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The Tier 1 leverage ratio is calculated as Tier 1 capital divided by adjusted total assets. The Tier 1 risk-based capital ratio is calculated as Tier 1 capital divided by total risk-weighted assets. The total risk-based capital ratio is calculated as total risk-based capital (total regulatory capital) divided by total risk-weighted assets.

Adjusted total assets is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level total assets. In calculating adjusted total assets, total assets are adjusted for goodwill, deferred tax assets disallowed from Tier 1 capital and other regulatory adjustments.

Total risk-weighted assets is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level total assets. Under the regulatory guidelines for risk-based capital, on-balance sheet assets and credit equivalent amounts of derivatives and off-balance sheet items are assigned to one of several broad risk categories according to the obligor or, if relevant, the guarantor or the nature of any collateral. The aggregate dollar amount in each risk category is then multiplied by the risk weight associated with that category. The resulting weighted values from each of the risk categories are aggregated for determining total risk-weighted assets.

Tier 1 capital is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level shareholders equity. Tier 1 capital includes common equity and certain qualifying preferred stock less goodwill, disallowed deferred tax assets and other regulatory deductions.

Total risk-based capital (total regulatory capital) is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level shareholders equity. Total risk-based capital (total regulatory capital) includes Tier 1 capital, ALLL, subject to limitations, and other additions.

A reconciliation of (1) Tier 1 capital to bank level shareholders equity which is the most comparable GAAP financial measure, and (2) total risk-based capital (total regulatory capital) to bank level shareholders equity which is the most comparable GAAP financial measure, is as follows:

	June 30, 2012	June 30, 2011	December 31, 2011	December 31, 2010	December 31, 2009
			(in thousands)		
(Bank Level)					
Shareholders equity	$ 1,263,687	$ 1,130,104	$ 1,070,887	$ 1,117,037	$ 663,291
Less: Goodwill and other intangibles	(16,938)	(18,319)	(17,642)	(18,859)	(239)
Disallowed servicing asset	(36,650)	(31,927)	(38,925)		(2,058)
Disallowed deferred tax asset	(70,357)	(74,522)	(71,803)	(69,641)	
Add: Accumulated losses (gains) on securities and cash flow hedges	110,101	25,051	105,682	6,440	(19,836)
Tier 1 capital	1,249,843	1,030,387	1,048,199	1,034,977	641,158
Less: Low-level recourse and residual interests		(19,079)	(21,587)	(13,241)	(17,693)
Add: Allowance for loan and lease losses	77,393	80,419	77,765	80,938	56,658
Total regulatory capital	$ 1,327,236	$ 1,091,727	$ 1,104,377	$ 1,102,674	$ 680,123

Adjusted total assets	$ 15,022,729	$ 12,438,222	$ 13,081,401	$ 11,930,638	$ 8,025,330
Risk-weighted assets	8,424,290	6,648,103	7,043,371	6,472,517	4,532,689

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(8) Adjusted net income attributable to the Company from continuing operations includes adjustments to our net income attributable to the Company from continuing operations for certain material items that we believe are not reflective of our ongoing business or operating performance, including the Tygris and Bank of Florida acquisitions. There were no material items that gave rise to adjustments prior to the year ended December 31, 2010. Accordingly, for periods presented before the year ended December 31, 2010, we have not reflected adjustments to net income attributable to the Company from continuing operations calculated in accordance with GAAP. A reconciliation of adjusted net income attributable to the Company from continuing operations to net income attributable to the Company from continuing operations, which is the most directly comparable GAAP measure, is as follows:

	Six Months Ended June 30,		Year Ended December 31,		
	2012	2011	2011	2010	2009
			(In thousands)		
Net income attributable to the Company from continuing operations	$ 23,018	$ 31,211	$ 52,729	$ 188,900	$ 53,537
Bargain purchase gain on Tygris transaction, net of tax				(68,056)	
Gain on sale of investment securities due to portfolio concentration repositioning, net of tax				(12,337)	
Gain on repurchase of trust preferred securities, net of tax		(2,910)	(2,910)	(3,556)	
Transaction and non-recurring regulatory related expense, net of tax	10,027	7,749	16,831	5,984	
Loss on early extinguishment of acquired debt, net of tax				6,411	
Decrease in fair value of Tygris indemnification asset resulting from a decrease in estimated future credit losses, net of tax		5,382	5,382	13,654	
Increase in Bank of Florida non-accretable discount, net of tax	2,598	501	3,007	3,837	
Impact of change in ALLL methodology, net of tax		1,178	1,178		
Early adoption of TDR guidance and policy change, net of tax		6,225	6,225		
MSR impairment, net of tax	28,073		24,462		
Tax expense (benefit) related to revaluation of Tygris net unrealized built-in losses, net of tax		691	691	(7,840)	
Adjusted net income attributable to the Company from continuing operations	$ 63,716	$ 50,027	$ 107,595	$ 126,997	$ 53,537

(9) Adjusted return on average assets equals adjusted net income attributable to the Company from continuing operations divided by average total assets and adjusted return on average equity equals adjusted net income attributable to the Company from continuing operations divided by average shareholders equity. Adjusted net income attributable to the Company from continuing operations is a non-GAAP measure of our financial performance and its most directly comparable GAAP measure is net income attributable to the Company from continuing operations. For a reconciliation of net income attributable to the Company from continuing operations to adjusted net income attributable to the Company from continuing operations, see Note 8 above.

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QUARTERLY FINANCIAL DATA

The summary historical consolidated financial information set forth below as of December 31, 2011 has been derived from our audited consolidated financial statements included elsewhere in this prospectus. The summary historical consolidated financial information as of and for the three and nine months ended September 30, 2012 and 2011 (unaudited) is derived from our unaudited interim consolidated financial statements and includes all adjustments consisting of normal recurring accruals that we consider necessary for a fair presentation of the financial position and the results of operations for this period. Operating results for the three and nine months ended September 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

The information below is only a summary and should be read in conjunction with the Summary Consolidated Financial Data, the Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated historical and pro forma financial statements and the related notes thereto included in this prospectus.

Certain items included in the information below are non-GAAP financial measures. Adjusted Net Income, Adjusted Earnings Per Share, Adjusted Non-Performing Asset Ratio, Tangible Shareholders Equity, Adjusted Tangible Shareholders Equity, and Tangible Assets are non-GAAP financial measures. Our management uses these measures to evaluate the underlying performance and efficiency of its operations. Our management believes these non-GAAP measures allow for a better evaluation and transparency of the operating performance of our business and facilitate a meaningful comparison of our results in the current period to those in prior periods and future periods because these non-GAAP measures exclude certain items that may not be indicative of our core operating results and business outlook. In addition our management believes that certain of these non-GAAP measures represent a consistent benchmark against which to evaluate the Company s growth, profitability and capital position. These non-GAAP measures are provided to enhance investors overall understanding of our current financial performance, and not as a substitute for, the Company s reported results. Moreover, the manner in which we calculate these measures may differ from that of other companies reporting non-GAAP measures with similar names. In the tables below, we have provided a reconciliation of, where applicable, the most comparable GAAP financial measures and ratios to the non-GAAP financial measures and ratios used in this section, or a reconciliation of the non-GAAP calculation of the financial measure for the periods indicated.

Balance Sheet Highlights

Continued Balance Sheet Growth

Our total assets increased by $1.5 billion, or 10%, to $16.5 billion at September 30, 2012, from $15.0 billion at June 30, 2012, and by $4.0 billion, or 32%, from $12.6 billion at September 30, 2011. Our interest-earning assets for the third quarter 2012 were largely comprised of:

- Residential loans which increased by 33% to $8.2 billion from the third quarter of 2011. During the quarter, we transferred $1.9 billion of Ginnie Mae, or GNMA, pool buyout loans from loans held for sale to loans held for investment due to our intention to hold the loans for the foreseeable future;

- Commercial and commercial real estate loans which increased by 101% to $2.3 billion, from the third quarter of 2011;

- Commercial leases which increased by 43% to $0.7 billion, from the third quarter of 2011; and

- Investment securities which decreased by 24% to $2.0 billion, from the third quarter of 2011.

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During the third quarter we accumulated a cash balance of $1.6 billion and slowed our retention of organic assets in preparation for funding the Business Property Lending acquisition which closed on October 1, 2012.

Loan Origination Activities

Our organic generation of residential loans, commercial loans and leases totaled $3.3 billion for the third quarter of 2012. Retained organic production totaled $1.0 billion for the quarter, an increase of 29% and 92% compared to second quarter 2012 and third quarter 2011, respectively.

Deposit and Other Funding Sources

Our total deposits grew by $1.0 billion, or 9%, to $11.8 billion at September 30, 2012, from $10.8 billion at June 30, 2012, and by $1.6 billion, or 16%, from $10.2 billion at September 30, 2011. At September 30, 2012, our deposits were comprised of the following:

- Non-interest bearing accounts were $1.5 billion, or 12%, of total deposits;
- Interest-bearing checking accounts were $2.4 billion, or 21%, of total deposits;
- Savings and money market accounts were $4.3 billion, or 36%, of total deposits;
- Global markets money market and time accounts were $1.2 billion, or 10%, of total deposits; and
- Time deposit accounts, excluding global markets, were $2.4 billion, or 20%, of total deposits.

Our total other borrowings were $2.8 billion at September 30, 2012, compared to $2.5 billion at June 30, 2012. Our core deposit growth and increase in other borrowings were part of the balance sheet positioning we undertook to fund the Business Property Lending acquisition.

Credit Quality

Our adjusted nonperforming assets were 1.29% of total assets at September 30, 2012, a decrease from 1.46% at June 30, 2012. We recorded provision for loan and lease losses of $4.4 million during the third quarter of 2012, a decrease of $1.4 million, or 24%, when compared to the second quarter of 2012. Net charge-offs during the third quarter of 2012 declined to $5.3 million, from $6.6 million in the second quarter of 2012, a decline of 20%. On an annualized basis, net charge-offs were 0.25% of total average loans and leases held for investment outstanding for the third quarter of 2012, compared to 0.34% for the second quarter of 2012 and 1.03% for the third quarter of 2011.

Originated Loan Repurchase Activity

During the third quarter of 2012, we experienced charge-offs of $4.7 million and recorded a provision of $1.7 million on repurchase obligations for loans sold or securitized. Our reserve declined from $34.0 million in the second quarter to $31.0 million in the third quarter.

Capital Strength

Our total shareholders equity was $1.3 billion at September 30, 2012, compared to $1.2 billion at June 30, 2012. The bank s Tier 1 leverage ratio was 8.0% and total risk-based capital ratio was 16.1% at September 30, 2012. As a result, the bank is considered well-capitalized under all applicable regulatory guidelines.

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Income Statement Highlights

Net Interest Income

For the third quarter of 2012, our net interest income increased $1.2 million to $126.2 million, from $125.0 million for the second quarter of 2012. This increase was attributable to higher commercial lending volumes driven by our warehouse finance and lender finance businesses and resulted in a $4.7 million increase in interest income during the quarter. Our interest expense increased by $3.5 million during the quarter as we increased deposits and borrowings to execute on our balance sheet positioning in advance of the Business Property Lending acquisition.

Net interest margin decreased to 3.66% for the third quarter from 3.86% in the second quarter. The change in net interest margin was primarily driven by the growth in floating rate, short duration assets through increased levels of warehouse finance and lender finance originations combined with an increase in interest expense on deposits and borrowings. During the third quarter, we entered into commitments for fixed rate advances to support the acquisition of Business Property Lending.

Noninterest Income

Noninterest income for the third quarter of 2012 increased by $23.2 million, or 31%, to $97.3 million compared to the second quarter of 2012. This increase was driven by production revenues and gain on sale of loans which increased by $16.5 million, or 21%, to $96.3 million. The increase in noninterest income also reflects a $9.6 million improvement in the net loan servicing loss from $21.8 million for the second quarter to $12.2 million for the third quarter of 2012. Net loan servicing loss includes a non-cash MSR valuation allowance of $18.2 million, compared to a valuation allowance of $30.1 million in the second quarter of 2012, as well as MSR amortization expense of $36.3 million, compared to amortization of $34.1 million in the second quarter of 2012. These changes were primarily related to an extension of the historic low interest rate environment which resulted in strong residential origination volumes of $2.5 billion and elevated servicing pay-off activity.

Noninterest Expense

Our noninterest expense for the third quarter of 2012 increased by $8.2 million, or 5%, to $184.0 million from $175.8 million in the second quarter. Salaries, commissions and employee benefits increased by $9.1 million, or 12%, with $5.1 million attributed to hiring activity and investments in retail lending. Approximately 10% of our noninterest expense is variable and tied to mortgage origination levels. General and administrative expense, excluding credit-related expenses, decreased by $6.5 million, or 12%, from the second quarter as decreases in professional fees and other expenses were partially offset by increased advertising and marketing expense.

Noninterest expense directly related to our retail expansion was $14.6 million for the third quarter and $27.1 million year to date. Loan production volume from our retail channel was $513 million in the third quarter, an increase of $248 million, or 94%, from second quarter and $422 million, or 465%, from the first quarter.

Our credit-related expenses for the third quarter increased $4.3 million, or 21%, to $25.1 million from $20.8 million in the second quarter 2012. Key drivers of the increase include increased investments and related expenses to our GNMA pool buyout loans and an increase in foreclosure and REO expense related to the Bank of Florida portfolio, offset by lower repurchase reserve expenses.

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Consolidated Statements of Income

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
	(dollars in thousands, except per share data)			
Interest Income				
Interest and fees on loans and leases	$ 140,230	$ 116,899	$ 400,824	$ 358,419
Interest and dividends on investment securities	20,879	27,201	62,127	82,778
Other interest income	152	197	338	1,312
Total interest income	161,261	144,297	463,289	442,509
Interest Expense				
Deposits	22,491	23,959	63,884	75,559
Other borrowings	12,576	9,469	32,604	29,478
Total interest expense	35,067	33,428	96,488	105,037
Net Interest Income	126,194	110,869	366,801	337,472
Provision for loan and lease losses	4,359	12,258	21,471	39,292
Net Interest Income after Provision for Loan and Lease Losses	121,835	98,611	345,330	298,180
Noninterest Income				
Loan servicing fee income	42,341	48,390	130,380	144,023
Amortization and impairment of mortgage servicing rights	(54,521)	(44,053)	(163,281)	(88,270)
Net loan servicing income (loss)	(12,180)	4,337	(32,901)	55,753
Gain on sale of loans	85,748	20,921	203,851	39,854
Loan production revenue	10,528	6,518	27,817	18,513
Deposit fee income	4,671	7,803	16,738	19,398
Other lease income	7,103	7,095	24,588	22,163
Other	1,429	6,683	4,522	16,461
Total noninterest income	97,299	53,357	244,615	172,142
Noninterest Expense				
Salaries, commissions and other employee benefits expense	85,399	57,757	228,266	171,451
Equipment expense	17,574	13,608	50,411	36,077
Occupancy expense	6,619	5,237	17,985	14,808
General and administrative expense	74,377	62,983	221,911	184,199
Total noninterest expense	183,969	139,585	518,573	406,535
Income before Income Taxes	35,165	12,383	71,372	63,787
Provision for Income Taxes	12,987	4,625	26,176	24,818
Net Income	$ 22,178	$ 7,758	$ 45,196	$ 38,969
Net Income Allocated to Participating Preferred Stock	$	$ 1,598	$ 8,564	$ 8,420
Net Income Allocated to Common Shareholders	$ 22,178	$ 6,160	$ 36,632	$ 30,549
Net Earnings per Common Share, Basic	$ 0.19	$ 0.08	$ 0.37	$ 0.41

Net Earnings per Common Share, Diluted	$ 0.19	$ 0.08	$ 0.37	$ 0.40
Dividends Declared per Common Share	$ 0.02	$	$ 0.02	$
Weighted Average Common Shares Outstanding				
(units in thousands)				
Basic	118,038	74,996	98,387	74,842
Diluted	119,591	77,709	100,268	77,667

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Consolidated Balance Sheets

	September 30, 2012	December 31, 2011	September 30, 2011
Assets		(dollars in thousands)	
Cash and due from banks	$ 53,357	$ 31,441	$ 58,231
Interest-bearing deposits in banks	1,566,612	263,540	401,047
Total cash and cash equivalents	1,619,969	294,981	459,278
Investment securities:			
Available for sale, at fair value	1,722,556	1,903,922	2,387,672
Held to maturity	170,804	189,518	183,518
Other investments	126,151	98,392	79,906
Total investment securities	2,019,511	2,191,832	2,651,096
Loans held for sale	1,403,205	2,725,286	1,792,687
Loans and leases held for investment:			
Covered by loss share or indemnification agreements	671,420	841,146	911,756
Not covered by loss share or indemnification agreements	9,385,306	5,678,135	5,369,735
Loans and leases held for investment, net of unearned income	10,056,726	6,519,281	6,281,491
Allowance for loan and lease losses	(76,469)	(77,765)	(83,827)
Total loans and leases held for investment, net	9,980,257	6,441,516	6,197,664
Equipment under operating leases, net	55,532	56,399	42,954
Mortgage servicing rights (MSR), net	381,773	489,496	519,828
Deferred income taxes, net	183,943	151,634	127,282
Premises and equipment, net	64,789	43,738	43,186
Other assets	800,461	646,796	716,789
Total Assets	$ 16,509,440	$ 13,041,678	$ 12,550,764
Liabilities			
Deposits			
Noninterest-bearing	$ 1,475,204	$ 1,234,615	$ 1,284,567
Interest-bearing	10,340,722	9,031,148	8,922,378
Total deposits	11,815,926	10,265,763	10,206,945
Other borrowings	2,823,927	1,257,879	782,287
Trust preferred securities	103,750	103,750	103,750
Accounts payable and accrued liabilities	507,815	446,621	484,074
Total Liabilities	15,251,418	12,074,013	11,577,056
Shareholders Equity			
Series A 6% Cumulative Convertible Preferred Stock		2	2
Series B 4% Cumulative Convertible Preferred Stock		1	1
Common Stock	1,206	751	750
Additional paid-in capital	812,823	561,247	560,547
Retained earnings	550,724	513,413	499,711
Accumulated other comprehensive loss	(106,731)	(107,749)	(87,303)

Total Shareholders Equity	1,258,022	967,665	973,708
Total Liabilities and Shareholders Equity	$ 16,509,440	$ 13,041,678	$ 12,550,764

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EverBank Financial Corp and Subsidiaries

Average Balances and Interest Rates

	Three Months Ended September 30, 2012			Three Months Ended September 30, 2011		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
	(dollars in thousands)					
Assets:						
Interest-earning assets:						
Cash and cash equivalents	$ 236,378	$ 152	0.26%	$ 311,803	$ 198	0.25%
Investment securities	1,984,778	20,379	4.10%	2,825,922	27,050	3.83%
Other investments	121,315	501	1.64%	85,144	151	0.70%
Loans held for sale	2,750,575	32,508	4.73%	1,127,316	12,693	4.50%
Loans and leases held for investment:						
Residential mortgages	5,690,121	60,381	4.24%	4,860,607	55,120	4.54%
Commercial and commercial real estate	2,045,963	23,869	4.57%	1,131,431	16,667	5.76%
Lease financing receivables	692,643	21,218	12.25%	482,816	29,803	24.69%
Home equity lines	186,179	2,190	4.68%	208,132	2,552	4.86%
Consumer and credit card	8,375	63	2.99%	8,468	63	2.95%
Total loans and leases held for investment	8,623,281	107,721	4.97%	6,691,454	104,205	6.21%
Total interest-earning assets	13,716,327	$ 161,261	4.69%	11,041,639	$ 144,297	5.21%
Noninterest-earning assets	1,459,268			1,352,254		
Total assets	$ 15,175,595			$ 12,393,893		
Liabilities and Shareholders Equity:						
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand	$ 2,312,731	$ 4,456	0.77%	$ 2,042,096	$ 4,479	0.87%
Market-based money market accounts	430,420	822	0.76%	485,429	1,136	0.93%
Savings and money market accounts, excluding market-based	4,157,713	8,115	0.78%	3,750,652	8,256	0.87%
Market-based time	815,528	2,029	0.99%	1,028,829	2,303	0.89%
Time, excluding market-based	2,229,888	7,069	1.26%	1,722,143	7,785	1.79%
Total deposits	9,946,280	22,491	0.90%	9,029,149	23,959	1.05%
Borrowings:						
Trust preferred securities	103,750	1,498	5.74%	103,750	1,652	6.32%
FHLB advances	1,803,605	10,852	2.39%	730,879	7,729	4.20%
Repurchase agreements	53,244	220	1.64%	20,524	88	1.70%
Other	3	6	N.M.	2		0.00%
Total interest-bearing liabilities	11,906,882	35,067	1.17%	9,884,304	33,428	1.34%
Noninterest-bearing demand deposits	1,591,087			1,126,875		
Other noninterest-bearing liabilities	459,815			362,097		
Total liabilities	13,957,784			11,373,276		
Total shareholders equity	1,217,811			1,020,617		
Total liabilities and shareholders equity	$ 15,175,595			$ 12,393,893		
Net interest income/spread		$ 126,194	3.52%		$ 110,869	3.87%
Net interest margin			3.66%			3.98%

Memo: Total deposits including non-interest bearing	$ 11,537,367	$ 22,491	0.78%	$ 10,156,024	$ 23,959	0.94%

(1) The average balances are principally daily averages, and, for loans, include both performing and non-performing balances.
(2) Interest income on loans includes the effects of discount accretion and net deferred loan origination costs accounted for as yield adjustments.
(3) All interest income was fully taxable for all periods presented.
(4) N.M. indicates not meaningful.

Reconciliation of Non-GAAP Measures

Adjusted Net Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(dollars in thousands)			
Net income	$ 22,178	$ 7,758	$ 45,196	$ 38,969
Gain on repurchase of trust preferred securities, net of tax				(2,910)
Transaction expense, net of tax	1,268	2,108	4,452	8,204
Non-recurring regulatory related expense, net of tax	1,326	2,643	8,169	4,296
Decrease in fair value of Tygris indemnification asset resulting from a decrease in estimated future credit losses, net of tax				5,382
Increase in Bank of Florida non-accretable discount, net of tax	111	298	2,709	799
Impact of change in ALLL methodology, net of tax				1,178
Early adoption of TDR guidance and policy change, net of tax				6,225
MSR impairment, net of tax	11,302	12,824	39,375	12,824
Tax expense related to revaluation of Tygris net unrealized built-in losses				691
Adjusted net income	$ 36,185	$ 25,631	$ 99,901	$ 75,658

Tangible Equity, Adjusted Tangible Equity and Tangible Assets

	September 30, 2012	December 31, 2011	September 30, 2011
	(dollars in thousands)		
Shareholders equity	$ 1,258,022	$ 967,665	$ 973,708
Less:			
Goodwill	10,238	10,238	10,238
Intangible assets	6,348	7,404	7,756
Tangible equity	$ 1,241,436	$ 950,023	$ 955,714
Less:			
Accumulated other comprehensive loss	(106,731)	(107,749)	(87,303)
Adjusted tangible equity	$ 1,348,167	$ 1,057,772	$ 1,043,017
Total assets	$ 16,509,440	$ 13,041,678	$ 12,550,764
Less:			
Goodwill	10,238	10,238	10,238
Intangible assets	6,348	7,404	7,756
Tangible assets	$ 16,492,854	$ 13,024,036	$ 12,532,770

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Reconciliation of Non-GAAP Measures (continued)

Regulatory Capital (bank level)

	September 30, 2012	December 31, 2011	September 30, 2011
		(dollars in thousands)	
Shareholders equity	$ 1,339,669	$ 1,070,887	$ 1,078,080
Less: Goodwill and other intangibles	(16,586)	(17,642)	(17,994)
Disallowed servicing asset	(33,366)	(38,925)	(36,570)
Disallowed deferred tax asset	(69,412)	(71,803)	(72,147)
Add: Accumulated losses on securities and cash flow hedges	103,238	105,682	85,525
Tier 1 capital	1,323,543	1,048,199	1,036,894
Less: Low-level recourse and residual interests		(21,587)	(20,431)
Add: Allowance for loan and lease losses	76,469	77,765	83,826
Total regulatory capital	$ 1,400,012	$ 1,104,377	$ 1,100,289
Adjusted total assets	$ 16,488,067	$ 13,081,401	$ 12,550,738
Risk-weighted assets	8,701,164	7,043,371	7,007,339

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Non-Performing Assets [1]

	September 30, 2012	December 31, 2011	September 30, 2011
		(dollars in thousands)	
Non-accrual loans and leases:			
Residential mortgages	$ 75,355	$ 81,594	$ 74,194
Commercial and commercial real estate	85,306	104,829	92,966
Lease financing receivables	2,018	2,385	1,745
Home equity lines	4,492	4,251	3,803
Consumer and credit card	479	419	471
Total non-accrual loans and leases	167,650	193,478	173,179
Accruing loans 90 days or more past due	1,973	6,673	4,808
Total non-performing loans (NPL)	169,623	200,151	177,987
Other real estate owned (OREO)	43,612	42,664	39,431
Total non-performing assets (NPA)	213,235	242,815	217,418
Troubled debt restructurings (TDR) less than 90 days past due	82,030	92,628	89,129
Total NPA and TDR [1]	$ 295,265	$ 335,443	$ 306,547
Total NPA and TDR	$ 295,265	$ 335,443	$ 306,547
Government-insured 90 days or more past due still accruing	1,684,550	1,570,787	883,478
Bank of Florida loans accounted for under ASC 310-30:			
90 days or more past due	117,506	149,743	159,767
OREO	18,557	19,456	19,616
Total regulatory NPA and TDR	$ 2,115,878	$ 2,075,429	$ 1,369,408
Adjusted credit quality ratios excluding government-insured loans and loans accounted for under ASC 310-30:[1]			
NPL to total loans	1.49%	2.18%	2.23%
NPA to total assets	1.29%	1.86%	1.73%
NPA and TDR to total assets	1.79%	2.57%	2.44%
Credit quality ratios including government-insured loans and loans accounted for under ASC 310-30:			
NPL to total loans	17.32%	20.95%	15.28%
NPA to total assets	12.32%	15.20%	10.20%
NPA and TDR to total assets	12.82%	15.91%	10.91%

(1) We define non-performing assets, or NPA, as non-accrual loans, accruing loans past due 90 days or more and foreclosed property. Our NPA calculation excludes government-insured pool buyout loans for which payment is insured by the government. We also exclude loans and foreclosed property acquired in the Bank of Florida acquisition accounted for under ASC 310-30 because as of September 30, 2012, we expected to fully collect the carrying value of such loans and foreclosed property.

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RISK FACTORS

Investing in our securities involves a high degree of risk. You should carefully consider the following risk factors, as well as all of the other information contained in this prospectus, before deciding to invest in our securities.

Risks Related to Our Business

General business and economic conditions could have a material adverse effect on our business, financial position, results of operations and cash flows.

Our businesses and operations are sensitive to general business and economic conditions in the United States. If the U.S. economy is unable to steadily emerge from the recession that began in 2007 or we experience worsening economic conditions, such as a so-called double-dip recession, our growth and profitability could be constrained. In addition, economic conditions in foreign countries can affect the stability of global financial markets, which could hinder the U.S. economic recovery. Financial markets remain concerned about the ability of certain European countries to finance and service their debt. The default by any one of these countries on their debt payments could lead to weaker economic conditions in the United States. Weak economic conditions are characterized by deflation, fluctuations in debt and equity capital markets, including a lack of liquidity and/or depressed prices in the secondary market for mortgage loans, increased delinquencies on mortgage, consumer and commercial loans, residential and commercial real estate price declines and lower home sales and commercial activity. All of these factors are detrimental to our business. Our business is significantly affected by monetary and related policies of the U.S. federal government, its agencies and government-sponsored entities, or GSEs. Changes in any of these policies could have a material adverse effect on our business, financial position, results of operations and cash flows.

Liquidity risk could impair our ability to fund operations and jeopardize our financial condition.

Liquidity is essential to our business. Actions by the Federal Home Loan Bank of Atlanta, or FHLB, or the FRB may reduce our borrowing capacity. Additionally, we may not be able to attract deposits at competitive rates. An inability to raise funds through traditional deposits, brokered deposits, borrowings, the sale of securities or loans and other sources could have a substantial negative effect on our liquidity or result in increased funding costs. Furthermore, we invest in several asset classes, including significant investments in mortgage servicing rights, or MSR, which may be less liquid in certain markets. Liquidity may also be adversely impacted by bank supervisory and regulatory authorities mandating changes in the composition of our balance sheet to asset classes that are less liquid.

Our access to funding sources in amounts adequate to finance our activities or on terms that are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Factors that could detrimentally impact our access to liquidity sources include a downturn in the markets in which our loans are concentrated or adverse regulatory action against us. In addition, our access to deposits may be affected by the liquidity and/or cash flow needs of depositors. Although we have historically been able to replace maturing deposits and FHLB advances as necessary, we might not be able to replace such funds in the future and can lose a relatively inexpensive source of funds and increase our funding costs if, among other things, customers move funds out of bank deposits and into alternative investments, such as the stock market, that are perceived as providing superior expected returns. Furthermore, an inability to increase our deposit base at all or at attractive rates would impede our ability to fund our continued growth, which could have an adverse effect on our business, results of operations and financial condition.

Our ability to raise funds through deposits or borrowings could also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry in light of the recent turmoil faced by banking organizations and the continued deterioration in credit markets.

Although we consider our sources of funds adequate for our liquidity needs, we may be compelled to seek additional sources of financing in the future. We may be required to seek additional regulatory capital through capital raising at terms that may be very dilutive to existing common stockholders. Likewise, we may need to incur additional debt in the future to achieve our business objectives, in connection with future acquisitions or for other reasons. Any borrowings, if sought, may not be available to us or, if available, may not be on favorable terms.

Our financial results are significantly affected in a number of ways by changes in interest rates, which may make our results volatile from quarter to quarter.

Most of our assets and liabilities are monetary in nature, which subjects us to significant risks from changes in interest rates and can impact our net income and the valuation of our assets and liabilities. Our operating results depend to a great extent on our net interest margin, which is the difference between the amount of interest income we earn and the amount of interest expense we incur. If the rate of interest we pay on our interest-bearing deposits, borrowings and other liabilities increases more than the rate of interest we receive on loans, securities and other interest-earning assets, our net interest income, and therefore our earnings, would be adversely affected. Our earnings also could be adversely affected if the rates on our loans and other investments fall more quickly than those on our deposits and other liabilities. Interest rates are highly sensitive to many factors beyond our control, including competition, general economic conditions and monetary and fiscal policies of various governmental and regulatory authorities, including the FRB. A strengthening U.S. economy would be expected to cause the FRB to increase short-term interest rates, which would increase our borrowing costs and may reduce our profit margins. A sustained low interest rate environment could cause many of our loans subject to adjustable rates to reprice downward to lower interest rates, which would decrease our loan yields and reduce our profit margins.

Changes in interest rates also have a significant impact on our mortgage loan origination revenues. Historically, there has been an inverse correlation between the demand for mortgage loans and interest rates. Mortgage origination volume and revenues usually decline during periods of rising or high interest rates and increase during periods of declining or low interest rates. Changes in interest rates also have a significant impact on the carrying value of a significant percentage of the assets on our balance sheet. Furthermore, our MSR are valued based on a number of factors, including assumptions about borrower repayment rates, which are heavily influenced by prevailing interest rates. When interest rates fall, borrowers are usually more likely to prepay their mortgage loans by refinancing them at a lower rate. As the likelihood of prepayment increases, the fair value of our MSR can decrease, which, in turn, may reduce earnings in the period in which the decrease occurs.

We recorded a $45.3 million impairment charge related to MSR for the six month period ended June 30, 2012. In addition, mortgage loans held for sale for which an active secondary market and readily available market prices exist and other interests we hold related to residential loan sales and securitizations are carried at fair value. The value of these assets may be negatively affected by changes in interest rates. We may not correctly or adequately hedge this risk, and even if we do hedge the risk with derivatives and other instruments, we may still incur significant losses from changes in the value of these assets or from changes in the value of the hedging instruments.

Even though originating mortgage loans, which benefit from declining rates, and servicing mortgage loans, which benefit from rising rates, can act as a natural hedge to soften the overall impact of changes in rates on our consolidated financial results, the hedge is not perfect, either in amount or timing. For example, the negative effect on revenue from a decrease in the fair value of residential MSR is generally immediate, but any offsetting revenue benefit from more originations and the MSR relating to the new loans would generally accrue over time.

We enter into forward starting swaps as a hedging strategy related to our expected future issuances of debt. This hedging strategy allows us to fix the interest rate margin between our interest earning assets and our interest bearing liabilities. A continued prolonged period of lower interest rates could affect the duration of our interest earning assets and adversely impact our operations in future periods.

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We may be required to make further increases in our provisions for loan and lease losses and to charge-off additional loans and leases in the future, which could adversely affect our results of operations.

The real estate market in the United States since late 2007 has been characterized by high delinquency rates and price deterioration. Despite historically low interest rates beginning in 2008, higher credit standards, weak employment, slow economic growth and an overall de-leveraging in the residential and commercial sectors have perpetuated these trends. We maintain an allowance for loan and lease losses, which is a reserve established through a provision for loan and lease loss expense that represents management s best estimate of probable losses inherent in our loan portfolio. The level of the allowance reflects management s judgment with respect to:

- continuing evaluation of specific credit risks;
- loan loss experience;
- current loan and lease 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 and lease losses involves a high degree of subjectivity and judgment and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors both within and outside of our control, may require an increase in the allowance for loan and lease losses. If current trends in the real estate markets continue, we expect that we will continue to experience increased delinquencies and credit losses, particularly with respect to construction, land development and land loans.

In addition, bank regulatory agencies periodically review our allowance for loan and lease losses and may require an increase in the provision for loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. If charge-offs in future periods exceed the allowance for loan and lease losses, we will need additional provisions to increase the allowance for loan and lease losses, which would result in a decrease in net income and capital, and could have a material adverse effect on our financial condition and results of operations.

Mortgage loan modification and refinancing programs and future legislative action may adversely affect the value of, and our returns on, residential mortgage-backed securities and on MSR.

The U.S. Government, through the FRB, the FHA and the FDIC, has initiated a number of loss mitigation programs designed to afford relief to homeowners facing foreclosure and to assist borrowers whose home value is less than the principal on their mortgage, including the Home Affordable Modification Program, or HAMP, which provides homeowners with assistance in avoiding residential mortgage loan foreclosures, the Hope for Homeowners Program, or H4H Program, which allows certain distressed borrowers to refinance their mortgages into Federal Housing Administration, or FHA, insured loans in order to avoid residential mortgage loan foreclosures, and the Home Affordable Refinancing Program, or HARP, which makes it easier for borrowers to refinance at lower interest rates. These loan modification programs, future legislative or regulatory actions, including possible amendments to the bankruptcy laws, which result in the modification of outstanding residential mortgage loans, as well as changes in the requirements necessary to qualify for refinancing mortgage loans with Fannie Mae, Freddie Mac or Ginnie Mae, may adversely affect the value of, and the returns on, our portfolio of mortgage-backed securities, or MBS, and on the value of our MSR. Our MSR is valued based on a number of factors, including assumptions about borrower repayment rates and costs of servicing. If the interest

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rate on a mortgage is adjusted, or if a borrower is permitted to refinance at a lower rate, or the costs of servicing or costs of foreclosures increase, the value of our MSR with respect to that mortgage can decrease, which, in turn, may reduce earnings in the period in which the decrease occurs. In addition, increases in our servicing costs from changes to our foreclosure and other servicing practices, including resulting from the consent orders, adversely affects the fair value of our MSR.

Our gain on sale of loans could decrease in future periods if refinancing activity declines.

In recent periods we have seen elevated residential mortgage refinancing activity primarily due to government programs such as HAMP and HARP. In addition as a result of qualitative easing and other governmental policies, mortgage rates, as indicated by the Base Mortgage Rate, have declined in recent quarters. We believe this decline will extend refinance activity into future periods, which could result in a continuation of elevated mortgage refinancing activity. In addition, we have experienced heightened demand for mortgage loans by investors in the secondary market as a result of the favorable risk adjusted yield on mortgage assets relative to other investments. This expanded secondary market activity has resulted in attractive resale opportunities which has resulted in an increase in our gain on sale of loans during the first six months of 2012 as detailed in the following table:

	Year Ended						Six Months Ended	
	December 31, 2009		December 31, 2010		December 31, 2011		June 30, 2012	
(in thousands)	UPB	Gain on Sale	UPB	Gain on Sale	UPB	Gain on Sale	UPB	Gain on Sale
HARP(1)	$ 953,940	$ 7,467	$ 1,557,512	$ 27,096	$ 998,611	$ 15,329	$ 1,220,128	$ 35,702
Non-HARP(1)(2)	6,057,805	60,286	4,492,156	38,863	3,941,286	59,170	2,766,534	82,847
Other Activity(3)		(1,328)		(9)		(1,205)		(446)
Totals	$ 7,011,745	$ 66,425	$ 6,049,668	$ 65,950	$ 4,939,897	$ 73,294	$ 3,986,662	$ 118,103

(1) We hedge interest rate risk related to our mortgage warehouse and pipeline through the use of forward sales commitments. The gain on sale numbers include hedging gains and losses. We do not track the hedging gains and losses at an individual loan level and have allocated these based on UPB originated for the applicable periods.

(2) Non-HARP is entirely comprised of conforming and government loans that we have sold or plan to sell to the GSEs and other government agencies.

(3) Other activity is due to commercial real estate loans (CREL) that were carried at fair value.

We do not believe that this low interest rate environment coupled with the continued elevated activity in the secondary market will continue indefinitely. Presently the Federal Reserve has stated that it intends to maintain its current policies in the near term. However, in a rising interest rate environment, we would expect that refinancing volumes would decline, which could cause our originations of mortgage loans held for sale to decrease.

Our commercial real estate loan portfolio exposes us to risks that may be greater than the risks related to our other mortgage loans and a high percentage of these loans are secured by properties located in Florida.

Many analysts and economists are predicting that commercial mortgage loans could continue to see further deterioration. At June 30, 2012, our commercial real estate loans, net of discounts, were $1.0 billion, or approximately 10% of our total loan portfolio, net of allowances. Commercial real estate loans generally carry larger loan balances and involve a greater degree of financial and credit risk than residential mortgage loans or home equity loans. The repayment of these loans is typically dependent upon the successful operation of the related real estate or commercial projects. If the cash flow from the project is reduced, a borrower s ability to repay the loan may be impaired. Furthermore, the repayment of commercial mortgage loans is generally less

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predictable and more difficult to evaluate and monitor and collateral may be more difficult to dispose of in a market decline. In such cases, we may be compelled to modify the terms of the loan or engage in other potentially expensive work-out techniques. Any significant failure to pay on time by our customers would adversely affect our results of operations and cash flows.

As a result of our 2010 acquisition of the banking operations of Bank of Florida in an FDIC-assisted transaction, we have increased our exposure to risks related to economic conditions in Florida. Unlike our residential mortgage loan portfolio, which is more geographically diverse, approximately 81% of our commercial loans as of December 31, 2011, were secured by properties located in Florida. Florida has experienced a deeper recession and more dramatic slowdown in economic activity than other states and the decline in real estate values in Florida has been significantly higher than the national average. Our concentration of commercial loans in this state subjects us to risk that a further downturn in the local economy could result in increases in delinquencies and foreclosures or losses on these loans. In addition, the occurrence of natural disasters in Florida, such as hurricanes, or man-made disasters, such as the BP oil spill in the Gulf of Mexico, could result in a decline in the value or destruction of our mortgaged properties and an increase in the risk of delinquencies or foreclosures. These factors could have a material adverse effect on our business, financial position, results of operations and cash flows.

We may become subject to additional risks as a result of our recent acquisition of Business Property Lending from GECC.

Our recent acquisition of Business Property Lending from GECC could expose us to commercial lending in new markets where we have little commercial experience, which could result in losses that would affect our financial results. Prior to our acquisition of Business Property Lending, most of the commercial loans we have originated have been in the state of Florida. In connection with the acquisition, we acquired a nationwide portfolio of commercial loans, along with a platform to generate such loans. If we do not maintain strong underwriting standards as we have in the past, we may suffer losses if these loans fail to perform.

Conditions in the real estate market and higher than normal delinquency and default rates could adversely affect our business.

The origination and servicing of residential mortgages is a significant component of our business and our earnings have been and may continue to be adversely affected by weak real estate markets and historically high delinquency and default rates. If the frequency and severity of our loan delinquencies and default rates increase, we could experience losses on loans held for investment and on newly originated or purchased loans that we hold for sale. We may need to further increase our reserves for foreclosures if foreclosure rates increase.

Continued or worsening conditions in the real estate market and higher than normal delinquency and default rates on loans have other adverse consequences for our mortgage banking business, including:

- cash flows and capital resources are reduced, as we are required to make cash advances to meet contractual obligations to investors, process foreclosures, maintain, repair and market foreclosed properties;
- mortgage service fee revenues decline because we recognize these revenues only upon collection;
- net interest income may decline and interest expense may increase due to lower average cash and capital balances and higher capital funding requirements;
- mortgage and loan servicing costs rise;
- an inability to sell our MSR in the capital markets due to reduced liquidity;

amortization and impairment charges on our MSR increase; and

realized and unrealized losses on and declines in the liquidity of securities held in our investment portfolio that are collateralized by mortgage obligations.

We may be required to repurchase mortgage loans with identified defects, indemnify the investor or guarantor, or reimburse the investor for credit loss incurred on the loan in the event of a material breach of representations or warranties.

We may be required to repurchase mortgage loans or reimburse investors as a result of breaches in contractual representations and warranties, from our sales of loans we originate and servicing of loans originated by other parties. We conduct these activities under contractual provisions that include various representations and warranties which typically cover ownership of the loan, compliance with loan criteria set forth in the applicable agreement, validity of the lien securing the loan and similar matters. We may be required to repurchase mortgage loans with identified defects, indemnify the investor or guarantor, or reimburse the investor for credit loss incurred on the loan in the event of a material breach of such contractual representations or warranties.

We experienced increased levels of repurchase demands beginning in 2010, which has led to material increases in our loan repurchase reserves and we may need to increase such reserves in the future, which would adversely affect net income. As of December 31, 2009, 2010 and 2011 our loan repurchase reserve for loans that we sold or securitized was $3.6 million, $26.8 million and $32.0 million, respectively, representing a 644% increase during 2010 and a 19% increase during 2011. Our loan repurchase reserve for loans that were sold or securitized was $34.0 million as of June 30, 2012.

In addition, we also service residential mortgage loans where a GSE is the owner of the underlying mortgage loan asset. Prior to late 2009, we had not historically experienced a significant amount of repurchases related to the servicing of mortgage loans as we were indemnified by the seller of the servicing rights but due to the failures of several of our counterparties, we have since experienced losses related to the repurchase of loans from GSEs and subsequent disposal or payment demands from the GSEs. As of December 31, 2009, 2010 and 2011 our reserve for servicing repurchase losses was $6.3 million, $30.0 million and $30.4 million, respectively, representing a 376% increase during 2010 and a 1% increase during 2011. Our reserve for servicing repurchase losses was $27.6 million as of June 30, 2012.

If future repurchase demands remain at heightened levels or increase further or the severity of the repurchase requests increases, or our success at appealing repurchase or other requests differs from past experience, we may need to further increase our loan repurchase reserves, and increased repurchase obligations could adversely affect our financial position and results of operations. For additional information, see Management s Discussion and Analysis of Financial Condition and Results of Operations Loans Subject to Representations and Warranties.

Our concentration of mass-affluent customers and so-called jumbo mortgages in our residential mortgage portfolio makes us particularly vulnerable to a downturn in high-end real estate values and economic factors disproportionately affecting affluent consumers of financial services.

The Federal Housing Administration, Fannie Mae and Freddie Mac will only purchase or guarantee so-called conforming loans, which may not exceed certain principal amount thresholds. As of December 31, 2011, approximately 61% of our residential mortgage loans held for investment was comprised of so-called jumbo loans based on the current threshold of $417,000 in most states, and 91% of the carrying value of our securities portfolio was comprised of residential nonagency investment securities, substantially all of which are backed by jumbo loans. Jumbo loans have principal balances exceeding the thresholds of the agencies described above, and tend to be less liquid than conforming loans, which may make it more difficult for us to rapidly rebalance our portfolio and risk profile than is the case for financial institutions with higher concentrations of conforming loan assets. Due to macroeconomic conditions, jumbo mortgage loans have, in recent periods, experienced increased rates of delinquency, foreclosure, bankruptcy and loss, and they are likely to continue to experience delinquency, foreclosure, bankruptcy and loss rates that are higher, and that may be substantially higher, than conforming mortgage loans. In such event, liquidity in the capital markets for such assets could be diminished and we could be faced with increased losses and an inability to dispose of such assets.

Hedging strategies that we use to manage our mortgage pipeline may be ineffective to mitigate the risk of changes in interest rates.

We typically use derivatives and other instruments to hedge a portion of our mortgage banking interest rate risk. Hedging is a complex process, requiring sophisticated models and constant monitoring, and is not a perfect science. We may use hedging instruments tied to U.S. Treasury rates, London Interbank Offered Rate, or LIBOR, or Eurodollars that may not perfectly correlate with the value or income being hedged. Our mortgage pipeline consists of our commitments to purchase mortgage loans, or interest rate locks, and funded mortgage loans that will be sold in the secondary market. The risk associated with the mortgage pipeline is that interest rates will fluctuate between the time we commit to purchase a loan at a pre-determined price, or the customer locks in the interest rate on a loan, and the time we sell or commit to sell the mortgage loan. Generally speaking, if interest rates increase, the value of an unhedged mortgage pipeline decreases, and gain on sale margins are adversely impacted. Typically, we hedge the risk of overall changes in fair value of loans held for sale by either entering into forward loan sale agreements, selling forward Fannie Mae or Freddie Mac MBS or using other derivative instruments to hedge loan commitments and to create fair value hedges against the funded loan portfolios. We generally do not hedge all of the interest rate risk on our mortgage portfolio and have not historically hedged the risk of changes in the fair value of our MSR resulting from changes in interest rates. To the extent we fail to appropriately reduce our exposure to interest rate changes, our financial results may be adversely affected.

We could recognize realized and unrealized losses on securities held in our securities portfolio, particularly if economic and market conditions deteriorate.

As of June 30, 2012, the fair value of our securities portfolio was approximately $2.0 billion, of which approximately 90% was comprised of residential nonagency investment securities. Factors beyond our control can significantly influence the fair value of securities in our portfolio and can cause potential adverse changes to the fair value of these securities. These factors include, but are not limited to, rating agency downgrades of the securities, defaults by the issuer or individual mortgagors with respect to the underlying securities, changes in market interest rates and continued instability in the credit markets. Any of these factors could cause an other-than-temporary impairment in future periods and result in realized losses. The process for determining whether impairment is other-than-temporary usually requires difficult, subjective judgments about the future financial performance of the issuer and any collateral underlying the security in order to assess the probability of receiving all contractual principal and interest payments on the security. Because of changing economic and market conditions affecting issuers and the performance of the underlying collateral, we may recognize realized and/or unrealized losses in future periods, which could have an adverse effect on our financial condition and results of operations.

We may experience higher delinquencies on our equipment leases and reductions in the resale value of leased equipment.

The realization of equipment values (i.e., residual values) during the life and at the end of the term of a lease is an important element of our commercial finance business. At the inception of each lease, we record a residual value for the leased equipment based on our estimate of the future value of the equipment at the expected disposition date. A decrease in the market value of leased equipment at a rate greater than the rate we projected, whether due to rapid technological or economic obsolescence, unusual or excessive wear-and-tear on the equipment, recession or other adverse economic conditions, or other factors, would adversely affect the current or the residual values of such equipment. Further, certain equipment residual values are dependent on the manufacturer s or vendor s warranties, reputation and other factors, including market liquidity. In addition, we may not realize the full market value of equipment if we are required to sell it to meet liquidity needs or for other reasons outside of the ordinary course of business. Consequently, we may not realize our estimated residual values for equipment. If we are unable to realize the expected value of a substantial portion of the equipment under lease, our business could be adversely affected.

In addition, in connection with the acquisition of Tygris, we acquired a portfolio of equipment leases with a fair value of $538.1 million, or 67% of the original book value of the leases at the date of acquisition. We acquired Tygris through a stock-for-stock merger with one of our subsidiaries in which 29,913,030 shares of our common stock were issued to the former Tygris stockholders. Of such shares, 9,470,010, along with $50 million in cash, were placed in an escrow account at closing to offset potential losses realized in connection with the original book value of the Tygris lease and loan portfolio over a five-year period following the closing, and to satisfy any indemnification claims that we may have under the acquisition agreement. Although we purchased these leases at a discount, they were not subjected to our credit standards. The non-impaired leases we acquired may become impaired and the impaired leases may suffer further deterioration in value, resulting in additional charge-offs to this portfolio.

As of June 30, 2012, total net charge-offs incurred with respect to the original book value of the portfolio since the closing of the acquisition have totaled $71.7 million. Because of the significant discounts recognized with respect to the population, including the expected credit discounts, EverBank has not incurred additional losses on this portfolio in excess of those expected at acquisition. As of June 30, 2012, the remaining carrying value of the acquired portfolio was $122.6 million. We currently do not expect to receive any funds from escrow related to the acquired loans and leases based on our current expectations of cash flows. Fluctuations in national, regional and local economic conditions may increase the level of charge-offs that we make to our lease portfolio, and, consequently, reduce our net income. We are not protected for all losses and any charge-off or related losses that we experience will negatively impact our results of operations.

We may become subject to a number of risks if we elect to pursue acquisitions and may not be able to acquire and integrate acquisition targets successfully if we choose to do so.

As we have done in the past, we may pursue acquisitions as part of our growth strategy. We may consider acquisitions of loans or securities portfolios, lending or leasing firms, commercial and small business lenders, residential lenders, direct banks, banks or bank branches (whether in FDIC-assisted or unassisted transactions), wealth and investment management firms, securities brokerage firms, specialty finance or other financial services-related companies. We expect that competition for suitable acquisition targets may be significant. Additionally, we must generally receive federal regulatory approval before we can acquire an institution or business. Such regulatory approval may be denied or, if granted, could be subject to conditions that materially affect the terms of the acquisition or our ability to capture some of the opportunities presented by the acquisition. We may not be able to successfully identify and acquire suitable acquisition targets on terms and conditions we consider to be acceptable.

Even if suitable candidates are identified and we succeed in consummating these transactions, acquisitions involve risks that may adversely affect our market value and profitability. These risks include, among other things: credit risk associated with acquired loans and investments; retaining, attracting and integrating personnel; loss of customers; reputational risks; difficulties in integrating or operating acquired businesses or assets; and potential disruption of our ongoing business operations and diversion of management s attention. Through our acquisitions we may also assume unknown or undisclosed liabilities, fail to properly assess known contingent liabilities or assume businesses with internal control deficiencies. While in most of our transactions we seek to mitigate these risks through, among other things, adequate due diligence and indemnification provisions, we cannot be certain that the due diligence we have conducted is adequate or that the indemnification provisions and other risk mitigants we put in place will be sufficient.

In addition, FDIC-assisted acquisitions involve risks similar to acquiring existing banks even though the FDIC might provide assistance to mitigate certain risks, such as sharing in the exposure to loan losses and providing indemnification against certain liabilities of a failed institution. However, because these acquisitions

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are typically conducted by the FDIC in a manner that does not allow the time normally associated with preparing for the integration of an acquired institution, we may face additional risks in FDIC-assisted transactions. These risks include, among other things, the loss of customers, strain on management resources related to collection and management of problem loans and problems related to integration of personnel and operating systems. We may not be successful in overcoming these risks or any other problems encountered in connection with acquisitions. Our inability to overcome these risks could have an adverse effect on our results of operations, particularly during periods in which the acquisitions are being integrated into our operations.

We may become subject to additional risks as a result of our recent acquisition of MetLife Bank s warehouse finance business.

Although we believe the recent acquisition of MetLife Bank s warehouse finance business represented an attractive opportunity to expand our business, any new business operation we acquire could expose us to additional fraud and counterparty risk which we may fail to adequately address. For example, our underwriting, operational controls and risk mitigants may fail to prevent or detect fraud or collusion with multiple parties which could result in losses that would affect our financial results. Since warehouse loans are typically larger than residential mortgage loans, the systemic deterioration of one or a few of these loans could cause an increase in non-performing loans. Our proposed structural agreements to minimize counterparty risk could be ineffective. Additionally, warehouse counterparties may become subject to repurchase demands by investors which could adversely affect their financial position.

We may have to take ownership of mortgage loans not directly underwritten by us if the mortgage broker is unable to sell them to investors and repay its underlying note with us. It is possible that no active or liquid market will exist for the types of loans we would be forced to sell, which could result in losses.

Certain of our stockholders have director nomination rights through which they may influence the actions taken by us, and their interests may not align with our interests or the interests of our other stockholders.

Pursuant to an agreement between us and Arena Capital Investment Fund, L.P., or Arena, and Lovett Miller Venture Fund II, Limited Partnership and Lovett Miller Venture Fund III, Limited Partnership, or together, Lovett Miller, Arena has the right to designate a representative to be included in management s slate of nominees recommended to our stockholders for election as a member of our Board of Directors and each of Arena and Lovett Miller have the right to appoint an observer who is permitted to attend meetings of our Board of Directors. In addition, pursuant to an agreement between us and Sageview Partners L.P., or Sageview, Sageview has the right to designate a representative to be included in management s slate of nominees recommended to stockholders of the Company for election as a member of our Board of Directors and has the right to appoint an observer who is permitted to attend meetings of our Board of Directors.

These director nomination rights and observer rights will generally survive for each of Arena, Lovett Miller and Sageview, respectively, so long as such stockholder continues to own a specified percentage of the Company s common stock. As of September 30, 2012, Arena holds 5,792,685 shares of our common stock, or 4.80%, Lovett Miller owns 1,940,096 shares of our common stock, or 1.61%, and Sageview owns 12,912,230 shares of our common stock, or 10.70%. As a result of their significant holdings of our common stock, and, in the case of Arena and Sageview, their rights to designate members of our Board of Directors, these stockholders are expected to be able to continue to exert significant influence over our policies and management, potentially in a manner which may not be in our stockholders best interests. For additional information, please see Certain Relationships and Related Party Transactions below.

Concern of customers over deposit insurance may cause a decrease in deposits.

With on-going concerns about bank failures, customers have become concerned about the extent to which their deposits are insured by the FDIC, particularly mass-affluent customers that may maintain deposits in excess of insured limits. Customers may withdraw deposits in an effort to ensure that the amount they have on

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deposit with our bank is fully insured and may place them in other institutions or make investments that are perceived as being more secure, such as securities issued by the U.S. Treasury. We may be forced by such activity to pay higher interest rates to retain deposits, which may constrain our liquidity as we seek to meet funding needs caused by reduced deposit levels, which could have a material adverse effect on our business.

Our ability to rely on brokered deposits as a part of our funding strategy may be limited.

Deposits raised by EverBank continue to be a key part of our funding strategy. Our ability to maintain our current level of deposits or grow our deposit base could be affected by regulatory restrictions, including the possible imposition of prior approval requirements or restrictions on deposit growth through brokered channels, or restrictions on our rates offered. In addition, as a supervisory matter, reliance on brokered deposits as a significant source of funding is discouraged. As a result, in order to grow our deposit base, we will need to expand our non-brokered channels for deposit generation, including through new marketing and advertising efforts, which may require significant time, capital and effort to implement. Further, we are likely to face significant competition for deposits from other banking organizations that are also seeking stable deposits to support their funding needs. If EverBank is unable to develop new channels of deposit origination, it could have a material adverse effect on our business, results of operations, and financial position.

We are exposed to risks associated with our Internet-based systems and online commerce security, including hacking and identity theft.

We operate primarily as an online bank with a small number of financial center locations and, as such, we conduct a substantial portion of our business over the Internet. We rely heavily upon data processing, including loan servicing and deposit processing, software, communications and information systems from a number of third parties to conduct our business.

Third party, or internal, systems and networks may fail to operate properly or become disabled due to deliberate attacks or unintentional events. Our operations are vulnerable to disruptions from human error, natural disasters, power loss, computer viruses, spam attacks, denial of service attacks, unauthorized access and other unforeseen events. Undiscovered data corruption could render our customer information inaccurate. These events may obstruct our ability to provide services and process transactions. While we are in compliance with all applicable privacy and data security laws, an incident could put our customer confidential information at risk.

Although we have not experienced a cyber incident which has been successful in compromising our data or systems, we can never be certain that all of our systems are entirely free from vulnerability to breaches of security or other technological difficulties or failures. We monitor and modify, as necessary, our protective measures in response to the perpetual evolution of cyber threats.

A breach in the security of any of our information systems, or other cyber incident, could have an adverse impact on, among other things, our revenue, ability to attract and maintain customers and business reputation. In addition, as a result of any breach, we could incur higher costs to conduct our business, to increase protection, or related to remediation. Furthermore our customers could incorrectly blame us and terminate their account with us for a cyber incident which occurred on their own system or with that of an unrelated third party. In addition, a security breach could also subject us to additional regulatory scrutiny and expose us to civil litigation and possible financial liability.

Our business may be impaired if a third party infringes on our intellectual property rights.

Our business depends heavily upon intellectual property that we have developed or will develop in the future. Monitoring infringement of intellectual property rights is difficult, and the steps we have taken may not prevent unauthorized use of our intellectual property. In the past, we have had to engage in enforcement actions to protect our domain names from theft, including administrative proceedings. We may in the future be unable to prevent third parties from acquiring domain names that infringe or otherwise decrease the value of our

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trademarks and other intellectual property rights. Intellectual property theft on the Internet is relatively widespread, and individuals anywhere in the world can purchase infringing domains or use our service marks on their pay-per-click sites to draw customers for competitors while exploiting our service marks. To the extent that we are unable to rapidly locate and stop an infringement, our intellectual property assets may become devalued and our brand may be tarnished. Third parties may also challenge, invalidate or circumvent our intellectual property rights and protections, registrations and licenses. Intellectual property litigation is expensive, and the outcome of an action could negatively impact our business, brand and profitability.

We may become involved in intellectual property or other disputes that could harm our business.

Third parties may assert claims against us, asserting that our marks, services, associated content in any medium, or software applications infringe on their intellectual property rights. The laws and regulations governing intellectual property rights are continually evolving and subject to differing interpretations. Trademark owners often engage in litigation in state or federal courts or oppositions in the United States Patent and Trademark Office as a strategy to broaden the scope of their trademark rights. If any infringement claim is successful against us, we may be required to pay substantial damages or we may need to seek to obtain a license of the other party s intellectual property rights. We also could lose the expected future benefit of our marketing and advertising spending. Moreover, we may be prohibited from providing our services or using content that incorporates the challenged intellectual property.

The soundness of other financial institutions could adversely affect us.

Financial services institutions are interrelated as a result of trading, clearing, custody, counterparty or other relationships. At various times, we may have significant exposure to a relatively small group of counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds and other institutional customers. Many of these transactions expose us to credit risk in the event of default of a counterparty or customer. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to us. Losses suffered through such increased credit risk exposure could have a material adverse effect on our financial condition, results of operations and cash flows.

We face increased risks with respect to our WorldCurrency® and other market-based deposit products.

As of June 30, 2012, we had outstanding market-based deposits of $1.3 billion, representing approximately 12% of our total deposits, the significant majority of which are WorldCurrency® deposits. Many of our WorldCurrency® depositors have chosen that family of products in order to diversify their portfolios with respect to foreign currencies. Appreciation of the U.S. dollar relative to foreign currencies, political and economic disruptions in foreign markets or significant changes in commodity prices or securities indices could significantly reduce the demand for our WorldCurrency® and other market-based products as well as a devaluation of these deposit balances, which could have a material adverse effect on our liquidity and results of operations. In addition, although we routinely use derivatives to offset changes to our deposit obligations due to fluctuations in currency exchange rates, commodity prices or securities indices to which these products are linked, these derivatives may not be effective. To the extent that these derivatives do not offset changes to our deposit obligations, our financial results may be adversely affected.

We operate in a highly competitive industry and market area.

We face substantial competition in all areas of our operations from a variety of different competitors, many of which are larger and may have more financial resources. Such competitors primarily include Internet banks and national, regional and community banks within the various markets we serve. We also face competition from many other types of financial institutions, including, without limitation, savings and loan institutions, credit unions, mortgage companies, other finance companies, brokerage firms, insurance companies,

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factoring companies and other financial intermediaries. The financial services industry could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. Banks, securities firms and insurance companies can (unless laws are changed) merge under the umbrella of a financial holding company, which can offer virtually any type of financial service, including banking, securities underwriting, insurance (both agency and underwriting) and merchant banking. Many of our competitors have fewer regulatory constraints and may have lower cost structures.

In addition, many of our competitors have significantly more physical branch locations than we do, which may be an important factor to potential customers. Because we offer our services over the Internet, we compete nationally for customers against financial institutions ranging from small community banks to the largest international financial institutions. Many of our competitors continue to have access to greater financial resources than we have, which allows them to invest in technological improvements. Failure to successfully keep pace with technological change affecting the financial services industry could place us at a competitive disadvantage.

Our historical growth rate and performance may not be indicative of our future growth or financial results.

Our historical growth must be viewed in the context of the recent opportunities available to us as a result of the confluence of our access to capital at a time when market dislocations of historical proportions resulted in unprecedented asset acquisition opportunities. When evaluating our historical growth and prospects for future growth, it is also important to consider that while our business philosophy has remained relatively constant over time, our mix of business, distribution channels and areas of focus have changed frequently and dramatically over the last several years. Historically, we have entered and exited lines of business to adapt to changing market conditions and perceived opportunities, and may continue to do so in future periods.

In recent fiscal periods, we have completed several significant transactions, including the acquisitions of MetLife Bank s warehouse finance business and Business Property Lending from GECC in 2012, Tygris and Bank of Florida in 2010, the acquisition of a number of residential mortgage loan and securities portfolios in 2008 and 2009 and the divestiture of our reverse mortgage operations in 2008. These transactions, along with equity capital infusions, have significantly expanded our asset and capital base, product mix and distribution channels. We also benefited from significant purchase price discounts from certain of these transactions, which are highly accretive to our earnings and which may not be available in the future. Over the longer-term, we expect margins on loans to revert to longer-term historical levels.

We have historically generated a significant amount of fee income through the origination and servicing of residential mortgage loans. Fundamental changes in bank regulations and the mortgage industry, unusually weak economic conditions and the historically low interest rate environment that has characterized the last several fiscal quarters make it difficult to predict our future results or draw meaningful comparisons between our historical results and our results in future fiscal periods. We materially increased our investments in residential MSR from 2008 through the first quarter of 2010. During that time, we also significantly increased our investments in nonagency residential collateralized mortgage obligation securities, or CMOs. Due to concentration limits we adopted pursuant to new regulatory constraints and possible future regulatory guidance, our concentration in such asset classes has been reduced. We may not be able to achieve similar performance from alternative asset classes in the future.

We may not be able to sustain our historical rate of growth or grow our business at all. Because of the tremendous amount of uncertainty in the general economy and with respect to the effectiveness of recent governmental intervention in the credit markets and mortgage lending industry, as well as increased delinquencies, continued home price deterioration and lower home sales volume, it will be difficult for us to replicate our historical earnings growth as we continue to expand. We have benefited from the recent low interest rate environment, which has provided us with high net interest margins which we use to grow our business. Higher rates would compress our margins and may impact our ability to grow. Consequently, our historical results of operations will not necessarily be indicative of our future operations.

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We are dependent on key personnel and the loss of one or more of those key personnel could harm our business.

Our future success significantly depends on the continued services and performance of our key management personnel. We believe our management team s depth and breadth of experience in the banking industry is integral to executing our business plan. We also will need to continue to attract, motivate and retain other key personnel. The loss of the services of members of our senior management team or other key employees or the inability to attract additional qualified personnel as needed could have a material adverse effect on our business, financial position, results of operations and cash flows.

We are subject to losses due to fraudulent and negligent acts on the part of loan applicants, mortgage brokers, other vendors and our employees.

When we originate mortgage loans, we rely heavily upon information supplied by loan applicants and third parties, including the information contained in the loan application, property appraisal, title information and employment and income documentation provided by third parties. If any of this information is misrepresented and such misrepresentation is not detected prior to loan funding, we generally bear the risk of loss associated with the misrepresentation.

We may be exposed to unrecoverable losses on the loans acquired in the Bank of Florida acquisition, despite the loss sharing agreements we have with the FDIC.

Although we acquired the loan assets of Bank of Florida at a substantial discount and we have entered into loss sharing agreements which provide that the FDIC will bear 80% of losses on such assets in excess of $385.6 million, we are not protected from all such losses. The FDIC has the right to refuse or delay payment for such loan losses if the loss sharing agreements are not managed in accordance with their terms. Additionally, the loss sharing agreements have limited terms; therefore, any losses that we experience after the terms of the loss sharing agreements have ended will not be recoverable from the FDIC, which would negatively impact our net income.

The acquisition of assets and liabilities of financial institutions in FDIC-sponsored or assisted transactions involves risks similar to those faced in unassisted acquisitions, even though the FDIC might provide assistance to mitigate certain risks (e.g., entering into loss sharing arrangements). However, because such acquisitions are structured in a manner that does not allow the time normally associated with evaluating and preparing for the integration of an acquired institution, we face the additional risk that the anticipated benefits of such an acquisition may not be realized fully or at all, or within the time period expected.

Any of these factors, among others, could adversely affect our ability to achieve the anticipated benefits of the Bank of Florida acquisition.

Certain provisions of the loss sharing agreements entered into with the FDIC in connection with the Bank of Florida acquisition may have anti-takeover effects and could limit our ability to engage in certain strategic transactions our Board of Directors believes would be in the best interests of stockholders.

The FDIC s agreement to bear 80% of qualifying losses in excess of $385.6 million on single family residential loans for ten years and all other loans for five years is a significant advantage for us and a feature of the Bank of Florida acquisition without which we would not have entered into the transaction. Our agreement with the FDIC requires that we receive FDIC consent, which may be withheld by the FDIC in its sole discretion, prior to us or our stockholders engaging in certain transactions. If any such transaction is completed without prior FDIC consent, the FDIC would have the right to discontinue the loss sharing arrangement.

Among other things, prior FDIC consent is required for (1) a merger or consolidation of us or EverBank with or into another company if our stockholders will own less than 66.66% of the combined company, (2) the sale of all or substantially all of the assets of EverBank and (3) a sale of shares by a stockholder, or a group of

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related stockholders, that will effect a change in control of us, as determined by the FDIC with reference to the standards set forth in the Change in Bank Control Act (generally, the acquisition of between 10% and 25% of our voting securities where the presumption of control is not rebutted, or the acquisition by any person, acting directly or indirectly or through or in concert with one or more persons, of more than 25% of our voting securities). Although our Amended and Restated Certificate of Incorporation contains a provision that, with reference to the Change in Bank Control Act, restricts any person from acquiring control of us, or more than 9.9% of our voting securities, without the prior approval of our Board of Directors, such an acquisition by stockholders could occur beyond our control. If we or any stockholder desired to enter into any such transaction, the FDIC may not grant its consent in a timely manner, without conditions, or at all. If one of these transactions were to occur without prior FDIC consent and the FDIC withdrew its loss share protection, there could be a material adverse effect on our financial condition, results of operations and cash flows.

Regulatory and Legal Risks

We operate in a highly regulated environment and the laws and regulations that govern our operations, corporate governance, executive compensation and accounting principles, or changes in them, or our failure to comply with them, may adversely affect us.

We are subject to extensive regulation, supervision and legislation that govern almost all aspects of our operations. Intended to protect customers, depositors, the Deposit Insurance Fund, or DIF, and the overall financial system, these laws and regulations, among other matters, prescribe minimum capital requirements, impose limitations on the business activities in which we can engage, limit the dividend or distributions that EverBank can pay to us, restrict the ability of institutions to guarantee our debt, impose certain specific accounting requirements on us that may be more restrictive and may result in greater or earlier charges to earnings or reductions in our capital than generally accepted accounting principles, among other things. Compliance with laws and regulations can be difficult and costly, and changes to laws and regulations often impose additional compliance costs. We are currently facing increased regulation and supervision of our industry as a result of the financial crisis in the banking and financial markets, and, to the extent that we participate in any programs established or to be established by the U.S. Treasury or by the federal bank regulatory agencies, there will be additional and changing requirements and conditions imposed on us. Such additional regulation and supervision may increase our costs and limit our ability to pursue business opportunities. Further, our failure to comply with these laws and regulations, even if the failure is inadvertent or reflects a difference in interpretation, could subject us to restrictions on our business activities, fines and other penalties, any of which could adversely affect our results of operations, capital base and the price of our securities.

We and EverBank have entered into a consent order with the OTS, and failure to comply with the requirements of the consent order could have a negative impact on us and/or EverBank.

On April 13, 2011, we and EverBank each entered into a consent order with the OTS with respect to EverBank s mortgage foreclosure practices and our oversight of those practices. The consent orders require, among other things, that we establish a new compliance program for our mortgage servicing and foreclosure operations and that we ensure that we have dedicated resources for communicating with borrowers, policies and procedures for outsourcing foreclosure or related functions and management information systems that ensure timely delivery of complete and accurate information. We are also required to retain an independent firm to conduct a review of residential foreclosure actions that were pending from January 1, 2009 through December 31, 2010 in order to determine whether any borrowers sustained financial injury as a result of any errors, misrepresentations or deficiencies and to provide remediation as appropriate. We are working to fulfill the requirements of the consent orders. In response to the consent orders, we have established an oversight committee to monitor the implementation of the actions required by the consent orders. Furthermore, we have enhanced and updated several policies, procedures, processes and controls to help ensure the mitigation of the findings of the consent orders, and submitted them to the FRB and the OCC (the applicable successors to the OTS) for review. In addition, we have enhanced our third-party vendor management system and our compliance program, hired additional personnel and retained an independent firm to conduct foreclosure reviews.

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Federal banking agencies periodically conduct examinations of our business, including for compliance with laws and regulations, and our failure to comply with any supervisory actions to which we are or become subject as a result of such examinations may adversely affect us.

The OTS, the OCC and other government agencies, including state attorneys general and the U.S. Department of Justice, investigated various mortgage related practices of certain servicers, some of which practices were also the subject of the horizontal review. In March 2012, the U.S. Department of Justice, the Department of Housing and Urban Development and 50 state attorneys general entered into separate consent judgments with five major mortgage servicers with respect to these matters. In total, the five mortgage servicers agreed to $25 billion in borrower restitution assistance and refinancing. Monetary sanctions imposed by the federal banking agencies as a consequence of the horizontal review are being held in abeyance, subject to provision of borrower assistance and remediation under the consent judgments. We understand certain other institutions subject to the consent decrees with the banking regulators announced in April 2011 have been contacted by the U.S. Department of Justice and state attorneys general regarding a settlement. If an investigation of EverBank were to occur, it could result in material fines, penalties, equitable remedies (including requiring default servicing or other process changes), other enforcement actions or additional litigation, and could result in significant legal costs in responding to governmental investigations and additional litigation. In addition, the federal banking agencies may impose civil monetary penalties on the remaining banks that were subject to the horizontal review as part of such an investigation or independently but have not indicated what the amount of any such penalties would be. Any other requirements or remedies or penalties that may be imposed on us as a result of the horizontal review or any other investigation or action related to mortgage origination or servicing may have a material adverse effect on our results of operations, capital base and the price of our securities.

We expect that mortgage-related assessments and waivers, costs, including compensatory fees assessed by the GSEs, and other costs associated with foreclosures will remain elevated as additional loans are delayed in the foreclosure process. This will likely continue to increase noninterest expenses, including increasing default servicing costs and legal expenses. In addition, changes to our processes and policies, including those required under the consent orders with federal bank regulators, are likely to result in further increases in our default servicing costs over the longer term. Delays in foreclosure sales may result in additional costs associated with the maintenance of properties or possible home price declines, result in a greater number of nonperforming loans and increased servicing advances and may adversely affect the collectability of such advances and the value of our MSR asset and real estate owned properties. In addition, the valuation of certain of our agency residential MBS could be negatively affected under certain scenarios due to changes in the timing of cash flows.

In addition, under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, as of July 21, 2011, the functions and personnel of the OTS were transferred among the OCC, FDIC and FRB. As a result, the OTS no longer supervises or regulates savings associations or savings and loan holding companies. The supervision of federal thrifts, such as EverBank, was transferred to the OCC, and the supervision of thrift holding companies, such as us, was transferred to the FRB. A number of steps have been made and will be taken by the FRB to align the regulation and supervision of thrift holding companies more closely with that of bank holding companies. As a result of this change in supervision and related requirements, we are subject to new and uncertain examination and reporting requirements that could be more stringent than the OTS examinations we have had historically. For a more detailed description of the Dodd-Frank Act, see Regulation and Supervision.

Governmental and other actions relating to recording mortgages in the name of MERS may have adverse consequences on us.

Mortgage notes, assignments or other documents are often required to be maintained and are often necessary to enforce mortgages loans. There has been significant public commentary regarding the industry practice of recording mortgages in the name of Mortgage Electronic Registration Systems, Inc., or MERS, as nominee on behalf of the note holder, and whether securitization trusts own the loans purported to be conveyed to them and have valid liens securing those loans. We currently use the MERS system for a substantial portion of

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the residential mortgage loans that we originate, including loans that have been sold to investors. A component of the consent orders described above requires significant changes in the manner in which we service loans identifying MERS as the mortgagee. Additionally, certain local and state governments have commenced legal actions against MERS and certain MERS members, questioning the validity of the MERS model. Other challenges have also been made to the process for transferring mortgage loans to securitization trusts, asserting that having a mortgagee of record that is different than the holder of the mortgage note could break the chain of title and cloud the ownership of the loan. If certain required documents are missing or defective, or if the use of MERS is found not to be valid, we could be obligated to cure certain defects or in some circumstances be subject to additional costs and expenses in servicing mortgages. Our use of MERS as nominee for mortgages may also create reputational and other risks for us.

The enactment of the Dodd-Frank Act may have a material effect on our operations.

On July 21, 2010, President Obama signed into law the Dodd-Frank Act, which imposes significant regulatory and compliance changes. The key effects of the Dodd-Frank Act on our business are:

- changes in the thrift supervisory structure;
- changes to regulatory capital requirements;
- creation of new governmental agencies with authority over our operations including the Consumer Financial Protection Bureau, or CFPB;
- limitation on federal preemption; and
- changes to mortgage loan origination and risk retention practices.

As noted above, the Dodd-Frank Act has changed the regulatory and supervisory framework governing federal thrifts and thrift holding companies, and as a result of this change in supervision and related requirements, we are subject to new and uncertain examination and reporting requirements that could be more stringent than our historic OTS examinations and reporting requirements. It is also expected that the FRB will impose regulatory capital requirements on thrift holding companies, such as us, which have not been historically subject to such requirements.

The Dodd-Frank Act also includes numerous provisions that impact mortgage origination and servicing. Under the Dodd-Frank Act, the loss of federal preemption for operating subsidiaries and agents of national banks and federal thrifts, as well as changes to the compensation and compliance obligations of independent mortgage brokers, could change the manner in which our mortgage loans are originated. As a result of the Dodd-Frank Act, there will likely be fewer independent, nonbank mortgage brokers and lenders. A reduction in the number of independent mortgage brokers may adversely affect our mortgage volume and, thus, our revenues and earnings.

In addition, in August 2012 the CFPB proposed new rules that would require servicers to comply with new standards and practices with regard to: error correction; information disclosure; force-placement of insurance; information management policies and procedures; requiring information about mortgage loss mitigation options be provided to delinquent borrowers; providing delinquent borrowers access to servicer personnel with continuity of contact about the borrower s mortgage loan account; and evaluating borrowers applications for available loss mitigation options. These rules also address initial rate adjustment notices for adjustable-rate mortgages (ARMs), periodic statements for residential mortgage loans, and prompt crediting of mortgage payments and response to requests for payoff amounts.

The Dodd-Frank Act also imposes new standards for mortgage loan originations on all lenders, including banks and thrifts. Most significantly, the new standards prohibit us from making a residential mortgage loan without verifying a borrower s ability to repay, limit the total points and fees that we and/or a broker may charge on conforming and jumbo loans to 3% of the total loan amount, and prohibit certain prepayment penalty practices. In addition, the Dodd-Frank Act generally requires lenders or securitizers to retain an economic interest in the credit risk relating to loans the lender sells and other asset-backed securities that the securitizer issues if the loans have not complied with the ability to repay standards. The risk retention requirement generally will be 5%, but could be increased by regulation. These standards will result in a myriad of new systems, pricing and compensating controls in order to ensure compliance and to decrease repurchase requests and foreclosure defenses. Collectively, these mortgage-related rules and proposals, if adopted, and any other standards or rules adopted by the CFPB or other regulators in the future, may have unknown impacts on our operations.

In addition, the Dodd-Frank Act contains provisions designed to limit the ability of insured depository institutions, their holding companies and their affiliates to conduct certain swaps and derivatives activities and to take certain principal positions in financial instruments. While it is generally understood that these limitations are not intended to restrict hedging activities, the impact of the statutory limitations on our ability to conduct our hedging strategies will not be clear until the implementing regulations have been promulgated.

The Dodd-Frank Act currently impacts, or may impact in the future, other aspects of our operations and activities. For a more detailed description of the Dodd-Frank Act, see Regulation and Supervision.

The short-term and long-term impact of the new Basel III capital standards as implemented by the pending new capital rules is uncertain.

On June 7, 2012, the U.S. banking agencies approved three joint notices of proposed rulemaking that, taken together, will both implement Basel III s capital framework for U.S. banking institutions and substantially revise the agencies Basel I-based general risk-based capital guidelines to make them more risk sensitive. These proposed rules would limit our ability to include certain assets, including MSR, in our calculation of our regulatory capital ratios. MSR currently comprise a significant portion of our regulatory capital. At June 30, 2012, our net MSR totaled $416.0 million. For a more detailed description of Basel III and these proposed rules, see Regulation and Supervision. In the event these capital guidelines would limit our ability to include certain assets in our regulatory capital, we may be required to raise additional capital at less attractive terms. Our operating results and return on equity could be affected by such changes to our capital requirements.

Unfavorable results from ongoing stress tests conducted by us may adversely affect our ability to retain customers or compete for new business opportunities.

According to final rules from the FRB and OCC, beginning with data as of September 30, 2013, we and EverBank will be required to publish a summary of the results of annual company-run stress tests by June of the following year. This process will begin in 2013 and will repeat in each subsequent year. Published summary results will be required to include certain measures that evaluate our ability to absorb losses in severely adverse economic and financial conditions.

Although the stress tests are not meant to assess our current condition, and even if we remain strong, stable and well capitalized, we cannot predict our customers potential misinterpretation of, and adverse reaction to, the published summary of these stress tests. Any potential misinterpretations and adverse reactions could limit our ability to attract and retain customers or to effectively compete for new business opportunities. The inability to attract and retain customers or effectively compete for new business may have a material and adverse effect on our business, financial condition or results of operations.

Additionally, our regulators may require us to raise additional capital or take other actions, or may impose restrictions on our business, based on the results of the stress tests. We may not be able to raise additional capital if required to do so, or may not be able to do so on terms which are advantageous to us or our current shareholders. Any such capital raises, if required, may also be dilutive to our existing shareholders.

We are highly dependent upon programs administered by government agencies or government-sponsored enterprises, such as Fannie Mae, Freddie Mac and Ginnie Mae, to generate liquidity in connection with our conforming mortgage loans. Any changes in existing U.S. government or government-sponsored mortgage programs could materially and adversely affect our business, financial position, results of operations and cash flows.

Our ability to generate revenues through securities issuances guaranteed by Ginnie Mae, or GNMA, and through mortgage loan sales to GSEs such as Fannie Mae and Freddie Mac (as well as to other institutional investors), depends to a significant degree on programs administered by those entities. The GSEs play a powerful role in the residential mortgage industry, and we have significant business relationships with them. Many of the loans that we originate are conforming loans that qualify under existing standards for sale to the GSEs or for guarantee by GNMA. We also derive other material financial benefits from these relationships, including the assumption of credit risk by these GSEs on all loans sold to them that are pooled into securities, in exchange for our payment of guaranty fees, and the ability to avoid certain loan inventory finance costs through streamlined loan funding and sale procedures. Any discontinuation of, or significant reduction in, the operation of these GSEs or any significant adverse change in the level of activity in the secondary mortgage market or the underwriting criteria of these GSEs could have a material adverse effect on our business, financial position, results of operations and cash flows.

Because nearly all other non-governmental participants providing liquidity in the secondary mortgage market left that market during the mortgage financial crisis, the GSEs have been the only significant purchasers of residential mortgage loans. It remains unclear when private investors may begin to re-enter the market in a meaningful way. As described above, GSEs (which are in conservatorship, with heavy capital support from the U.S. government, and subject to serious speculation about their future structure, if any) may not be able to provide the substantial liquidity upon which our residential mortgage loan business relies.

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.

Legislative action regarding foreclosures or bankruptcy laws may negatively impact our business.

Recent laws delay the initiation or completion of foreclosure proceedings on specified types of residential mortgage loans (some for a limited period of time), or otherwise limit the ability of residential loan servicers to take actions that may be essential to preserve the value of the mortgage loans underlying the MSR. Any such limitations are likely to cause delayed or reduced collections from mortgagors and generally increased servicing costs. 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 will in some instances require us to advance principal, interest, tax and insurance payments, which is likely to negatively impact our business, financial condition, liquidity and results of operations.

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We are exposed to environmental liabilities with respect to properties that we take title to upon foreclosure that could increase our costs of doing business and harm our results of operations.

In the course of our activities, we may foreclose and take title to residential and commercial properties and become subject to environmental liabilities with respect to those properties. The laws and regulations related to environmental contamination often impose liability without regard to responsibility for the contamination. We may 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 a property. The costs associated with investigation or remediation activities could be substantial. Moreover, as the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based upon damages and costs resulting from environmental contamination emanating from the property. If we ever become subject to significant environmental liabilities, our business, financial condition, liquidity and results of operations would be significantly harmed.

Risks Related to This Offering and Ownership of Our Series A Preferred Stock

You are making an investment decision with regard to the depositary shares as well as the Series A Preferred Stock.

As described in this prospectus, we are issuing fractional interests in shares of Series A Preferred Stock in the form of depositary shares. Accordingly, the depositary will rely on the payments it receives on the Series A Preferred Stock to fund all payments on the depositary shares. You should carefully review the information in this prospectus regarding both of these securities.

Our ability to pay dividends on the Series A Preferred Stock, and therefore your ability to receive distributions on the depositary shares, may be limited by federal regulatory considerations and the results of operations of our primary operating subsidiary, EverBank.

We are a thrift holding company that conducts substantially all of our operations through EverBank. As a result, our ability to make dividend payments on the Series A Preferred Stock will depend primarily upon the receipt of dividends and other distributions from EverBank.

There are various regulatory restrictions on the ability of EverBank to pay dividends or make other payments to us. Federal banking laws regulate the amount of dividends that may be paid by our banking subsidiary without prior approval. EverBank s ability to pay dividends to us is subject to, among other things, its earnings, financial condition and need for funds, as well as federal and state governmental policies and regulations applicable to us and EverBank, including the statutory requirement that we serve as a source of financial strength for EverBank, which limit the amount that may be paid as dividends without prior regulatory approval. In addition, the Dodd-Frank Act requires federal banking agencies to establish more stringent risk-based capital guidelines and leverage limits applicable to banks and thrift holding companies. In June 2012, the FRB, the FDIC and the OCC issued three notices of proposed rulemaking, or the NPRs, addressing, among other matters, Section 171 of the Dodd-Frank Act and Basel III. The NPRs set forth the proposed criteria for qualifying additional Tier 1 capital instruments, including the requirement that any dividends on such instruments only be paid out of the banking organization s net income and retained earnings. These requirements, and any other new regulations or capital distribution constraints, could adversely affect our ability to pay dividends on the Series A Preferred Stock and therefore your ability to receive distributions on the depositary shares.

Additionally, our right to participate in any distribution of assets of EverBank upon EverBank s liquidation or otherwise, and thus your ability as a holder of the depositary shares to benefit indirectly from such distribution, will be subject to the prior claims of creditors of EverBank, except to the extent that any of our claims as a creditor of EverBank may be recognized. As a result, the depositary shares will effectively be subordinated to all existing and future liabilities and obligations of EverBank. At June 30, 2012, EverBank s direct borrowings and deposit

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liabilities that would effectively rank senior to the Series A Preferred Stock totaled approximately $13.4 billion. In addition, in connection with our recent acquisition of Business Property Lending from GECC, EverBank increased its borrowings from the FHLB, which ranks senior to the Senior A Preferred Stock.

The Series A Preferred Stock is equity and is subordinate to our existing and future indebtedness.

The shares of Series A Preferred Stock are our equity interests and do not constitute indebtedness. As such, the shares of Series A Preferred Stock, and the related depositary shares, will rank junior to all indebtedness and other non-equity claims on us with respect to assets available to satisfy claims on us, including in our liquidation. Our existing and future indebtedness may restrict payment of dividends on the Series A Preferred Stock. As of June 30, 2012, our indebtedness and obligations, on a consolidated basis, totaled approximately $13.9 billion. In addition, in connection with our recent acquisition of Business Property Lending, we increased our borrowings from the FHLB. Additionally, unlike indebtedness, where principal and interest would customarily be payable on specified due dates, in the case of preferred stock such as the Series A Preferred Stock, (1) dividends are payable only if, when and as declared by our board of directors or a duly authorized committee of the board, (2) dividends will not accumulate if they are not declared and (3) as a Delaware corporation, we are subject to restrictions on payments of dividends and redemption out of lawfully available assets. Further, the Series A Preferred Stock places no restrictions on our business or operations or on our ability to incur indebtedness or engage in any transactions, subject only to the limited voting rights referred to below under Risk Factors Holders of Series A Preferred Stock and the related depositary shares will have limited voting rights. Also, as a thrift holding company, our ability to declare and pay dividends is dependent on certain federal regulatory considerations.

We are not required to declare dividends on the Series A Preferred Stock, and dividends on the Series A Preferred Stock are non-cumulative. If we do not declare dividends on the Series A Preferred Stock, holders of depositary shares will not be entitled to receive related distributions on their depositary shares.

Dividends on shares of the Series A Preferred Stock will not be mandatory. Holders of the Series A Preferred Stock, including the depositary, will only be entitled to receive dividends for any given dividend period if, when and as declared by our board of directors or a duly authorized committee of our board of directors out of legally available assets. Consequently, if our board of directors or a duly authorized committee of the board of directors does not authorize and declare a dividend for any dividend period, the depositary would not be entitled to receive any such dividend and no related distribution will be made on the depositary shares, and such unpaid dividend will not accrue or be payable for such dividend period. Dividends on the Series A Preferred Stock are non-cumulative. We will have no obligation to pay dividends accrued for a dividend period after the dividend payment date for such period, and holders of depositary shares will not be entitled to receive any distribution with respect to such dividends, if our board of directors or a duly authorized committee of the board of directors has not declared such dividend before the related dividend payment date, whether or not dividends are declared for any subsequent dividend period with respect to the Series A Preferred Stock or any other series of our preferred stock. If we do not declare and pay dividends on the Series A Preferred Stock, you will not receive corresponding distributions on your depositary shares and the market price of your depositary shares may decline.

We may be able to redeem the Series A Preferred Stock prior to January 5, 2018.

By its terms, the Series A Preferred Stock may be redeemed by us prior to January 5, 2018, at any time within 90 days following the occurrence of certain changes relating to the regulatory capital treatment of the Series A Preferred Stock. In particular, upon our determination in good faith that an event has occurred that would constitute a regulatory capital treatment event, we may, at our option, subject to the approval of the appropriate federal banking agency, redeem, all (but not less than all) of the shares of Series A Preferred Stock. See below under Description of Series A Preferred Stock-Redemption.

It is possible that the Series A Preferred Stock may not satisfy the proposed criteria for qualifying additional Tier 1 capital instruments consistent with Basel III as set forth in any final rules adopted by the Federal Reserve. As a result, in addition to other circumstances that may constitute a regulatory capital treatment

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event, if the Federal Reserve revises and replaces its current capital rules with the final risk-based and leverage capital requirements, there could be a regulatory capital treatment event whereby we would have the right, subject to prior approval of the Federal Reserve, to redeem the Series A Preferred Stock in accordance with its terms prior to January 5, 2018 at a redemption price equal to $25,000 per share (equivalent to $25 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

Investors should not expect us to redeem the Series A Preferred Stock on the date it becomes redeemable or on any particular date after it becomes redeemable.

The Series A Preferred Stock is a perpetual equity security. The Series A Preferred Stock has no maturity or mandatory redemption date and is not redeemable at the option of investors. By its terms, the Series A Preferred Stock may be redeemed by us at our option either in whole or in part from time to time on January 5, 2018, or any dividend payment date thereafter, or in whole, but not in part, upon the occurrence of certain changes relating to the regulatory capital treatment of the Series A Preferred Stock, as described below under Description of Series A Preferred Stock Redemption. Any decision we may make at any time to propose a redemption of the Series A Preferred Stock will depend upon, among other things, our evaluation of our capital position, the composition of our shareholders equity and general market conditions at that time.

Our right to redeem the Series A Preferred Stock is subject to an important limitation. Under the FRB s current risk-based capital guidelines applicable to thrift holding companies, any redemption of the Series A Preferred Stock is subject to prior approval of the FRB. The FRB may not approve any redemption of the Series A Preferred Stock that we propose. Moreover, the FRB may not authorize a redemption of Series A Preferred Stock without replacing the Series A Preferred Stock with Tier 1 capital that is not a restricted core capital element, if we were to propose such a redemption. We understand that the factors that the FRB will consider in evaluating a proposed redemption, or a request that we be permitted to redeem the Series A Preferred Stock without replacing it with Tier 1 capital that is not a restricted core capital element, include its evaluation of the overall level and quality of our capital components, considered in light of our risk exposures, earnings and growth strategy, and other supervisory considerations, although the FRB may change these factors at any time.

If the Series A Preferred Stock is redeemed, the redemption would be a taxable event to you. In addition, you might not be able to reinvest the money you receive upon redemption of the Series A Preferred Stock in a similar security.

If we are deferring payments on any outstanding junior subordinated debt securities or are in default under the indentures governing those securities, we may be prohibited from making distributions on or redeeming the Series A Preferred Stock.

The terms of any outstanding junior subordinated debt securities may prohibit us from declaring or paying any dividends or distributions on the Series A Preferred Stock, or redeeming, purchasing, acquiring or making a liquidation payment with respect to any of our capital stock, including the Series A Preferred Stock, if we are aware of any event that would be an event of default under the indenture governing those junior subordinated debt securities or at any time when we have deferred interest thereunder.

If we are not paying full dividends on any outstanding dividend parity stock, we will not be able to pay full dividends on the Series A Preferred Stock.

When dividends are not paid in full upon the shares of the Series A Preferred Stock and other dividend parity stock, all dividends paid or declared for payment on that dividend payment date with respect to the Series A Preferred Stock and the dividend parity stock will be shared first ratably by the holders of any dividend parity stock who have the right to receive dividends with respect to past dividend periods for which such dividends were not declared and paid, in proportion to the respective amounts of the undeclared and unpaid dividends relating to past dividend periods, and thereafter ratably by the holders of the Series A Preferred Stock and any dividend parity stock, in proportion to the respective amounts of the undeclared and unpaid dividends relating to the current dividend period. Therefore, if we are not paying full dividends on any outstanding dividend parity stock, we will not be able to pay full dividends on the Series A Preferred Stock.

General market conditions and unpredictable factors could adversely affect market prices for the depositary shares.

Market prices for the depositary shares may decrease. Several factors, many of which are beyond our control, will influence the market prices of the depositary shares. Factors that might influence the market prices of the depositary shares include:

- whether we declare or fail to declare dividends on the Series A Preferred Stock from time to time;
- our creditworthiness;
- interest rates;
- developments in the credit markets and developments with respect to financial institutions generally;
- the market for similar securities; and
- economic, financial, geopolitical, regulatory or judicial events that affect us or the financial markets generally.

Accordingly, the depositary shares that an investor purchases, whether in this offering or in the secondary market, may trade at a discount to their purchase price.

The depositary shares and Series A Preferred Stock will not be rated.

We do not intend to have the depositary shares or Series A Preferred Stock rated by any rating agency. Unrated securities usually trade at a discount to similar, rated securities. As a result, there is a risk that the depositary shares and Series A Preferred Stock may trade at a price that is lower than they might otherwise trade if rated by a rating agency. It is possible, however, that one or more rating agencies might independently determine to assign a rating to the depositary shares and Series A Preferred Stock. In addition, we may elect to issue other securities for which we may seek to obtain a rating. If any ratings are assigned to the depositary shares and Series A Preferred Stock in the future or if we issue other securities with a rating, such ratings, if they are lower than market expectations or are subsequently lowered or withdrawn, could adversely affect the market for or the market value of the depositary shares and Series A Preferred Stock.

The depositary shares may not have an active trading market.

The Series A Preferred Stock and the related depositary shares are new issues with no established trading market. Although we intend to apply to list the depositary shares on the NYSE, we may not be able to list the depositary shares. Even if the depositary shares are listed, there may be little or no secondary market for the depositary shares. Even if a secondary market for the depositary shares develops, it may not provide significant liquidity and transaction costs in any secondary market could be high. As a result, the difference between bid and asked prices in any secondary market could be substantial. Further, because the shares of Series A Preferred Stock do not have a stated maturity date, investors seeking liquidity in the depositary shares will be limited to selling their depositary shares in the secondary market. We do not expect that there will be any separate public trading market for the shares of the Series A Preferred Stock except as represented by the depositary shares.

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Holders of Series A Preferred Stock and the related depositary shares will have limited voting rights.

Holders of the Series A Preferred Stock, and therefore holders of the depositary shares, have no voting rights with respect to matters that generally require the approval of voting shareholders. However, holders of the Series A Preferred Stock will have the right to vote as a series on certain fundamental matters that may affect the preference or special rights of the Series A Preferred Stock, as described under Description of Series A Preferred Stock Voting Rights below. In addition, if dividends on any shares of the Series A Preferred Stock or any other class or series of preferred stock that ranks on parity with the Series A Preferred Stock as to payment of dividends with similar voting rights have not been declared or paid for the equivalent of six or more dividend payments, whether or not for consecutive dividend periods, holders of the outstanding shares of Series A Preferred Stock, together with holders of any other series of our preferred stock ranking equal with the Series A Preferred Stock with similar voting rights, will be entitled to vote for the election of two additional directors to our board of directors, subject to the terms and to the limited extent described under Description of Series A Preferred Stock Voting Rights below. Holders of depositary shares must act through the depositary to exercise any voting rights in respect of the Series A Preferred Stock.

We are an emerging growth company within the meaning of the JOBS Act, and if we decide to take advantage of certain exemptions from various reporting requirements applicable to emerging growth companies, an investment in us could be less attractive to investors.

We are an emerging growth company within the meaning of the JOBS Act. Accordingly, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including, but not limited to, reduced disclosure about our executive compensation and omission of compensation discussion and analysis, and an exemption from the requirement of holding a non-binding advisory vote on executive compensation. In addition, we will not be subject to certain requirements of Section 404 of the Sarbanes-Oxley Act, including the additional level of review of our internal control over financial reporting as may occur when outside auditors attest as to our internal control over financial reporting. If we choose not to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, it may increase the risk that material weaknesses or other deficiencies in our internal control over financial reporting may go undetected. As a result, holders of depositary shares may not have access to certain information they may deem important. Further, we are eligible to delay adoption of new or revised accounting standards applicable to public companies and we intend to take advantage of the benefits of this extended transition period. To the extent we choose to do so, our financial statements may not be comparable to companies that comply with such new or revised accounting standards. We will remain an emerging growth company for up to five years, though we may cease to be an emerging growth company earlier under certain circumstances. If we take advantage of any of these exemptions, some investors may find the Series A Preferred Stock less attractive as a result.

Our management team may allocate the proceeds of this offering in ways in which you may not agree.

We have broad discretion in applying the net proceeds we will receive in this offering. As part of your investment decision, you will not be able to assess or direct how we apply these net proceeds. If we do not apply these funds effectively, we may lose significant business opportunities.

Anti-takeover provisions could adversely affect our stockholders.

We are a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change in control would be beneficial to our existing stockholders. In addition, our

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Amended and Restated Certificate of Incorporation and Amended and Restated By-laws may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable. Our Amended and Restated Certificate of Incorporation and Amended and Restated By-laws:

- authorize the issuance of blank check preferred stock that could be issued by our Board of Directors to thwart a takeover attempt;
- limit the ability of a person to own, control or have the power to vote more than 9.9% of our voting securities, in order to prevent any potential termination of protection under the loss sharing agreements we have with the FDIC in connection with the Bank of Florida acquisition;
- establish a classified board of directors, with directors of each class serving a three-year term;
- require that directors only be removed from office for cause and only upon a majority stockholder vote;
- provide that vacancies on our Board of Directors, including newly created directorships, may be filled only by a majority vote of directors then in office;
- limit who may call special meetings of stockholders;
- prohibit stockholder action by written consent, requiring all actions to be taken at a meeting of the stockholders; and
- require supermajority stockholder voting to effect certain amendments to our Amended and Restated Certificate of Incorporation and Amended and Restated By-laws.

For additional information regarding these and other provisions of our organizational documents that may make it more difficult to acquire our company on an unsolicited basis, see Description of Our Capital Stock - Certain Provisions of Delaware Law and Certain Charter and By-law Provisions.

In addition, there are substantial regulatory limitations on changes of control of savings and loan holding companies and federal savings associations. Any company that acquires control of a savings association becomes a savings and loan holding company subject to registration, examination and regulation by the FRB. Control, as defined under federal banking regulations, includes ownership or control of shares, or holding irrevocable proxies (or a combination thereof), representing 25% or more of any class of voting stock, control in any manner of the election of a majority of the institution s directors, or a determination by the FRB that the acquirer has the power to direct, or directly or indirectly to exercise a controlling influence over, the management or policies of the institution. Further, an acquisition of 10% or more of our common stock creates a rebuttable presumption of control under federal banking regulations. These provisions could make it more difficult for a third party to acquire EverBank or us even if such an acquisition might be in the best interest of our stockholders.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements under Prospectus Summary, Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations, Business and elsewhere in this prospectus may contain forward-looking statements within the meaning of Section 27A of the Securities Act, and such statements are intended to be covered by the safe harbor provided by the same. Forward-looking statements that reflect our current views with respect to, among other things, future events and financial performance. We generally identify forward-looking statements by terminology such as outlook, believes, expects, potential, continues, may, will, could, should, seeks, approxin intends, plans, estimates, anticipates or the negative version of those words or other comparable words. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, you are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Although we believe that the expectations reflected in such forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements. Unless otherwise required by law, we also disclaim any obligation to update our view of any such risks or uncertainties or to announce publicly the result of any revisions to the forward-looking statements made in this prospectus. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, those factors described in Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations. These factors include without limitation:

- deterioration of general business and economic conditions, including the real estate and financial markets, in the United States and in the geographic regions and communities we serve;
- risks related to liquidity, including the adequacy of our cash flow from operations and borrowings to meet our short-term liquidity needs;
- changes in interest rates that affect the pricing of our financial products, the demand for our financial services and the valuation of our financial assets and liabilities, mortgage servicing rights and mortgages held for sale;
- risk of higher lease and loan charge-offs;
- legislative or regulatory actions affecting or concerning mortgage loan modification and refinancing;
- our ability to comply with any supervisory actions to which we are or become subject as a result of examination by our regulators;
- concentration of our commercial real estate loan portfolio, in particular, those secured by properties located in Florida;
- higher than normal delinquency and default rates affecting our mortgage banking business;
- limited ability to rely on brokered deposits as a part of our funding strategy;
- concentration of mass-affluent customers and jumbo mortgages;

hedging strategies we use to manage our mortgage pipeline;

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- the effectiveness of our derivatives to manage interest rate risk;
- risks related to securities held in our securities portfolio;
- delinquencies on our equipment leases and reductions in the resale value of leased equipment;
- increases in loan repurchase requests and our reserves for loan repurchases;
- customer concerns over deposit insurance;
- failure to prevent a breach to our Internet-based system and online commerce security;
- soundness of other financial institutions;
- changes in currency exchange rates or other political or economic changes in certain foreign countries;
- the competitive industry and market areas in which we operate;
- historical growth rate and performance may not be a reliable indicator of future results;
- loss of key personnel;
- fraudulent and negligent acts by loan applicants, mortgage brokers, other vendors and our employees;
- compliance with laws and regulations that govern our operations;
- failure to establish and maintain effective internal controls and procedures;
- impact of recent and future legal and regulatory changes, including the Dodd-Frank Act;
- effects of changes in existing U.S. government or government-sponsored mortgage programs;
- changes in laws and regulations that may restrict our ability to originate or increase our risk of liability with respect to certain mortgage loans;

risks related to the continuing integration of acquired businesses and any future acquisitions;

legislative action regarding foreclosures or bankruptcy laws;

changes to GAAP;

environmental liabilities with respect to properties that we take title to upon foreclosure; and

inability of EverBank, our banking subsidiary, to pay dividends.

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RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

The table below sets forth our consolidated ratios of earnings to fixed charges and preferred stock dividends for the periods presented.

	Six Months Ended June 30,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(dollars in thousands)						
Excluding Interest on Deposits:							
Fixed Charges [1]:							
Interest expense (excluding interest on deposits)	$ 20,028	$ 20,009	$ 38,899	$ 45,758	$ 55,515	$ 66,520	$ 48,197
Interest factor in rent expense	2,634	2,180	4,378	3,991	2,153	2,156	2,042
Total fixed charges	$ 22,662	$ 22,189	$ 43,277	$ 49,749	$ 57,668	$ 68,676	$ 50,239
Earnings:							
Income from continuing operations before taxes	$ 36,207	$ 51,404	$ 81,514	$ 249,873	$ 88,390	$ 37,379	$ 47,224
Fixed charges [1]	22,662	22,189	43,277	49,749	57,668	68,676	50,239
Total Earnings	$ 58,869	$ 73,593	$ 124,791	$ 299,622	$ 146,058	$ 106,055	$ 97,463
Ratio of earnings to fixed charges, excluding interest on deposits	2.60	3.32	2.88	6.02	2.53	1.54	1.94
Including Interest on Deposits:							
Fixed Charges [1]:							
Interest expense	$ 61,421	$ 71,609	$ 135,910	$ 147,167	$ 163,211	$ 202,620	$ 184,963
Interest factor in rent expense	2,634	2,180	4,378	3,991	2,153	2,156	2,042
Total fixed charges	$ 64,055	$ 73,789	$ 140,288	$ 151,158	$ 165,364	$ 204,776	$ 187,005
Earnings:							
Income from continuing operations before taxes	$ 36,207	$ 51,404	$ 81,514	$ 249,873	$ 88,390	$ 37,379	$ 47,224
Fixed charges [1]	64,055	73,789	140,288	151,158	165,364	204,776	187,005
Total Earnings	$ 100,262	$ 125,193	$ 221,802	$ 401,031	$ 253,754	$ 242,155	$ 234,229
Ratio of earnings to fixed charges, including interest on deposits	1.57	1.70	1.58	2.65	1.53	1.18	1.25

(1) Preferred share dividends paid on private shares are excluded.

The term fixed charges means the sum of the following: (a) interest expensed and capitalized, (b) amortized premiums, discounts and capitalized expenses related to indebtedness, (c) an estimate of the interest within rental expense, and (d) preference security dividend requirements of consolidated subsidiaries.

The term earnings is the amount resulting from adding and subtracting the following items. Add the following: (a) pre-tax income from continuing operations before adjustment for income or loss from equity investees; (b) fixed charges; (c) amortization of capitalized interest; (d) distributed income of equity investees; and (e) your share of pre-tax losses of equity investees for which charges arising from guarantees are included in fixed charges. From the total of the added items, subtract the following: (a) interest capitalized; (b) preference security dividend requirements of consolidated subsidiaries; and (c) the noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charges.

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USE OF PROCEEDS

We estimate that the net proceeds to us from this offering will be $ million, or $ million if the underwriters option to purchase additional depositary shares is exercised in full, after deducting estimated underwriting discounts and commissions and estimated offering expenses.

We intend to use the net proceeds of this offering for general corporate purposes, which may include organic growth or the acquisition of businesses or assets that we believe are complementary to our present business and provide attractive risk-adjusted returns. We have no current plans, arrangements, agreements or understandings to engage in any such acquisition.

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CAPITALIZATION

You should read this information together with the consolidated historical and pro forma financial statements and the related notes thereto included in this prospectus and the Management s Discussion and Analysis of Financial Condition and Results of Operations and the Selected Financial Information sections of this prospectus.

The following table sets forth our cash and cash equivalents and our capitalization as of June 30, 2012, actual and as adjusted for this offering:

	As of June 30, 2012 Actual	As Adjusted
	(In thousands)	
Cash and cash equivalents	$ 518,232	
Debt:		
Other borrowings	2,503,636	
Trust preferred securities	103,750	
Total debt	2,607,386	
Shareholders Equity:		
Preferred stock, 10,000,000 shares authorized actual and as adjusted:		
Series A Preferred Stock, $0.01 par value; no shares issued and outstanding, actual; shares issued and outstanding, as adjusted		
Common stock, $0.01 par value; 500,000,000 shares authorized, 116,479,658 shares issued and outstanding, actual and as adjusted	1,165	
Additional paid-in capital	762,422	
Retained earnings	530,876	
Accumulated other comprehensive loss	(113,094)	
Total shareholders equity	1,181,369	
Total capitalization	$ 3,788,755	

Both columns exclude 4,032,662 shares of our common stock which were issued subsequent to June 30, 2012. The shares were issued on August 27, 2012, at a price per share of $12.065, to certain of our shareholders all of whom were former shareholders of Tygris. The aggregate purchase price of $48.7 million was held in an escrow account related to the Tygris acquisition, and the shares will remain in escrow pursuant to the terms of the original escrow agreement. The conversion price was based on the trailing ten day volume weighted average price per share of our common stock through August 27, 2012, as quoted on the NYSE. For additional information regarding the acquisition of Tygris, please see Business Asset Origination and Fee Income Businesses Commercial Finance.

Both columns also exclude the effect of our acquisition of Business Property Lending. Our acquisition of Business Property Lending closed on October 1, 2012. The purchase price of $2.4 billion was funded through a combination of $0.4 billion of cash, $0.5 billion of deposits, $1.5 billion of other borrowings, and no debt was assumed in the transaction. For additional information regarding the acquisition of Business Property Lending, please see Business Recent Acquisitions Acquisition of Business Property Lending.

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SELECTED FINANCIAL INFORMATION

The selected statement of income data for the years ended December 31, 2011, 2010 and 2009 and the selected balance sheet data as of December 31, 2011 and 2010 have been derived from our audited financial statements included elsewhere in this prospectus. The selected income statement data for the years ended December 31, 2008 and 2007 and the selected balance sheet data as of December 31, 2009, 2008 and 2007 have been derived from our audited financial statements that are not included in this prospectus. The selected historical consolidated financial information as of and for the six months ended June 30, 2012 and 2011 (unaudited) is derived from our unaudited interim consolidated financial statements included elsewhere in this prospectus and includes all adjustments consisting of normal recurring accruals that we consider necessary for the fair presentation of the financial position and the results of operations for the period. Historical results are not necessarily indicative of future results. The selected financial information should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the historical and pro forma financial statements and related notes thereto included elsewhere in this prospectus. We have prepared the unaudited consolidated financial information on the same basis as our audited consolidated financial information.

We consummated several significant transactions in prior fiscal periods, including the acquisition of Tygris in February 2010, the acquisition of the banking operations of Bank of Florida in May 2010, and the acquisition of MetLife s warehouse business in April 2012. Accordingly, our operating results for the historical periods presented below are not comparable and may not be predictive of future results.

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	Six Months Ended June 30,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(In millions, except share and per share data)						
Income Statement Data:							
Interest income	$ 302.0	$ 298.2	$ 588.2	$ 612.5	$ 440.6	$ 322.4	$ 263.4
Interest expense	61.4	71.6	135.9	147.2	163.2	202.6	185.0
Net interest income	240.6	226.6	452.3	465.3	277.4	119.8	78.4
Provision for loan and lease losses [(1)]	17.1	27.0	49.7	79.3	121.9	37.3	5.6
Net interest income after provision for loan and lease losses	223.5	199.6	402.6	386.0	155.5	82.5	72.8
Noninterest income [(2)]	147.3	118.8	233.1	357.8	232.1	175.8	177.1
Noninterest expense [(3)]	334.6	267.0	554.2	493.9	299.2	221.0	202.7
Income before income taxes	36.2	51.4	81.5	249.9	88.4	37.4	47.2
Provision for income taxes	13.2	20.2	28.8	61.0	34.9	14.2	17.8
Net income from continuing operations	23.0	31.2	52.7	188.9	53.5	23.1	29.4
Discontinued operations, net of income taxes [(4)]					(0.2)	20.5	(1.9)
Net income	23.0	31.2	52.7	188.9	53.4	43.6	27.5
Loss (income) attributable to non-controlling interest in subsidiaries						2.4	2.8
Net income attributable to the Company	$ 23.0	$ 31.2	$ 52.7	$ 188.9	$ 53.4	$ 46.0	$ 30.2
Per Share Data:							
Weighted-average common shares outstanding: (units in thousands)							
Basic	88,454	74,764	74,892	72,479	42,126	41,029	40,692
Diluted	90,414	77,620	77,506	74,589	43,299	42,196	41,946
Earnings from continuing operations per common share:							
Basic	$ 0.17	$ 0.33	$ 0.55	$ 2.00	$ 0.80	$ 0.43	$ 0.68
Diluted	0.17	0.32	0.54	1.94	0.78	0.41	0.66
Net tangible book value per as converted common share at period end:							
Excluding accumulated other comprehensive income (loss) [(5)]	$ 10.97	$ 11.03	$ 11.27	$ 10.70	$ 8.23	$ 6.95	$ 5.43
Including accumulated other comprehensive income (loss) [(6)]	10.00	10.77	10.12	10.65	8.54	6.96	5.39

	As of June 30,		As of December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(in millions)						
Balance Sheet Data:							
Cash and cash equivalents	$ 518.2	$ 683.6	$ 295.0	$ 1,169.2	$ 23.3	$ 62.9	$ 33.9
Investment securities	2,174.4	2,930.4	2,191.8	2,203.6	1,678.9	715.7	283.6
Loans held for sale	3,178.6	792.4	2,725.3	1,237.7	1,283.0	915.2	943.5
Loans and leases held for investment, net	7,708.0	6,767.0	6,441.5	6,005.6	4,072.7	4,577.0	3,722.3
Total assets	15,040.8	12,520.2	13,041.7	12,007.9	8,060.2	7,048.3	5,521.9
Deposits	10,803.7	9,936.5	10,265.8	9,683.1	6,315.3	5,003.0	3,892.4
Total liabilities	13,859.4	11,492.5	12,074.0	10,994.7	7,506.3	6,628.6	5,273.4

Total shareholders equity	1,181.4	1,027.7	967.7	1,013.2	553.9	419.6	248.5

(1) For the six months ended June 30, 2012, provision for loan and lease losses includes a $4.2 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans. For the six months ended June 30, 2011, provision for loan and lease losses includes a $0.8 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans, a $1.9 million impact of change in ALLL methodology and a $10.0 million impact of early adoption of troubled debt restructuring, or TDR, guidance and policy change. For the year ended December 31, 2011, provision for loan and lease losses includes a $4.9 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans, a $1.9 million impact of change in ALLL methodology and a $10.0 million impact of early adoption of TDR guidance and policy change. For the year ended December 31, 2010, provision for loan and lease losses includes a $6.2 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans.

(2) For the six months ended June 30, 2012, noninterest income includes a $45.3 million impairment charge related to mortgage servicing rights, or MSR. For the six months ended June 30, 2011, noninterest income includes a $4.7 million gain on repurchase of trust preferred securities including $0.3 million resulting from the unwind of the associated cash flow hedge. For the year ended December 31, 2011, noninterest income includes a $4.7 million gain on repurchase of trust preferred securities including $0.3 million resulting from the unwind of the associated cash flow hedge and a $39.5 million impairment charge related to MSR. For the year ended December 31, 2010, noninterest income includes a $68.1 million non-recurring bargain purchase gain associated with the Tygris acquisition, a $19.9 million gain on sale of investment securities due to portfolio concentration repositioning and a $5.7 million gain on repurchase of trust preferred securities.

(3) For the six months ended June 30, 2012, noninterest expense includes $16.2 million in transaction and non-recurring regulatory related expense. For the six months ended June 30, 2011, noninterest expense includes $12.5 million in transaction and non-recurring regulatory related expense and an $8.7 million decrease in fair value of the Tygris indemnification asset resulting from a decrease in estimated future credit losses. For the year ended December 31, 2011, noninterest expense includes $27.1 million in transaction and non-recurring regulatory related expense and an $8.7 million decrease in fair value of the Tygris indemnification asset. For the year ended December 31, 2010, noninterest expense includes $9.7 million in transaction related expense, a $10.3 million loss on early extinguishment of acquired debt and a $22.0 million decrease in fair value of the Tygris indemnification asset. The carrying value of the Tygris indemnification asset has been $0 since March 31, 2011.

(4) Discontinued operations for the year ended December 31, 2008 includes a $42.7 million after tax gain on the sale of our reverse mortgage business to an unaffiliated third party net of an $18.8 million after tax loss from operations of the reverse mortgage business before the sale.

(5) Calculated as adjusted tangible shareholders equity divided by shares of common stock. Adjusted tangible shareholders equity equals shareholders equity less goodwill, other intangible assets and accumulated other comprehensive income (loss). Net tangible book value per as converted common share is calculated using a denominator that includes actual period end common shares outstanding and additional common shares assuming conversion of all outstanding preferred stock to common stock. Net tangible book value per as converted common share excluding accumulated other comprehensive income (loss) is a non-GAAP financial measure, and its most directly comparable GAAP financial measure is book value per common share.

(6) Calculated as tangible shareholders equity divided by shares of common stock. Tangible shareholders equity equals shareholders equity less goodwill and other intangible assets. Net tangible book value per as converted common share is calculated using a denominator that includes actual period end common shares outstanding and additional common shares assuming conversion of all outstanding preferred stock to common stock. Net tangible book value per as converted common share including accumulated other comprehensive income (loss) is a non-GAAP financial measure, and its most directly comparable GAAP financial measure is book value per common share.

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SUMMARY QUARTERLY FINANCIAL DATA

The summary quarterly financial information set forth below for each of the last six quarters has been derived from our unaudited interim consolidated financial statements and other financial information. The summary historical quarterly financial information includes all adjustments consisting of normal recurring accruals that we consider necessary for a fair presentation of the financial position and the results of operations for these periods.

We consummated the acquisition of MetLife s warehouse business in April 2012. Accordingly, our operating results for certain of the historical periods presented below are not comparable and may not be predictive of future results.

The information below is only a summary and should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated historical and pro forma financial statements and the related notes thereto included in this prospectus.

As indicated in the notes to the tables below, certain items included in the tables are non-GAAP financial measures. For a more detailed discussion of these items, including a discussion of why we believe these items are meaningful and a reconciliation of each of these items to the most directly comparable generally accepted accounting principles, or GAAP, financial measure, see Management s Discussion and Analysis of Financial Condition and Results of Operations Primary Factors Used to Evaluate Our Business.

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	Three Months Ended					
	June 30, 2012	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011
	(In millions, except share and per share data)					
Income Statement Data:						
Interest income	$ 156.6	$ 145.4	$ 145.7	$ 144.3	$ 148.1	$ 150.1
Interest expense	31.6	29.8	30.9	33.4	35.2	36.4
Net interest income	125.0	115.6	114.8	110.9	112.9	113.7
Provision for loan and lease losses (1)	5.8	11.4	10.4	12.3	9.0	18.0
Net interest income after provision for loan and lease losses	119.2	104.3	104.4	98.6	103.9	95.7
Noninterest income (2)	74.1	73.2	61.0	53.4	52.9	65.9
Noninterest expense (3)	175.8	158.8	147.7	139.6	121.7	145.2
Income before income taxes	17.6	18.6	17.7	12.4	35.1	16.3
Provision for income taxes	6.4	6.8	4.0	4.6	13.3	6.9
Net income	$ 11.2	$ 11.8	$ 13.8	$ 7.8	$ 21.8	$ 9.4
Net income allocated to common shareholders	$ 9.5	$ 6.0	$ 11.0	$ 6.2	$ 17.4	$ 7.0
Share Data:						
Weighted-average common shares outstanding: (units in thousands)						
Basic	100,779	76,129	75,040	74,996	74,792	74,735
Diluted	102,574	78,324	76,908	77,709	77,568	77,621
Earnings from continuing operations per common share:						
Basic	$ 0.09	$ 0.08	$ 0.15	$ 0.08	$ 0.23	$ 0.09
Diluted	0.09	0.08	0.14	0.08	0.23	0.09
Net tangible book value per as converted common share at period end:						
Excluding accumulated other comprehensive income (loss) (4)	$ 10.97	$ 11.35	$ 11.27	$ 11.12	$ 11.03	$ 10.80
Including accumulated other comprehensive income (loss) (5)	10.00	10.40	10.12	10.19	10.77	10.71

	June 30, 2012	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011
	(In millions)					
Balance Sheet Data:						
Cash and cash equivalents	$ 518.2	$ 384.7	$ 295.0	$ 459.3	$ 683.6	$ 650.0
Investment securities	2,174.4	2,228.3	2,191.8	2,651.1	2,930.4	2,852.8
Loans held for sale	3,178.6	2,531.0	2,725.3	1,792.7	792.4	615.3
Loans and leases held for investment, net	7,708.0	7,244.9	6,441.5	6,197.7	6,767.0	6,445.6
Total assets	15,040.8	13,774.8	13,041.7	12,550.8	12,520.2	11,889.4
Deposits	10,803.7	10,553.0	10,265.8	10,206.9	9,936.5	9,685.5
Total liabilities	13,859.4	12,780.1	12,074.0	11,577.1	11,492.5	10,868.8
Total shareholders equity	1,181.4	994.7	967.7	973.7	1,027.7	1,020.6

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	Three Months Ended					
	June 30, 2012	**March 31, 2012**	**December 31, 2011**	**September 30, 2011**	**June 30, 2011**	**March 31, 2011**
Capital Ratios (period end):						
Tangible equity to tangible assets (6)	7.8%	7.1%	7.3%	7.6%	8.1%	8.4%
Tier 1 leverage ratio (bank level) (7)	8.3%	7.7%	8.0%	8.3%	8.3%	8.7%
Tier 1 risk-based capital ratio (bank level) (7)	14.8%	14.5%	14.6%	14.5%	15.2%	15.6%
Total risk-based capital ratio (bank level) (7)	15.8%	15.2%	15.7%	15.7%	16.4%	16.9%
Performance Metrics:						
Adjusted net income attributable to the Company from continuing operations (in millions) (8)	$ 36.5	$ 27.3	$ 31.9	$ 25.6	$ 25.5	$ 24.5
Return on average assets	0.31%	0.36%	0.43%	0.25%	0.73%	0.32%
Return on average equity	4.11%	4.81%	5.62%	3.08%	8.50%	3.68%
Adjusted return on average assets (9)	1.01%	0.83%	0.99%	0.83%	0.85%	0.82%
Adjusted return on average equity (9)	13.41%	11.05%	13.04%	10.19%	9.94%	9.58%

(1) For the three months ended June 30, 2012, provision for loan and lease losses includes a $0.7 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans. For the three months ended March 31, 2012, provision for loan and lease losses includes a $3.4 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans. For the three months ended December 31, 2011, provision for loan and lease losses includes a $3.6 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans. For the three months ended September 30, 2011, provision for loan and lease losses includes a $0.5 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans. For the three months ended June 30, 2011, provision for loan and lease losses includes a $2.5 million impact of early adoption of TDR guidance and policy change. For the three months ended March 31, 2011, provision for loan and lease losses includes a $0.8 million increase in non-accretable discount related to Bank of Florida acquired credit-impaired loans, $1.9 million impact of change in ALLL methodology and a $7.5 million impact of early adoption of TDR guidance and policy change.

(2) For the three months ended June 30, 2012, noninterest income includes a $30.1 million impairment charge related to MSR. For the three months ended March 31, 2012, noninterest income includes a $15.1 million impairment charge related to MSR. For the three months ended December 31, 2011, noninterest income includes an $18.8 million impairment charge related to MSR. For the three months ended September 30, 2011, noninterest income includes a $20.7 million impairment charge related to MSR. For the three months ended March 31, 2011, noninterest income includes a $4.7 million gain on repurchase of trust preferred securities including $0.3 million resulting from the unwind of the associated cash flow hedge.

(3) For the three months ended June 30, 2012, noninterest expense includes $9.9 million in transaction and non-recurring regulatory related expense. For the three months ended March 31, 2012, noninterest expense includes $6.3 million in transaction and non-recurring regulatory related expense. For the three months ended December 31, 2011, noninterest expense includes $7.0 million in transaction and non-recurring regulatory related expense. For the three months ended September 30, 2011, noninterest expense includes $7.7 million in transaction and non-recurring regulatory related expense. For the three months ended June 30, 2011, noninterest expense includes $3.4 million in transaction and non-recurring regulatory related expense. For the three months ended March 31, 2011, noninterest expense includes $9.1 million in transaction and non-recurring regulatory related expense and an $8.7 million decrease in fair value of the Tygris indemnification asset resulting from a decrease in estimated future credit losses.

(4) Calculated as adjusted tangible shareholders equity divided by shares of common stock. Adjusted tangible shareholders equity equals shareholders equity less goodwill, other intangible assets and accumulated other comprehensive income (loss). Net tangible book value per as converted common share is calculated using a denominator that includes actual period end common shares outstanding and additional common shares assuming conversion of all outstanding preferred stock to common stock. Net tangible book value per as converted common share excluding accumulated other comprehensive income (loss) is a non-GAAP financial measure, and its most directly comparable GAAP financial measure is book value per common share.

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(5) Calculated as tangible shareholders equity divided by shares of common stock. Tangible shareholders equity equals shareholders equity less goodwill and other intangible assets. Net tangible book value per as converted common share is calculated using a denominator that includes actual period end common shares outstanding and additional common shares assuming conversion of all outstanding preferred stock to common stock. Net tangible book value per as converted common share including accumulated other comprehensive income (loss) is a non-GAAP financial measure, and its most directly comparable GAAP financial measure is book value per common share.

(6) Calculated as tangible shareholders equity divided by tangible assets, after deducting goodwill and intangible assets from the numerator and the denominator. Tangible equity to tangible assets is a non-GAAP financial measure, and the most directly comparable GAAP financial measure for tangible equity is shareholders equity and the most directly comparable GAAP financial measure for tangible assets is total assets.

(7) The Tier 1 leverage ratio, the Tier 1 risk-based capital ratio and the total risk-based capital ratio are regulatory financial measures that are used to assess the capital position of financial services companies and, as such, these ratios are presented at the bank level.

The Tier 1 leverage ratio is calculated as Tier 1 capital divided by adjusted total assets. The Tier 1 risk-based capital ratio is calculated as Tier 1 capital divided by total risk-weighted assets. The total risk-based capital ratio is calculated as total risk-based capital (total regulatory capital) divided by total risk-weighted assets.

Adjusted total assets is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level total assets. In calculating adjusted total assets, total assets are adjusted for goodwill, deferred tax assets disallowed from Tier 1 capital and other regulatory adjustments.

Total risk-weighted assets is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level total assets. Under the regulatory guidelines for risk-based capital, on-balance sheet assets and credit equivalent amounts of derivatives and off-balance sheet items are assigned to one of several broad risk categories according to the obligor or, if relevant, the guarantor or the nature of any collateral. The aggregate dollar amount in each risk category is then multiplied by the risk weight associated with that category. The resulting weighted values from each of the risk categories are aggregated for determining total risk-weighted assets.

Tier 1 capital is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level shareholders equity. Tier 1 capital includes common equity and certain qualifying preferred stock less goodwill, disallowed deferred tax assets and other regulatory deductions.

Total risk-based capital (total regulatory capital) is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level shareholders equity. Total risk-based capital (total regulatory capital) includes Tier 1 capital, ALLL, subject to limitations, and other additions.

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A reconciliation of (1) Tier 1 capital to bank level shareholders equity which is the most comparable GAAP financial measure, and (2) total risk-based capital (total regulatory capital) to bank level shareholders equity which is the most comparable GAAP financial measure, is as follows:

	June 30, 2012	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011
			(in thousands)			
(Bank Level)						
Shareholders equity	$ 1,263,687	$ 1,099,404	$ 1,070,887	$ 1,078,080	$ 1,130,104	$ 1,121,290
Less: Goodwill and other intangibles	(16,938)	(17,290)	(17,642)	(17,994)	(18,319)	(18,589)
Disallowed servicing asset	(36,650)	(40,783)	(38,925)	(36,570)	(31,927)	(17,947)
Disallowed deferred tax asset	(70,357)	(71,302)	(71,803)	(72,147)	(74,522)	(73,674)
Add: Accumulated losses (gains) on securities and cash flow hedges	110,101	86,981	105,682	85,525	25,051	9,717
Tier 1 capital	1,249,843	1,057,010	1,048,199	1,036,894	1,030,387	1,020,797
Less: Low-level recourse and residual interests		(20,424)	(21,587)	(20,431)	(19,079)	(13,035)
Add: Allowance for loan and lease losses	77,393	78,254	77,765	83,826	80,419	80,635
Total regulatory capital	$ 1,327,236	$ 1,114,840	$ 1,104,377	$ 1,100,289	$ 1,091,727	$ 1,088,397
Adjusted total assets	$ 15,022,729	$ 13,731,482	$ 13,081,401	$ 12,550,738	$ 12,438,222	$ 11,796,047
Risk-weighted assets	8,424,290	7,311,556	7,043,371	7,007,339	6,648,103	6,449,986

(8) Adjusted net income attributable to the Company from continuing operations includes adjustments to our net income attributable to the Company from continuing operations for certain material items that we believe are not reflective of our ongoing business or operating performance including the Tygris and Bank of Florida acquisitions. A reconciliation of adjusted net income attributable to the Company from continuing operations to net income attributable to the Company from continuing operations, which is the most directly comparable GAAP measure, is as follows:

	Three Months Ended					
	June 30, 2012	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011
			(In thousands)			
Net income attributable to the Company from continuing operations	$ 11,172	$ 11,846	$ 13,760	$ 7,758	$ 21,795	$ 9,416
Gain on repurchase of trust preferred securities, net of tax						(2,910)
Transaction and non-recurring regulatory related expense, net of tax	6,143	3,884	4,331	4,751	2,136	5,613
Decrease in fair value of Tygris indemnification asset resulting from a decrease in estimated future credit losses, net of tax						5,382
Increase in Bank of Florida non-accretable discount, net of tax	463	2,135	2,208	298		501
Impact of change in ALLL methodology, net of tax						1,178
Early adoption of TDR guidance and policy change, net of tax					1,561	4,664

MSR impairment, net of tax	18,684	9,389	11,638	12,824		
Tax expense related to revaluation of Tygris net unrealized built-in losses, net of tax						691
Adjusted net income attributable to the Company from continuing operations	$ 36,462	$ 27,254	$ 31,937	$ 25,631	$ 25,492	$ 24,535

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(9) Adjusted return on average assets equals adjusted net income attributable to the Company from continuing operations divided by average total assets and adjusted return on average equity equals adjusted net income attributable to the Company from continuing operations divided by average shareholders equity. Adjusted net income attributable to the Company from continuing operations is a non-GAAP measure of our financial performance and its most directly comparable GAAP measure is net income attributable to the Company from continuing operations. For a reconciliation of net income attributable to the Company from continuing operations to adjusted net income attributable to the Company from continuing operations, see Note 8 above.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Selected Financial Information and the consolidated historical and pro forma financial statements and the related notes thereto included in this prospectus. In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause actual results to differ materially from management s expectations. Factors that could cause such differences are discussed in Cautionary Note Regarding Forward-Looking Statements and Risk Factors. We assume no obligation to update any of these forward-looking statements, except as required by law.

Executive Overview

We are a thrift holding company with one direct subsidiary, EverBank, or EB. EB is a federally chartered thrift institution with its home office located in Jacksonville, Florida. We are a diversified financial services company that provides innovative banking, lending and investment products and services to customers nationwide through scalable, low-cost distribution channels. Our business model attracts financially sophisticated, self-directed, mass-affluent customers and a diverse base of small and medium-sized business customers. We market and distribute our products and services primarily through our integrated online financial portal, which is augmented by our nationwide network of independent financial advisors, high-volume financial centers in targeted Florida markets and other financial intermediaries. These channels are connected by technology-driven centralized platforms, which provide operating leverage throughout our business.

We have a suite of asset origination and fee income businesses that individually generate attractive financial returns and collectively leverage our core deposit franchise and customer base. We originate, invest in, sell and service residential mortgage loans, equipment leases, and various other consumer and commercial loans, as market conditions warrant. Our organic origination activities are scalable, significant relative to our balance sheet size and provide us with substantial growth potential. Our origination, lending and servicing expertise positions us to acquire assets in the capital markets when risk-adjusted returns available through acquisition exceed those available through origination. Our rigorous analytical approach provides capital markets discipline to calibrate our levels of asset origination, retention and acquisition. These activities diversify our earnings, strengthen our balance sheet and provide us with flexibility to capitalize on market opportunities.

Our deposit franchise fosters strong relationships with a large number of financially sophisticated customers and provides us with a stable and flexible source of low, all-in cost funding. We have a demonstrated ability to grow our customer deposit base significantly with short lead time by adapting our product offerings and marketing activities rather than incurring the higher fixed operating costs inherent in more branch-intensive banking models. Our extensive offering of deposit products and services includes proprietary features that distinguish us from our competitors and enhance our value proposition to customers. Our products, distribution and marketing strategies allow us to generate substantial deposit growth while maintaining an attractive mix of high-value transaction and savings accounts.

Economic and Interest Rate Environment

The results of our operations are highly dependent on economic conditions and market interest rates. Beginning in 2007, turmoil in the financial sector resulted in a reduced level of confidence in financial markets among borrowers, lenders and depositors, as well as extreme volatility in the capital and credit markets. In response to these conditions, the Board of Governors of the Federal Reserve System, or FRB, began decreasing short-term interest rates, with 11 consecutive decreases totaling 525 basis points between September 2007 and December 2008. To stimulate economic activity and stabilize the financial markets, the FRB maintained historically low market interest rates from 2009 to 2012. While market conditions improved during this period, continued economic uncertainty has resulted in high unemployment, low consumer confidence and depressed home prices. As part of a sustained effort to spur economic growth, the FRB has indicated that low market interest rates will likely continue into 2014.

Factors Affecting Comparability

Each factor listed below materially affected the comparability of our cash flows, results of operations and financial condition during the six months ended June 30, 2012 and in 2011, 2010 and 2009, and may affect the comparability of our historical financial information to financial information we report in future fiscal periods.

Our historical growth must be viewed in the context of the recent opportunities available to us over the past four years as a result of the confluence of our access to capital at a time when market dislocations of historical proportions resulted in unprecedented asset acquisition opportunities. Additionally, changes to the regulatory environment and our growth have recently increased the investments we made in our business infrastructure. Current and future market trends cannot be expected to produce the same opportunities that existed during the recent financial crisis. Important trends that will impact our growth and our results of operations are described below.

Portfolio Acquisitions

The significant capital we raised during the period from 2008 to 2010 enabled us to execute our strategy of organic growth and selective portfolio acquisitions. From September 30, 2008 to December 31, 2011, we increased our loans and leases held for investment and available for sale securities portfolio by approximately $3.9 billion by acquiring Tygris and Bank of Florida, retaining for investment assets we originate and acquiring portfolios of loans, leases and MBS with attractive risk-adjusted returns. We purchased many of our portfolio acquisitions at discounts to par value, which enhance our effective yield through accretion into income in subsequent periods. Because risk-adjusted returns on acquisitions during this period exceeded returns available to us from our asset generation channels, a greater portion of our asset growth during 2008 to 2010 was comprised of portfolio acquisitions rather than from asset retention. During 2011 and 2012, we continued to take advantage of the market conditions and purchased several performing, high quality loan portfolios. We also executed a strategy to retain more originated loans for portfolio, increase the amount of organic GNMA buyouts from our servicing portfolio and acquire portfolios of delinquent government insured loans. For banks like EverBank with cost effective sources of short term capital, this strategy represents an attractive return with low additional investment risk.

We also deployed excess capital to grow our portfolio of MSR through various bulk acquisitions of mortgage servicing portfolios through 2010. Furthermore, during 2011 we reduced our originated MSR and did not continue bulk acquisitions of mortgage servicing portfolio. During 2011 we recognized impairment of $39.5 million. During the six months ended 2012, we recognized impairment of $45.3 million. Impairment is due to historically low interest rates and related high prepayment rates. We expect to continue retaining originated MSR in the future.

Strategic Acquisitions

Strategic acquisitions have recently been a significant component of our growth and may be a source of future growth. We also completed two acquisitions during 2010 and one acquisition in the first six months of 2012 that grew our asset base, increased our capital and enhanced our asset and deposit generation platforms.

Tygris Commercial Finance Group, Inc.

On February 5, 2010, we completed our acquisition of Tygris, a commercial leasing and finance company. In addition to providing significant growth capital, the transaction added a major new business line and provided another source to generate assets with attractive risk-adjusted returns for our balance sheet.

We acquired total assets with a fair value of $777.5 million, including lease financing receivables with a fair value of approximately $538.1 million. At closing, acquired lease financing receivables were recorded at their acquisition date fair value. Our assessment of fair value was based on expected cash flows and included an estimation of expected credit losses, prepayment expectations and operating costs associated with those assets. The assessment resulted in a fair value reduction equal to $266.8 million, of which $196.1 million represents a purchase discount accretable into income on a level yield basis. At December 31, 2011, we note that all four lease pools have transferred to cost recovery, thereby excess income is being realized. We realized $81.4 million and $88.9 million of discount accretion income related to this discount, reported as a component of lease financing receivables interest income for the years ended December 31, 2011 and 2010, respectively. In 2010, we reported a bargain purchase gain of $68.1 million, reflecting the excess of the fair value of the net assets acquired over the consideration paid. For further discussion of the Tygris acquisition and purchase accounting, see Loan and Lease Quality and Critical Accounting Policies and Estimates below.

Bank of Florida

On May 28, 2010, we acquired substantially all of the assets and assumed substantially all of the deposits and certain other liabilities of Bank of Florida-Southwest, headquartered in Naples, Florida, Bank of Florida-Southeast, headquartered in Fort Lauderdale, Florida, and Bank of Florida-Tampa Bay, headquartered in Tampa, Florida, three affiliated full service Florida chartered commercial banks that we collectively refer to as Bank of Florida, from the FDIC, as receiver. Under the terms of our agreements with the FDIC, we assumed deposits with a fair value of approximately $1.2 billion and acquired assets with a fair value of approximately $1.4 billion, including loans with a fair value of approximately $888.8 million. The acquisition enabled us to strengthen our core deposit franchise and enhance our wealth management capabilities by establishing a financial center presence in the Naples, Ft. Myers, Miami, Ft. Lauderdale, Tampa Bay and Clearwater markets and contributed to the increase of our total deposits to approximately $10.3 billion as of December 31, 2011.

All loans acquired in connection with the Bank of Florida acquisition are subject to a loss-sharing agreement with the FDIC, including a first loss amount to be borne solely by EverBank. Under the agreement, the FDIC will cover 80% of losses on the disposition of loans and other real estate owned, or OREO, over $385.6 million. The term for loss sharing on single-family residential real estate loans is ten years, while the term for loss sharing on all other loans is five years. At closing, our assessment of fair value resulted in a $261.4 million reduction to the previous carrying value of acquired loans and real estate owned. The fair value of the loans was determined using methods similar to those outlined above in our description of the Tygris acquisition. In addition, we recorded a clawback liability of $37.6 million based upon an estimated future true-up payment to the FDIC according to the terms of the loss sharing arrangement. For further discussion of the Bank of Florida acquisition and purchase accounting, see Loan and Lease Quality, Clawback Liability and Critical Accounting Policies and Estimates below.

Warehouse Finance

On April 2, 2012, we completed our acquisition of 100% of the net assets of the Warehouse Lending Division of MetLife Bank, N.A. pursuant to the asset purchase agreement dated February 8, 2012 between us and MetLife Bank, N.A. The acquisition was funded entirely by cash with the transaction accounted for using the acquisition method. Based on the acquisition method of accounting, the consideration paid was allocated to the acquired assets and liabilities.

Capital Actions

On January 25, 2012, our board of directors approved a special cash dividend of $4.5 million to the holders of the Series A 6% Cumulative Convertible Preferred Stock, or Series A Preferred Stock, which was paid on March 1, 2012. As a result of the special cash dividend, all shares of Series A Preferred Stock were converted into 2,801,160 shares of common stock.

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On May 8, 2012, we completed the sale of $221.0 million in new common equity through the issuance and sale of 22,103,000 shares of common stock in an underwritten public offering, or the IPO, at an initial price of $10.00 per share, including 2,883,000 shares that were sold pursuant to the exercise in full by the underwriters of their option to purchase additional shares from us. We received net proceeds of $198.5 million from the IPO, after deducting underwriting discounts and commissions and offering expenses.

Prior to the completion of the IPO, our board of directors approved a special cash dividend of $1.1 million to the holders of the Series B 4% Cumulative Convertible Preferred Stock, or Series B Preferred Stock, which was paid on June 19, 2012. As a result of the merger of EverBank Florida into EverBank Delaware, the 136,544 shares of outstanding Series B Preferred Stock automatically converted into 15,964,644 shares of Common Stock.

On August 27, 2012, we converted $48.7 million of cash held in escrow into 4,032,662 shares of our common stock at a price per share of $12.065. The conversion price was based on the trailing ten day volume weighted average price per share of our common stock through August 27, 2012, as quoted on the New York Stock Exchange. The private placement was with certain of our shareholders all of whom were former shareholders of Tygris. The cash had been held in escrow to satisfy certain indemnification and other obligations related to our acquisition of Tygris. The newly issued shares in the transaction remain in escrow in accordance with the terms of the original escrow agreement.

Primary Factors Used to Evaluate Our Business

Results of Operations

The primary factors we use to evaluate and manage our results of operations include net interest income, noninterest income, noninterest expense and net income.

Net Interest Income. Represents interest income less interest expense. We generate interest income from interest, dividends and fees received on interest-earning assets, including loans and investment securities we own. We incur interest expense from interest paid on interest-bearing liabilities, including interest-bearing deposits, borrowings and other forms of indebtedness. Net interest income is a significant contributor to our revenues and net income. To evaluate net interest income, we measure and monitor (1) yields on our loans and other interest-earning assets, (2) the costs of our deposits and other funding sources, (3) our net interest spread, (4) our net interest margin and (5) our provisions for loan and lease losses. Net interest spread is the difference between rates earned on interest-earning assets and rates paid on interest-bearing liabilities. Net interest margin is calculated as the annualized net interest income divided by average interest-earning assets. Because noninterest-bearing sources of funds, such as noninterest-bearing deposits and shareholders equity, also fund interest-earning assets, net interest margin includes the benefit of these noninterest-bearing sources.

Changes in the market interest rates and interest rates we earn on interest-earning assets or pay on interest-bearing liabilities, as well as the volume and types of interest-earning assets, interest-bearing and noninterest-bearing liabilities and shareholders equity, are usually the largest drivers of periodic changes in net interest spread, net interest margin and net interest income. We measure net interest income before and after provision for loan and lease losses required to maintain our allowance for loan and lease losses at acceptable levels.

Noninterest Income. Noninterest income includes:

- net gains on sales of loans into the capital markets and loan production revenue;
- net loan servicing income, which includes loan servicing fees and other ancillary income less amortization and impairment of owned MSR generated from loans we service and sub-service;

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- deposit fee income;
- other lease income, and
- other noninterest income.

Changes in market interest rates and housing market conditions have a significant impact on our noninterest income. Lower interest rates have historically increased customer demand for loans to purchase homes and refinance existing loans. Higher customer demand for loans generally results in higher gains on sale of loans and loan production revenue and higher expenses from amortization of owned MSR, which serve to lower net loan servicing income. Higher interest rates have converse effects. Our deposit fee income is largely impacted by the volume, growth and type of deposits we hold, which are driven by prevailing market conditions for our deposit products, our marketing efforts and other factors.

Noninterest Expense. Includes employees salaries, commissions and other employee benefits expense, occupancy expense, equipment expense and general and administrative expense.

Employees salaries, commissions and other employee benefits expense include compensation, employee benefit and tax expenses for our personnel. Occupancy expense includes office and financial center lease and other occupancy-related expenses. Equipment expense includes furniture, fixtures and equipment expenses. General and administrative expenses include professional fees, other credit related expenses, foreclosure and REO expense, FDIC premium and assessments fees, advertising and marketing expense, loan origination and other general and administrative expenses. Noninterest expenses generally increase as we grow our business segments.

Financial Condition

The primary factors we use to evaluate and manage our financial condition include liquidity, asset quality and capital.

Liquidity. We manage liquidity based upon factors that include the amount of core deposits as a percentage of total deposits, the level of diversification of our funding sources, the allocation and amount of our deposits among deposit types, the short-term funding sources used to fund assets, the amount of non-deposit funding used to fund assets, the availability of unused funding sources, off-balance sheet obligations, the availability of assets to be readily converted into cash without undue loss, the ability to securitize and sell certain pools of assets, the amount of cash and liquid securities we hold, and the re-pricing characteristics and maturities of our assets when compared to the re-pricing characteristics and maturities of our liabilities and other factors.

Asset Quality. We manage the diversification and quality of our assets based upon factors that include the level, distribution, severity and trend of problem, classified, delinquent, non-accrual, non-performing and restructured assets; the adequacy of our allowance for loan and lease losses, or ALLL, discounts and reserves for unfunded loan commitments; the diversification and quality of loan and investment portfolios, the extent of counterparty risks and credit risk concentrations.

Capital. We manage capital based upon factors that include the level and quality of capital and overall financial condition of the Company, the trend and volume of problem assets, the adequacy of discounts and reserves, the level and quality of earnings, the risk exposures in our balance sheet, the levels of Tier 1, risk-based and tangible equity capital, the ratios of Tier 1, risk-based and tangible equity capital to risk-weighted assets and total assets and other factors.

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Key Metrics

The primary metrics we use to evaluate and manage our financial results are described below. Although we believe these metrics are meaningful in evaluating our results and financial condition, they may not be directly comparable to similar metrics used by other financial services companies and may not provide an appropriate basis to compare our results or financial condition to the results or financial condition of our competitors. The following table sets forth the metrics we use to evaluate the success of our business and our resulting financial position and operating performance.

The table below includes certain financial information that is calculated and presented on the basis of methodologies other than in accordance with generally accepted accounting principles, or GAAP. We believe these measures provide useful information to investors in evaluating our financial performance. In addition, our management uses these measures to gauge the performance of our operations and for business planning purposes. These non-GAAP financial measures, however, may not be comparable to similarly titled measures reported by other companies because other companies may not calculate these non-GAAP measures in the same manner. As a result, the usefulness of these measures to investors may be limited, and they should not be considered in isolation or as a substitute for measures prepared in accordance with GAAP. In the notes following the table we provide a reconciliation of these measures, or, in the case of ratios, the measures used in the calculation of such ratios, to the closest measures calculated directly from our GAAP financial statements.

	As of and for the Three Months Ended June 30,		As of and for the Six Months Ended June 30,		As of and for the Year Ended December 31,		
	2012	2011	2012	2011	2011	2010	2009
Performance Metrics:							
Yield on interest-earning assets	4.80%	5.52%	4.88%	5.58%	5.35%	6.51%	6.25%
Cost of interest-bearing liabilities	1.11%	1.45%	1.14%	1.49%	1.38%	1.74%	2.53%
Net interest spread	3.69%	4.07%	3.74%	4.09%	3.97%	4.77%	3.72%
Net interest margin	3.86%	4.22%	3.91%	4.28%	4.11%	4.95%	3.93%
Return on average assets	0.31%	0.73%	0.33%	0.52%	0.43%	1.77%	0.69%
Return on average equity	4.11%	8.50%	4.41%	6.08%	5.22%	20.86%	11.46%
Adjusted return on average assets (1)	1.01%	0.85%	0.93%	0.84%	0.87%	1.19%	0.69%
Adjusted return on average equity (1)	13.41%	9.94%	12.22%	9.75%	10.66%	14.03%	11.49%
Credit Quality Ratios:							
Adjusted non-performing assets as a percentage of total assets (2)	1.46%	1.64%	1.46%	1.64%	1.86%	2.11%	2.73%
ALLL as a percentage of loans and leases held for investment (excluding ASC 310-30)	0.85%	1.42%	0.85%	1.42%	1.15%	1.71%	2.46%
Capital Ratios:							
Tier 1 leverage ratio (bank level) (3)	8.3%	8.3%	8.3%	8.3%	8.0%	8.7%	8.0%
Tier 1 risk-based capital ratio (bank level) (3)	14.8%	15.2%	14.8%	15.2%	14.6%	15.8%	13.8%
Total risk-based capital ratio (bank level) (3)	15.8%	16.4%	15.8%	16.4%	15.7%	17.0%	15.0%
Tangible equity to tangible assets (4)	7.8%	8.1%	7.8%	8.1%	7.3%	8.3%	6.9%
Deposit Metrics:							
Total core deposits as a percentage of total deposits (5)	95.6%	97.8%	95.6%	97.8%	95.1%	97.8%	97.4%
Deposit growth (trailing 12 months)	8.7%	10.5%	8.7%	10.5%	6.0%	53.3%	26.2%
Banking and Wealth Management Metrics:							
Efficiency ratio (6)	53.8%	38.2%	49.7%	43.7%	42.8%	38.4%	27.8%
Mortgage Banking Metrics: (in millions)							
Unpaid principal balance of loans originated	$ 2,260.0	$ 1,192.6	$ 4,166.3	$ 2,412.5	$ 5,974.2	$ 6,534.8	$ 7,613.2
Unpaid principal balance of loans serviced for the Company and others	53,274.4	56,872.1	53,274.4	56,872.1	54,838.1	58,232.2	48,537.4
Share Data:							
Net tangible book value per as converted common share:							
Excluding accumulated other comprehensive income (loss) (7)	$ 10.97	$ 11.03	$ 10.97	$ 11.03	$ 11.27	$ 10.70	$ 8.23

Including accumulated other comprehensive income (loss) [8]	10.00	10.77	10.00	10.77	10.12	10.65	8.54

(1) Adjusted return on average assets equals adjusted net income attributable to the Company from continuing operations divided by average total assets and adjusted return on average equity equals adjusted net income attributable to the Company from continuing operations divided by average shareholders equity. Adjusted net income attributable to the Company from continuing operations is a non-GAAP measure of our financial performance. Adjusted net income attributable to the Company from continuing operations includes adjustments to our net income attributable to the Company from continuing operations for certain material items that we believe are not reflective of our ongoing business or operating performance including the Tygris and Bank of Florida acquisitions. There were no material items that gave rise to adjustments prior to the year ended December 31, 2010. Accordingly, for periods presented before the year ended December 31, 2010, we have not reflected adjustments to net income attributable to the Company from continuing operations calculated in accordance with GAAP.

A reconciliation of adjusted net income attributable to the Company from continuing operations to net income attributable to the Company from continuing operations, which is the most directly comparable GAAP measure, is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,		Year Ended December 31,		
	2012	2011	2012	2011	2011	2010	2009
				(In thousands)			
Net income attributable to the Company from continuing operations	$ 11,172	$ 21,795	$ 23,018	$ 31,211	$ 52,729	$ 188,900	$ 53,537
Bargain purchase gain on Tygris transaction, net of tax						(68,056)	
Gain on sale of investment securities due to portfolio concentration repositioning, net of tax						(12,337)	
Gain on repurchase of trust preferred securities, net of tax				(2,910)	(2,910)	(3,556)	
Transaction and non-recurring regulatory related expense, net of tax	6,143	2,136	10,027	7,749	16,831	5,984	
Loss on early extinguishment of acquired debt, net of tax						6,411	
Decrease in fair value of Tygris indemnification asset resulting from a decrease in estimated future credit losses, net of tax				5,382	5,382	13,654	
Increase in Bank of Florida non-accretable discount, net of tax	463		2,598	501	3,007	3,837	
Impact of change in ALLL methodology, net of tax				1,178	1,178		
Early adoption of TDR guidance and policy change, net of tax		1,561		6,225	6,225		
MSR impairment, net of tax	18,684		28,073		24,462		
Tax expense (benefit) related to revaluation of Tygris net unrealized built-in losses, net of tax				691	691	(7,840)	
Adjusted net income attributable to the Company from continuing operations	$ 36,462	$ 25,492	$ 63,716	$ 50,027	$ 107,595	$ 126,997	$ 53,537

(2) We define non-performing assets, or NPA, as non-accrual loans, accruing loans past due 90 days or more and foreclosed property. Our NPA calculation excludes government-insured pool buyout loans for which payment is insured by the government. We also exclude loans, leases and foreclosed property acquired in the Tygris and Bank of Florida acquisitions because, as of June 30, 2012, we expected to fully collect the carrying value of such loans, leases and foreclosed property. For further discussion of NPA, see Loan and Lease Quality below.

(3) The Tier 1 leverage ratio, the Tier 1 risk-based capital ratio and the total risk-based capital ratio are regulatory financial measures that are used to assess the capital position of financial services companies and, as such, these ratios are presented at the bank level.

The Tier 1 leverage ratio is calculated as Tier 1 capital divided by adjusted total assets. The Tier 1 risk-based capital ratio is calculated as Tier 1 capital divided by total risk-weighted assets. The total risk-based capital ratio is calculated as total risk-based capital (total regulatory capital) divided by total risk-weighted assets.

Adjusted total assets is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level total assets. In calculating adjusted total assets, total assets are adjusted for goodwill, deferred tax assets disallowed from Tier 1 capital and other regulatory adjustments.

Total risk-weighted assets is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level total assets. Under the regulatory guidelines for risk-based capital, on-balance sheet assets and credit equivalent amounts of derivatives and off-balance sheet items are assigned to one of several broad risk categories according to the obligor or, if relevant, the guarantor or the nature of any collateral. The aggregate dollar amount in each risk category is then multiplied by the risk weight associated with that category. The resulting weighted values from each of the risk categories are aggregated for determining total risk-weighted assets.

Tier 1 capital is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level shareholders equity. Tier 1 capital includes common equity and certain qualifying preferred stock less goodwill, disallowed deferred tax assets and other regulatory deductions.

Total risk-based capital (total regulatory capital) is a non-GAAP financial measure and its most directly comparable GAAP financial measure is bank level shareholders equity. Total risk-based capital (total regulatory capital) includes Tier 1 capital, ALLL, subject to limitations, and other additions.

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A reconciliation of (1) Tier 1 capital to bank level shareholders equity which is the most comparable GAAP financial measure, and (2) total risk-based capital (total regulatory capital) to bank level shareholders equity which is the most comparable GAAP financial measure, is as follows:

	June 30,		December 31,		
	2012	2011	2011	2010	2009
			(in thousands)		
(Bank Level)					
Shareholders equity	$ 1,263,687	$ 1,130,104	$ 1,070,887	$ 1,117,037	$ 663,291
Less: Goodwill and other intangibles	(16,938)	(18,319)	(17,642)	(18,859)	(239)
Disallowed servicing asset	(36,650)	(31,927)	(38,925)		(2,058)
Disallowed deferred tax asset	(70,357)	(74,522)	(71,803)	(69,641)	
Add: Accumulated losses (gains) on securities and cash flow hedges	110,101	25,051	105,682	6,440	(19,836)
Tier 1 capital	1,249,843	1,030,387	1,048,199	1,034,977	641,158
Less: Low-level recourse and residual interests		(19,079)	(21,587)	(13,241)	(17,693)
Add: Allowance for loan and lease losses	77,393	80,419	77,765	80,938	56,658
Total regulatory capital	$ 1,327,236	$ 1,091,727	$ 1,104,377	$ 1,102,674	$ 680,123
Adjusted total assets	$ 15,022,729	$ 12,438,222	$ 13,081,401	$ 11,930,638	$ 8,025,330
Risk-weighted assets	8,424,290	6,648,103	7,043,371	6,472,517	4,532,689

(4) In the calculation of the ratio of tangible equity to tangible assets, we deduct goodwill and intangible assets from the numerator and the denominator. We believe these adjustments are consistent with the manner in which other companies in our industry calculate the ratio of tangible equity to tangible assets.

A reconciliation of (1) tangible equity to shareholders equity, which is the most directly comparable GAAP measure, and (2) tangible assets to total assets, which is the most directly comparable GAAP measure, is as follows:

	June 30,		December 31,		
	2012	2011	2011	2010	2009
			(In thousands)		
Shareholders equity	$ 1,181,369	$ 1,027,685	$ 967,665	$ 1,013,198	$ 553,911
Less:					
Goodwill	10,238	10,238	10,238	10,238	239
Intangible assets	6,700	8,081	7,404	8,621	
Tangible equity	1,164,431	1,009,366	950,023	994,339	553,672
Less:					
Accumulated other comprehensive income (loss)	(113,094)	(24,728)	(107,749)	(5,056)	20,063
Adjusted tangible equity	$ 1,277,525	$ 1,034,094	$ 1,057,772	$ 999,395	$ 533,609
Total assets	$ 15,040,824	$ 12,520,174	$ 13,041,678	$ 12,007,886	$ 8,060,179
Less:					
Goodwill	10,238	10,238	10,238	10,238	239
Intangible assets	6,700	8,081	7,404	8,621	
Tangible assets	$ 15,023,886	$ 12,501,855	$ 13,024,036	$ 11,989,027	$ 8,059,940

(5) We measure core deposits as a percentage of total deposits to monitor the amount of our deposits that we believe demonstrate characteristics of being long-term, stable sources of funding.

We define core deposits as deposits in which we interface directly with our customers. These deposits include demand deposits, negotiable order of withdrawal accounts, other transaction accounts, escrow deposits, money market deposit accounts, savings deposits, and time deposits where we maintain a primary customer relationship. Our definition of core deposits differs from regulatory and industry definitions, which generally exclude time deposits with balances greater than $250,000 and/or deposits generated from sources under which marketing fees are paid as a percentage of the deposit. Because the balances held by our customers and methods by which we pay our marketing sources have not impacted the stability of our funding sources, in our determination of what constitutes a core deposit, we have focused on what we believe drives funding stability, i.e., whether we maintain the primary customer relationships.

We occasionally participate in Promontory Interfinancial Network, LLC s CDARS® One-Way Buy℠ products and bulk orders of master certificates through deposit brokers, including investment banking and brokerage firms, to manage our liquidity needs. Because these deposits do not allow us to maintain the primary customer relationship, we do not characterize such deposits as core deposits.

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The calculation of core deposits and regulatory core deposits is as follows:

	June 30,		December 31,		
	2012	2011	2011	2010	2009
			(In thousands)		
Total deposits	$ 10,803,743	$ 9,936,454	$ 10,265,763	$ 9,683,054	$ 6,315,287
Less:					
Brokered deposits under master certificates	180,277	212,893	225,122	208,629	167,345
CDARS® One-Way Buy℠ time deposits	298,915	2,067	273,266	2,228	
Core deposits	$ 10,324,551	$ 9,721,494	$ 9,767,375	$ 9,472,197	$ 6,147,942
Core deposits	$ 10,324,551	$ 9,721,494	$ 9,767,375	$ 9,472,197	$ 6,147,942
Add: Additional liabilities considered deposits for regulatory purposes	13,946	6,417	5,912	6,247	7,239
Less:					
Additional deposits considered non-core for regulatory purposes:					
CDARS® reciprocal time deposits	307,655	542,853	305,982	575,871	330,927
Time deposits greater than $250,000 (a)	274,532	350,981	204,812	256,437	388,453
Other fully insured deposits considered brokered deposits for regulatory purposes due to marketing fees paid as a percentage of the deposit	855,265	1,511,846	1,564,999	1,471,907	1,271,541
Regulatory core deposits	$ 8,901,045	$ 7,322,231	$ 7,697,494	$ 7,174,229	$ 4,164,260

(a) Reflects time deposits greater than $100,000 for December 31, 2009. The increase to $250,000 for later periods reflects the permanent increase in the FDIC insurance coverage limit.

(6) The efficiency ratio represents noninterest expense from our Banking and Wealth Management segment as a percentage of total revenues from our Banking and Wealth Management segment. We use the efficiency ratio to measure noninterest costs expended to generate a dollar of revenue. Because of the significant costs we incur and fees we generate from activities related to our mortgage production and servicing operations, we believe the efficiency ratio is a more meaningful metric when evaluated within our Banking and Wealth Management segment.

(7) Calculated as adjusted tangible shareholders equity divided by shares of common stock. Adjusted tangible shareholders equity equals shareholders equity less goodwill, other intangible assets and accumulated other comprehensive income (loss). Net tangible book value per as converted common share is calculated using a denominator that includes actual period end common shares outstanding and additional common shares assuming conversion of all outstanding preferred stock to common stock. Net tangible book value per as converted common share excluding accumulated other comprehensive income (loss) is a non-GAAP financial measure, and its most directly comparable GAAP financial measure is book value per common share. See Note 4 for a reconciliation of adjusted tangible shareholders equity to shareholders equity.

(8) Calculated as tangible shareholders equity divided by shares of common stock. Tangible shareholders equity equals shareholders equity less goodwill and other intangible assets. Net tangible book value per as converted common share is calculated using a denominator that includes actual period end common shares outstanding and additional common shares assuming conversion of all outstanding preferred stock to common stock. Net tangible book value per as converted common share including accumulated other comprehensive income (loss) is a non-GAAP financial measure, and its most directly comparable GAAP financial measure is book value per common share. See Note 4 for a reconciliation of tangible shareholders equity to shareholders equity.

Performance Highlights

Total loans and leases were $10.9 billion at June 30, 2012, up $1.1 billion, or 11%, over the first quarter and up $3.3 billion, or 44%, year over year.

Loans and leases originated were $2.7 billion for the second quarter 2012, an increase of 19% over the first quarter and 89% year over year.

Closed the acquisition of the warehouse finance business from MetLife.

Our adjusted non-performing assets as a percentage of total assets was 1.46% at June 30, 2012, representing continued improvement from 1.63% at March 31, 2012 and 1.86% at December 31, 2011.[1]

(1) A reconciliation of non-GAAP financial measures can be found in Primary Factors Used to Evaluate Our Business , Summary Consolidated Financial Data , and Summary Quarterly Financial Data.

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GAAP net income was $11.2 million for the second quarter of 2012, compared to $21.8 million for the second quarter of 2011. GAAP diluted earnings per share, or EPS, was $0.09 for the second quarter of 2012, compared to $0.08 in the first quarter of 2012 and $0.23 for the second quarter of 2011.

Adjusted net income was $36.5 million for the second quarter of 2012, compared to $25.5 million for the second quarter of 2011. Adjusted diluted EPS was $0.33 for the second quarter of 2012, as compared to $0.28 in the first quarter of 2012 and $0.26 for the second quarter of 2011.(1)

Deposits were $10.8 billion at June 30, 2012, up $0.3 billion, or 2%, from the first quarter 2012 and $0.9 billion, or 9%, as compared to the second quarter of 2011.

Announced the execution of a definitive agreement to acquire Business Property Lending from GECC America for a purchase price of approximately $2.51 billion.

Our Board of Directors declared a quarterly cash dividend of $0.02 per common share, which was paid on August 21, 2012, to stockholders of record as of August 6, 2012.

Continued Balance Sheet Growth

Total assets increased by $1.3 billion, or 9%, to $15.0 billion at June 30, 2012, from $13.8 billion at March 31, 2012, and by $2.5 billion, or 20%, from $12.5 billion at June 30, 2011. Our interest-earning assets for the second quarter 2012 were largely comprised of:

Residential loans held for investment which increased by 1% to $5.1 billion from the second quarter of 2011;

Commercial and commercial real estate loans which increased by 63% to $1.8 billion, from the second quarter of 2011, excluding the warehouse loans acquired at closing of the warehouse finance acquisition, commercial and commercial real estate loans increased by 32% from the second quarter of 2011;

Commercial leases which increased by 43% to $0.7 billion, from the second quarter of 2011;

Loans held for sale, which now includes the majority of our GNMA pool buyouts, increased by 301% to $3.2 billion, from the second quarter of 2011; and

Investment securities which decreased by 26% to $2.2 billion, from the second quarter of 2011.

Loan Origination and Portfolio Activities

Organic originations of residential loans, commercial loans and leases totaled $2.7 billion for the second quarter of 2012.

During the second quarter of 2012, we closed on the warehouse finance acquisition. Total loans outstanding at closing on April 2, 2012, were $351 million, which we grew to $527 million by the end of second quarter through a combination of increased utilization and new customer originations.

Deposit and Other Funding Sources

Total deposits grew by $0.3 billion, or 2%, to $10.8 billion at June 30, 2012, from $10.6 billion at March 31, 2012, and by $0.9 billion, or 9%, from $9.9 billion at June 30, 2011. At June 30, 2012, our deposits were comprised of the following:

- Non-interest bearing accounts were $1.4 billion, or 13%, of total deposits;
- Interest-bearing checking accounts were $2.2 billion, or 20%, of total deposits;

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Savings and money market accounts were $4.0 billion, or 37%, of total deposits;

Global markets money market and time accounts were $1.3 billion, or 12%, of total deposits; and

Time deposit accounts, excluding global markets, were $2.1 billion, or 19%, of total deposits.

Total other borrowings were $2.5 billion at June 30, 2012, compared to $1.7 billion at March 31, 2012, as a result of an increase in term Federal Home Loan Bank advances to fund the warehouse finance acquisition and to take advantage of historically low long-term borrowing rates.

Average Balance Sheet, Interest and Yield/Rate Analysis

The following tables present average balance sheets, interest income, interest expense and the corresponding average yields earned and rates paid for the three months ended June 30, 2012 and 2011, the six months ended June 30, 2012 and 2011, and years ended December 31, 2011, 2010 and 2009. The average balances are principally daily averages and, for loans, include both performing and non-performing balances. Interest income on loans includes the effects of discount accretion and net deferred loan origination costs accounted for as yield adjustments.

	Three Months Ended					
	June 30, 2012			June 30, 2011		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
	(in thousands)					
Assets:						
Interest-earning assets:						
Cash and cash equivalents	$ 128,325	$ 82	0.26%	$ 377,885	$ 273	0.29%
Investment securities	2,108,672	20,137	3.82%	2,812,637	29,093	4.14%
Other investments	122,919	562	1.84%	99,257	240	0.97%
Loans held for sale	2,974,918	37,446	5.03%	946,928	10,258	4.33%
Loans and leases held for investment:						
Residential mortgages	5,225,570	53,390	4.09%	4,658,553	56,734	4.87%
Commercial and commercial real estate	1,642,813	20,324	4.89%	1,139,831	17,391	6.04%
Lease financing receivables	621,667	21,298	13.70%	461,647	31,900	27.64%
Home equity lines	191,673	3,297	6.92%	214,275	2,183	4.09%
Consumer and credit card	8,045	61	3.05%	8,464	61	2.89%
Total loans and leases held for investment	7,689,768	98,370	5.11%	6,482,770	108,269	6.67%
Total interest-earning assets	13,024,602	$ 156,597	4.80%	10,719,477	$ 148,133	5.52%
Noninterest-earning assets	1,437,511			1,291,218		
Total assets	$ 14,462,113			$ 12,010,695		
Liabilities and Shareholders Equity:						
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand	$ 2,123,862	$ 3,816	0.72%	$ 2,045,153	$ 4,902	0.96%
Market-based money market accounts	435,496	823	0.76%	451,856	1,128	1.00%
Savings and money market accounts, excluding market-based	3,861,879	7,266	0.76%	3,646,237	9,057	1.00%
Market-based time	851,735	1,905	0.90%	965,349	2,184	0.91%
Time, excluding market-based	1,940,577	6,609	1.37%	1,801,358	8,139	1.81%
Total deposits	9,213,549	20,419	0.89%	8,909,953	25,410	1.14%
Borrowings:						
Trust preferred securities	103,750	1,607	6.23%	103,750	1,684	6.51%
FHLB advances	2,068,750	9,500	1.85%	715,414	8,043	4.51%
Repurchase agreements	20,283	87	1.73%	20,601	86	1.67%

Other			0.00%			0.00%
Total interest-bearing liabilities	11,406,332	$ 31,613	1.11%	9,749,718	$ 35,223	1.45%
Noninterest-bearing demand deposits	1,462,506			915,186		
Other noninterest-bearing liabilities	505,365			315,899		
Total liabilities	13,374,203			10,980,803		
Total shareholders equity	1,087,910			1,029,892		
Total liabilities and shareholders equity	$ 14,462,113			$ 12,010,695		
Net interest income/spread		$ 124,984	3.69%		$ 112,910	4.07%
Net interest margin			3.86%			4.22%

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	Six Months Ended					
	June 30, 2012			June 30, 2011		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
	(in thousands)					
Assets:						
Interest-earning assets:						
Cash and cash equivalents	$ 146,720	$ 186	0.25%	$ 861,780	$ 1,115	0.26%
Investment securities	2,096,297	40,408	3.86%	2,481,573	55,093	4.44%
Other investments	110,725	840	1.53%	118,210	484	0.83%
Loans held for sale	2,840,935	71,395	5.03%	939,394	20,503	4.37%
Loans and leases held for investment:						
Residential mortgages	4,954,469	101,478	4.10%	4,435,993	108,900	4.91%
Commercial and commercial real estate	1,411,401	36,770	5.15%	1,162,542	36,205	6.19%
Lease financing receivables	602,573	45,164	14.99%	455,737	71,003	31.16%
Home equity lines	194,746	5,667	5.85%	217,268	4,793	4.45%
Consumer and credit card	7,952	120	3.03%	9,493	116	2.46%
Total loans and leases held for investment	7,171,141	189,199	5.27%	6,281,033	221,017	7.03%
Total interest-earning assets	12,365,818	$ 302,028	4.88%	10,681,990	$ 298,212	5.58%
Noninterest-earning assets	1,395,033			1,290,853		
Total assets	$ 13,760,851			$ 11,972,843		
Liabilities and Shareholders Equity:						
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand	$ 2,115,810	$ 7,555	0.72%	$ 2,043,037	$ 10,094	1.00%
Market-based money market accounts	443,092	1,675	0.76%	426,417	2,161	1.02%
Savings and money market accounts, excluding market-based	3,817,059	14,314	0.75%	3,608,133	18,289	1.02%
Market-based time	876,462	4,269	0.98%	912,867	4,125	0.91%
Time, excluding market-based	1,923,743	13,580	1.42%	1,822,609	16,931	1.87%
Total deposits	9,176,166	41,393	0.91%	8,813,063	51,600	1.18%
Borrowings:						
Trust preferred securities	103,750	3,025	5.86%	104,468	3,338	6.44%
FHLB advances	1,565,464	16,829	2.16%	742,017	16,501	4.48%
Repurchase agreements	21,289	174	1.64%	20,638	170	1.66%
Other	18		0.00%	8		0.00%
Total interest-bearing liabilities	10,866,687	$ 61,421	1.14%	9,680,194	$ 71,609	1.49%
Noninterest-bearing demand deposits	1,383,610			954,076		
Other noninterest-bearing liabilities	467,487			302,322		
Total liabilities	12,717,784			10,936,592		
Total shareholders equity	1,043,067			1,036,251		
Total liabilities and shareholders equity	$ 13,760,851			$ 11,972,843		
Net interest income/spread		$ 240,607	3.74%		$ 226,603	4.09%
Net interest margin			3.91%			4.28%

	Year Ended December 31,								
	2011			2010			2009		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
				(In thousands)					
Assets:									
Interest-earning assets:									
Cash and cash equivalents	$ 553,281	$ 1,432	0.26%	$ 494,078	$ 1,210	0.24%	$ 209,669	$ 525	0.25%
Investment securities	2,582,080	106,054	4.11%	2,318,193	158,953	6.86%	956,230	130,003	13.60%
Other investments	100,772	796	0.79%	112,350	464	0.41%	87,421	303	0.35%
Loans held for sale	1,348,214	62,895	4.67%	1,091,092	50,535	4.63%	1,139,930	62,024	5.44%
Loans and leases held for investment:									
Residential mortgages	4,554,717	211,996	4.65%	3,642,437	191,828	5.27%	3,645,449	205,341	5.63%
Commercial and commercial real estate	1,155,707	68,845	5.96%	1,075,546	59,172	5.50%	768,387	33,328	4.34%
Lease financing receivables	481,216	126,208	26.23%	432,833	141,353	32.66%			
Home equity lines	211,435	9,748	4.61%	226,961	8,612	3.79%	239,692	8,718	3.64%
Consumer and credit card	9,332	246	2.64%	10,028	380	3.79%	5,677	352	6.20%
Total loans and leases held for investment	6,412,407	417,043	6.50%	5,387,805	401,345	7.45%	4,659,205	247,739	5.32%
Total interest-earning assets	10,996,754	$ 588,220	5.35%	9,403,518	$ 612,507	6.51%	7,052,455	$ 440,594	6.25%
Noninterest-earning assets	1,321,352			1,290,273			713,141		
Total assets	$ 12,318,106			$ 10,693,791			$ 7,765,596		
Liabilities and Shareholders Equity:									
Interest-bearing liabilities:									
Deposits:									
Interest-bearing demand	$ 2,052,353	$ 18,320	0.89%	$ 1,694,233	$ 20,502	1.21%	$ 1,308,492	$ 22,402	1.71%
Market-based money market accounts	451,740	4,197	0.93%	366,774	4,504	1.23%	321,934	5,779	1.80%
Savings and money market accounts, excluding market-based	3,682,067	33,600	0.91%	2,839,705	35,389	1.25%	1,865,472	34,271	1.84%
Market-based time	947,133	8,859	0.94%	758,693	8,242	1.09%	611,968	11,063	1.81%
Time, excluding market-based	1,770,342	32,035	1.81%	1,781,052	32,772	1.84%	1,093,313	34,181	3.13%
Total deposits	8,903,635	97,011	1.09%	7,440,457	101,409	1.36%	5,201,179	107,696	2.07%
Borrowings:									
Trust preferred securities	104,106	6,641	6.38%	117,019	7,769	6.64%	123,000	8,677	7.05%
FHLB advances	794,268	31,912	4.02%	850,184	35,959	4.23%	1,117,612	46,793	4.19%
Repurchase agreements	20,561	346	1.68%	12,560	212	1.69%	1,496	16	1.04%
Other	5		%	33,188	1,818	5.48%	11,510	29	0.25%
Total interest-bearing liabilities	9,822,575	$ 135,910	1.38%	8,453,408	$ 147,167	1.74%	6,454,797	$ 163,211	2.53%
Noninterest-bearing demand deposits	1,123,830			1,039,096			678,572		
Other noninterest-bearing liabilities	349,981			261,096			159,259		
Total liabilities	11,296,386			9,753,600			7,292,628		
Total shareholders equity	1,021,720			940,191			472,968		
Total liabilities and shareholders equity	$ 12,318,106			$ 10,693,791			$ 7,765,596		
Net interest income/spread		$ 452,310	3.97%		$ 465,340	4.77%		$ 277,383	3.72%
Net interest margin			4.11%			4.95%			3.93%

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Interest Rates and Operating Interest Differential

Increases and decreases in interest income and interest expense result from changes in average balances (volume) of interest-earning assets and interest-bearing liabilities, as well as changes in average interest rates. The following table shows the effect that these factors had on the interest earned on our interest-earning assets and the interest incurred on our interest-bearing liabilities. The effect of changes in volume is determined by multiplying the change in volume by the previous period s average yield/cost. Similarly, the effect of rate changes is calculated by multiplying the change in average yield/cost by the previous year s volume. Changes applicable to both volume and rate have been allocated to rate.

	Three Months Ended June 30, 2012 Compared to 2011 Increase (Decrease) Due to			Six Months Ended June 30, 2012 Compared to 2011 Increase (Decrease) Due to		
	Volume	Rate	Total	Volume	Rate	Total
			(in thousands)			
Interest-earning assets:						
Cash and cash equivalents	$ (180)	$ (11)	$ (191)	$ (924)	$ (5)	$ (929)
Investment securities	(7,246)	(1,710)	(8,956)	(8,506)	(6,179)	(14,685)
Other investments	57	265	322	(31)	387	356
Loans held for sale	21,833	5,355	27,188	41,322	9,570	50,892
Loans and leases held for investment:						
Residential mortgages	6,866	(10,210)	(3,344)	12,659	(20,081)	(7,422)
Commercial and commercial real estate	7,554	(4,621)	2,933	7,660	(7,095)	565
Lease financing receivables	10,997	(21,599)	(10,602)	22,752	(48,591)	(25,839)
Home equity lines	(230)	1,344	1,114	(498)	1,372	874
Consumer and credit card	(3)	3		(19)	23	4
Total loans and leases held for investment	25,184	(35,083)	(9,899)	42,554	(74,372)	(31,818)
Total change in interest income	39,648	(31,184)	8,464	74,415	(70,599)	3,816
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand	$ 188	$ (1,274)	$ (1,086)	$ 362	$ (2,901)	$ (2,539)
Market-based money market accounts	(41)	(264)	(305)	85	(571)	(486)
Savings and money market accounts, excluding market-based	536	(2,327)	(1,791)	1,060	(5,035)	(3,975)
Market-based time	(257)	(22)	(279)	(165)	309	144
Time, excluding market-based	627	(2,157)	(1,530)	940	(4,291)	(3,351)
Total deposits	1,053	(6,044)	(4,991)	2,282	(12,489)	(10,207)
Other borrowings:						
Trust preferred securities		(77)	(77)	(23)	(290)	(313)
FHLB advances	15,175	(13,718)	1,457	18,344	(18,016)	328
Repurchase agreements	(1)	2	1	5	(1)	4
Total change in interest expense	16,227	(19,837)	(3,610)	20,608	(30,796)	(10,188)
Total change in net interest income	$ 23,421	$ (11,347)	$ 12,074	$ 53,807	$ (39,803)	$ 14,004

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	Year Ended December 31,					
	2011 Compared to 2010 Increase (Decrease) Due to			2010 Compared to 2009 Increase (Decrease) Due to		
	Volume	Rate	Total	Volume	Rate	Total
	(In thousands)					
Interest-earning assets:						
Cash and cash equivalents	$ 142	$ 80	$ 222	$ 711	$ (26)	$ 685
Investment securities	18,103	(71,002)	(52,899)	185,227	(156,277)	28,950
Other investments	(47)	379	332	87	74	161
Loans held for sale	11,905	455	12,360	(2,657)	(8,832)	(11,489)
Loans and leases held for investment:						
Residential mortgages	48,077	(27,909)	20,168	(170)	(13,343)	(13,513)
Commercial and commercial real estate	4,409	5,264	9,673	13,331	12,513	25,844
Lease financing receivables	15,802	(30,947)	(15,145)	141,353		141,353
Home equity lines	(588)	1,724	1,136	(463)	357	(106)
Consumer and credit card	(26)	(108)	(134)	270	(242)	28
Total loans and leases held for investment	67,674	(51,976)	15,698	154,321	(715)	153,606
Total change in interest income	97,777	(122,064)	(24,287)	337,689	(165,776)	171,913
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand	$ 4,333	$ (6,515)	$ (2,182)	$ 6,596	$ (8,496)	$ (1,900)
Market-based money market accounts	1,045	(1,352)	(307)	807	(2,082)	(1,275)
Savings and money market accounts, excluding market-based	10,530	(12,319)	(1,789)	17,926	(16,808)	1,118
Market-based time	2,054	(1,437)	617	2,656	(5,477)	(2,821)
Time, excluding market-based	(197)	(540)	(737)	21,526	(22,935)	(1,409)
Total deposits	17,765	(22,163)	(4,398)	49,511	(55,798)	(6,287)
Other borrowings:						
Trust preferred securities	(857)	(271)	(1,128)	(422)	(486)	(908)
FHLB advances	(2,365)	(1,682)	(4,047)	(11,205)	371	(10,834)
Repurchase agreements	135	(1)	134	115	81	196
Other	(1,818)		(1,818)	54	1,735	1,789
Total change in interest expense	12,860	(24,117)	(11,257)	38,053	(54,097)	(16,044)
Total change in net interest income	$ 84,917	$ (97,947)	$ (13,030)	$ 299,636	$ (111,679)	$ 187,957

Results of Operations Comparison of Results of Operations for the Three and Six Months Ended June 30, 2012 and 2011

Net Interest Income

Net interest income is affected by both changes in interest rates and the amount and composition of earning assets and interest-bearing liabilities. Net interest margin is defined as net interest income as a percentage of average earning assets.

Net interest income increased by $12.1 million, or 11%, in the second quarter of 2012, compared to the same period in 2011, due to an increase in interest income of $8.5 million and a decrease in interest expense of $3.6 million.

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Net interest income increased by $14.0 million, or 6%, in the first six months of 2012, compared to the same period in 2011, due to an increase in interest income of $3.8 million and a decrease in interest expense of $10.2 million.

Our net interest margin decreased by 36 basis points in the second quarter of 2012 and 37 basis points in the first six months of 2012 compared to the same periods in 2011.

Yields on our earning assets decreased by 72 basis points in the second quarter of 2012 and 70 basis points in the first six months of 2012, compared to the same periods in 2011, due to lower yields on investment securities and loans and leases held for investment due to continued low rates. Yields on our investment securities portfolio decreased by 32 basis points in the second quarter of 2012 and 58 basis points in the first six months of 2012, compared to the same periods in 2011. The decrease in our investment securities yield is driven by a decrease in excess accretion. We define excess accretion as above market yields as a result of the market dislocation in 2008 and 2009. Recent additions to the securities portfolio have been purchased at market yields as a result of improved liquidity conditions and reduced interest rates. Also contributing to the decline in yields on our earning assets were lower yields in nearly every category of loans and leases held for investment due to continued declines in interest rates. Our lease financing receivables portfolio led the decrease in loan and lease yields as a result of a decrease in excess accretion. We recognized $10.6 million of excess accretion in the second quarter of 2012, a decrease of $10.0 million, compared to the same period in 2011. We recognized $ 23.8 million of excess accretion in the first six months of 2012, a decrease of $24.0 million, compared to the same period in 2011. Excess accretion is currently limited to our acquired Tygris leases which included a significant liquidity discount at acquisition.

Partially offsetting the lower yields on our earning assets were lower funding costs primarily due to lower rates paid on our interest-bearing deposits, reflective of the re-pricing of our deposits at lower interest rates, and an increased focus on improving our deposit mix. Rates paid on our deposits decreased by 25 basis points in the second quarter of 2012 and 27 basis points in the first six months of 2012, compared to the same periods in 2011. Additionally, we experienced lower funding costs associated with our other borrowings. Yields decreased on total interest-bearing liabilities by 34 basis points in the second quarter of 2012 and 35 basis points in the first six months of 2012, compared to the same periods in 2011.

Average balances of our interest-earning assets increased by $2.3 billion, or 22%, in the second quarter of 2012 compared to the same period in 2011, primarily due to a $2.0 billion increase in our loans held for sale and a $1.2 billion increase in loans and leases held for investment. This was partially offset by a $0.2 billion decrease in interest-earning cash and cash equivalents and a $0.7 billion decrease in our investment securities portfolio.

Average balances of our interest-earning assets increased by $1.7 billion, or 16%, in the first six months of 2012 compared to the same period in 2011, primarily due to a $1.9 billion increase in our loans held for sale and a $0.9 billion increase in loans and leases held for investment. This was partially offset by a $0.7 billion decrease in interest-earning cash and cash equivalents and a $0.4 billion decrease in our investment securities portfolio.

This increase in average balances of loans held for sale for the period is due to our investment in mortgage pool buyout whole loan acquisitions. Average balances in our held for investment residential mortgage portfolio increased by $567.0 million in the second quarter of 2012 and by $518.5 million in the first six months of 2012, compared to the same periods in 2011, due primarily to continued organic growth and strategic acquisitions of low loan-to-value, high credit quality adjustable rate mortgage, or ARM, products. Average balances in our held for investment commercial portfolio increased by $503.0 million in the second quarter of 2012 and by $248.9 million in the first six months of 2012, compared to the same periods in 2011. The commercial portfolio has grown through the warehouse finance acquisition which experienced $175.7 million in subsequent growth since the closing of the acquisition in April 2012. Average balances in our held for investment lease financing receivables portfolio increased by $160.0 million in the second quarter of 2012 and by $146.8 million in the first six months of 2012, compared to the same periods in 2011, primarily due to growth in our office products, technology and healthcare platforms as part of an overall plan to achieve scale through market penetration and expansion.

Average balances in our interest-bearing liabilities increased by $1.7 billion, or 17%, in the second quarter of 2012 and by $1.2 billion, or 12%, in the first six months of 2012 compared to the same periods in 2011, primarily due to an increase in average balances in our interest-bearing deposits and FHLB advances. Average balances in our interest-bearing deposits increased by $303.6 million, or 3%, in the second quarter of 2012 and by $363.1 million, or 4%, in the first six months of 2012, compared to the same periods in 2011, primarily due to growth in savings and money market accounts, and non-interest bearing deposits. The growth in lower-cost deposits was the result of successful sales and marketing efforts and clients increased preference for more liquid products. Beginning in the first quarter of 2012, we have increased our marketing and promotional products through various channels. Average balances in our FHLB advances increased by $1.4 billion, or 189%, in the second quarter of 2012 and by $823.4 million, or 111%, in the first six months of 2012 compared to the same periods in 2011, due to an increase in wholesale funding by us to take advantage of historically low interest rates.

Provision for Loan and Lease Losses

We assess the allowance for loan and lease losses and make provisions for loan and lease losses as deemed appropriate in order to maintain the adequacy of the allowance for loan and lease losses. Increases in the allowance for loan and lease losses are achieved through provisions for loan and lease losses that are charged against net interest income. Additional allowance may result from a reduction of the net present value (NPV) of our ACI loans. We recorded a provision for loan and lease losses of $5.8 million in the second quarter of 2012, which is a decrease of 36%, from $9.0 million in the same period in 2011. We recorded a provision for loan and lease losses of $17.1 million in the first six months of 2012, which is a decrease of 37%, from $27.0 million in the same period in 2011. Residential first mortgages led the decrease with better loan performance due to a more stable housing market as well as improvement in loan performance due to the addition of newly originated high credit quality loans and leases. For further discussion, see the Loan and Lease Quality section for information on net charge-offs, non-performing assets, and other factors considered by management in assessing the credit quality of the loan portfolio and establishing the allowance.

Noninterest Income

Noninterest income increased by $21.2 million, or 40%, in the second quarter of 2012 and by $28.5 million, or 24%, in the first six months of 2012, compared to the same periods in 2011. The following table illustrates the primary components of noninterest income for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(in thousands)			
Loan servicing fee income	$ 42,483	$ 46,757	$ 88,039	$ 95,633
Amortization of MSR	(34,142)	(21,429)	(63,481)	(44,217)
Impairment of MSR	(30,135)		(45,279)	
Net loan servicing income (loss)	(21,794)	25,328	(20,721)	51,416
Gain on sale of loans	69,926	5,456	118,103	18,933
Loan production revenue	9,852	5,588	17,289	11,995
Deposit fee income	5,828	6,435	12,067	11,595
Other lease income	8,822	8,336	17,485	15,068
Other	1,489	1,790	3,093	9,778
Total Noninterest Income	$ 74,123	$ 52,933	$ 147,316	$ 118,785

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The increase in noninterest income was driven primarily by gain on sale of loans. Gain on sale of loans increased by $64.5 million in the second quarter of 2012 and by $99.2 million in the first six months of 2012, compared to the same periods in 2011, primarily driven by increased lending volume, increased gain on sale margins, favorable changes in the fair value of our hedging positions and gains on third party loan sales. Gain on sale of loans generated through our production channels increased by $39.6 million in the second quarter of 2012 and by $58.7 million in the first six months of 2012, compared to the same periods in 2011. Gain on sale spreads increased 212 basis points in the second quarter of 2012 and 155 basis points in the first six months of 2012, compared to the same period in 2011, as refinancing activity increased due to the HARP 2.0 and the low mortgage interest rate environment. Lending volume also benefited from the continued expansion of our retail lending channel. Mortgage lending volume increased by $1.1 billion, or 89%, to $2.3 billion in the second quarter of 2012, compared to the same period in 2011. Mortgage lending volume increased by $1.8 billion or 73%, to $4.2 billion in the first six months of 2012, compared to the same period in 2011. HARP-driven lending volume was approximately 40% of our overall mortgage lending in the second quarter of 2012 and 29% in the first six months of 2012. The effect these government programs have had on our operations is not expected to be permanent. HARP driven lending volume was $1.2 billion for the six months ended June 30, 2012 as compared to $1.0 billion for the 12 months ended December 31, 2011. Gain on sale margins were 2.9% for the six months ended June 30, 2012, as compared for 1.5% for the year ended December 31, 2012. The gain on sale margins and fees that we collect from HARP-driven sales are not materially different from the gain on sale margins and fees that we collect from non-HARP-driven sales. Please see the table below showing our gain on sale of loans by both HARP and non-HARP for the six months ended June 30, 2012:

	June 30, 2012	
(in thousands)	**UPB**	**Gain on Sale**
HARP[1]	$ 1,220,128	$ 35,702
Non-HARP[1][2]	2,766,534	82,847
Other Activity[3]		(446)
Totals	$ 3,986,662	$ 118,103

(1) We hedge interest rate risk related to our mortgage warehouse and pipeline through the use of forward sales commitments. The gain on sale numbers include hedging gains and losses. We do not track these at an individual loan level and have allocated these based on UPB originated for the applicable periods.

(2) Non-HARP is entirely comprised of conforming and government loans that we have sold or plan to sell to the GSEs and other government agencies.

(3) Other activity is due to commercial real estate loans (CREL) that were carried at fair value.

Realized gains from third party loan sales and changes in fair value of loans held for sale and related hedging positions were up $25.0 million in the second quarter of 2012 and by $41.6 million in the first six months of 2012, compared to the same periods in 2011. The increase resulted from an increase in the size of positions hedged related to interest rate lock commitments and loans measured at fair value as well as a favorable increase in the change in the fair value measurements based on market demand. Additional increases resulted from favorable gains on sales to third parties driven primarily by the sale of Ginnie Mae, or GNMA loans that were acquired or purchased out of our servicing portfolio and overall favorable rate and market conditions.

This increase was offset by a decrease in net loan servicing income. Net loan servicing income decreased by $47.1 million in the second quarter of 2012 and by $72.1 million in the first six months of 2012, primarily due to MSR impairment of $30.1 million recorded in the second quarter of 2012 and $45.3 million recorded during the first six months of 2012. An increase in expected portfolio prepayment speeds due to a low rate environment and government sponsored programs, as compared to the same periods in 2011, drove the MSR impairment. Loan servicing income also decreased as a result of increases in MSR amortization of $12.7 million in the second quarter of 2012 and $19.3 million in the first six months of 2012, due to increased run-off as a

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result of the same factors listed above. In addition, servicing fees declined $4.3 million in the second quarter of 2012 and $7.6 million in the first six months of 2012, as the UPB of our servicing portfolio decreased by $3.6 billion to $53.3 billion as of June 30, 2012, compared to the same period in 2011.

Other lease income increased by $2.4 million, or 16%, in the first six months of 2012, compared to the same period in 2011, primarily due to growth in our operating lease portfolio. The operating lease portfolio increased by $26.5 million to $61.8 million as of June 30, 2012, compared to the same the period in 2011.

Other noninterest income decreased by $6.7 million, or 68%, in the first six months of 2012, compared to the same period in 2011, due primarily to a $4.4 million gain on the repurchase of trust preferred securities recognized in the first quarter 2011. Additionally, we did not sell any securities in the first six months of 2012, which resulted in a $1.3 million decrease in gains from sales of securities from the same period in 2011.

Noninterest Expense

Noninterest expense increased by $54.1 million, or 44%, in the second quarter of 2012 and by $67.7 million, or 25%, in the first six months of 2012, compared to the same periods in 2011. The following table illustrates the primary components of noninterest expense for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(in thousands)			
Salaries, commissions and other employee benefits expense	$ 76,277	$ 56,321	$ 142,867	$ 113,694
Equipment expense	16,889	11,709	32,837	22,469
Occupancy expense	6,017	5,031	11,366	9,571
General and administrative expense:				
Professional fees	19,319	13,187	34,929	28,885
Foreclosure and OREO expense	14,969	8,764	25,928	20,664
Other credit-related expenses	5,806	9,556	17,616	25,076
FDIC premium assessment and other agency fees	9,352	4,961	18,613	10,233
Advertising and marketing expense	8,646	3,707	14,553	8,132
Other	18,508	8,475	35,895	28,226
Total general and administrative expense	76,600	48,650	147,534	121,216
Total Noninterest Expense	$ 175,783	$ 121,711	$ 334,604	$ 266,950

The increase in noninterest expense was driven by an increase in salaries, commissions and employee benefits, occupancy and equipment expense, and general and administrative expense. Salaries, commissions and employee benefits increased by $20.0 million, or 35%, in the second quarter of 2012 and by $29.2 million, or 26%, in the first six months of 2012, compared to the same period in 2011, due primarily to growth in our Mortgage Banking reporting segment. Mortgage Banking salaries, commissions and employee benefits increased by $13.8 million in the second quarter of 2012 and by $20.1 million in the first six months of 2012, which included an increase in variable commissions of $2.6 million and $3.6 million, respectively. Salary and headcount increases were driven by increased production and the expansion of our retail and consumer direct production channels. Additional growth was due to headcount increases in our Corporate Services and Banking and Wealth Management reporting segments due to the warehouse finance acquisition and general operations growth. Headcount growth was 38%, 13%, and 15% in our Mortgage Banking, Corporate Services, and Banking and Wealth Management reporting segments, respectively, as of June 30, 2012 compared to the same period in 2011.

Occupancy and equipment expense increased by $6.2 million, or 37%, in the second quarter of 2012 and by $12.2 million, or 38%, in the first six months of 2012, compared to the same periods in 2011. The increase is primarily due to increased depreciation expense related to our operating lease assets as a result of growth in the portfolio. In addition, we experienced an increase in software amortization due to the completion of our new WorldCurrency® system and in operating lease expenses due to the expansion of our retail production channel.

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General and administrative expense increased by $28.0 million, or 57%, in the second quarter of 2012 and by $26.3 million, or 22%, in the first six months of 2012 compared to the same periods in 2011. Growth in general and administrative expenses is due to increases in professional fees, foreclosure and OREO expenses, FDIC assessment and other agency fees, advertising and marketing expense, and other general and administrative expenses. The increases are offset by decreases in other-credit related expenses.

Professional fees increased by $6.1 million, or 47%, in the second quarter of 2012 and by $6.0 million, or 21%, in the first six months of 2012, compared to the same periods in 2011. During the second quarter of 2012, we recorded $2.5 million in costs associated with the Business Property Lending, Inc acquisition and $1.9 million in consultant costs associated with regulatory compliance. These costs were offset by a $1.2 million decrease in consultant fees associated with the Bank of Florida acquisition incurred in prior periods. During the first six months of 2012, we recorded $6.2 million in consultant costs associated with regulatory compliance, which was not incurred in prior periods, this was offset by a $4.3 million decrease in costs associated with IPO readiness. Other increases in professional fees were recorded for company-wide specific initiatives.

Foreclosure and OREO expense increased by $6.2 million, or 71%, in the second quarter of 2012 and by $5.3 million, or 25%, in the first six months of 2012, compared to the same periods in 2011, due primarily to an increase in the foreclosure expenses and offset by a decrease in the OREO provision. Foreclosure expenses associated with our mortgage pool buyouts increased by $8.9 million, or 231%, in the second quarter of 2012 and by $9.5 million, or 105%, in the first six months of 2012 compared to the same periods in 2011, due to the increase in mortgage pool buyout activity over the past year. OREO provision decreased by $2.0 million, or 51%, in the second quarter of 2012 and by $5.6 million, or 54%, in the first six months of 2012, compared to the same periods in 2011, due primarily to the commercial OREO portfolio. We have experienced moderate stabilization of property values over the past twelve months resulting in a decline of OREO provision expense in the current year.

Other credit-related expenses decreased primarily due to a decrease in production reserve expense related to our originated loans. Production reserve expense decreased by $5.7 million, or 87%, in the second quarter of 2012 and by $9.0 million, or 52%, in the first six months of 2012 compared to the same periods in 2011. We describe our reserves for loans subject to representations and warranties in Note 14 in our condensed consolidated financial statements as of June 30, 2012 and December 31, 2011 and for the three and six months ended June 30, 2012 and 2011 and in our Loans Subject to Representations and Warranties section.

FDIC insurance assessment and other agency fees increased by $4.4 million, or 89%, in the second quarter of 2012 and by $8.4 million, or 82%, in the first six months of 2012, compared to the same periods in 2011. An increase in our asset base drove the increase in assessment fees.

Advertising and marketing expense increased by $4.9 million, or 133%, in the second quarter of 2012 and by $6.4 million, or 79%, in the first six months of 2012, compared to the same periods in 2011, due primarily to an effort to grow our deposit base through a new marketing campaign.

Other general and administrative increased by $10.0 million or 118%, in the second quarter of 2012 and by $7.7 million or 27%, in the first six months of 2012, compared to the same periods in 2011. The increase was the result of FDIC clawback liability, consent order remediation liability, and FNMA compensatory fees, offset by a decrease in non-recurring expenses.

The FDIC clawback liability increased by $3.1 million in the second quarter of 2012 and the first six months of 2012, compared to the same periods in 2011, as a result of a change in fair value due to a decline in interest rates during the second quarter 2012. During the same periods, we recorded a $2.0 million expense associated with the consent order remediation plan. The liability is an estimate based on the independent consultant s findings report. We describe the consent order in Note 14 in our condensed consolidated financial statements as of June 30, 2012 and December 31, 2011 and for the three and six months ended June 30, 2012 and 2011.

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Portfolio expense increased by $2.4 million, or 181%, in the second quarter of 2012 and by $4.1 million, or 140%, in the first six months of 2012, compared to the same periods in 2011, due to an increase in lending volume.

FNMA compensatory fees increased by $3.3 million in the first six months of 2012. In 2010, FNMA issued an announcement Foreclosure Time Frames and Compensatory Fees for Breach of Service Obligations to remind servicers of their duties and responsibilities. The announcement indicated that FNMA would monitor seriously delinquent loans in the foreclosure process and assess compensatory fees on such loans. In determining fee assessment, FNMA takes into consideration the outstanding principal balance of the mortgage loan, the applicable pass through rate, the length of delay, and any additional costs that are directly attributable to the delay. FNMA billed us for the first time during the six months ended June 30, 2012. We accrued for these estimated fees in response to the assessment by FNMA.

These increases are offset by an $8.7 million decrease related to the non-recurring write down of the Tygris indemnification asset during the first quarter 2011.

Provision for Income Taxes and Effective Tax Rates

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(in thousands)			
Provision for income taxes	$ 6,395	$ 13,333	$ 13,189	$ 20,193
Effective tax rates	36.4%	38.0%	36.4%	39.3%

For the three and six months ended June 30, 2012, our effective income tax rate differs from the statutory federal income tax rate primarily due to state income taxes. For the three and six months ending June 30, 2011, our effective income tax rate differs from the statutory federal income tax rate primarily due to state income taxes and a $691 increase to income tax expense for the revaluation of the net unrealized built-in losses associated with the Tygris acquisition.

Results of Operations Comparison of Results of Operations for the Years Ended December 31, 2011 and 2010

	Year Ended December 31,		%
	2011	2010	Change
	(In thousands)		
Interest income	$ 588,220	$ 612,507	(4)%
Interest expense	135,910	147,167	(8)%
Net interest income	452,310	465,340	(3)%
Provision for loan and lease losses	49,704	79,341	(37)%
Net interest income after provision for loan and lease losses	402,606	385,999	4%
Noninterest income	233,103	357,807	(35)%
Noninterest expense	554,195	493,933	12%
Income before income taxes	81,514	249,873	(67)%
Provision for income taxes	28,785	60,973	(53)%
Net income	$ 52,729	$ 188,900	(72)%

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Interest Income

Our total interest income decreased by $24.3 million, or 4%, to $588.2 million in 2011 from $612.5 million in 2010, primarily due to a decrease in interest earned from our investment securities portfolio offset by increases in interest income from our loan portfolio.

Interest income earned on our loan and lease portfolio increased by $28.1 million, or 6%, to $479.9 million in 2011 from $451.9 million in 2010. This increase consisted of a $15.7 million increase in interest income earned on our average balance of loans and leases held for investment, and a $12.4 million increase in interest income earned on our average balance of loans held for sale. The increase in interest income earned on our loans and leases held for investment was primarily driven by $20.2 million and $9.7 million of interest income earned on our residential mortgages and commercial and commercial real estate loans, respectively. The increase in interest income on our residential mortgages is due to increases in originations partially offset by decreases in interest rates as a result of decreases in interest rates associated with the new volume. The increase in interest income on our commercial and commercial real estate loans is due to the timing of the Bank of Florida transaction in May 2010. The increase in interest income is offset by a $15.1 million decrease in interest income generated from lease financing receivables. The decrease in yield is a result of continued run off of deeply discounted receivables acquired as part of the Tygris acquisition.

Interest income earned on our investment securities portfolio decreased by $52.6 million, or 33%, to $106.9 million in 2011 from $159.4 million in 2010. This decrease was primarily driven by a 275 basis point decrease in yield on the average balance of our investment securities portfolio to 4.11% in 2011 from 6.86% in 2010 offset by a $263.9 million, or 11%, increase in the average balance of our investment securities portfolio to $2,582.1 million in 2011 from $2,318.2 million in 2010. The decrease in yield resulted from lower discount accretion and the addition of lower yielding agency securities during 2011.

Interest Expense

Interest expense decreased by $11.3 million, or 8%, to $135.9 million in 2011 from $147.2 million in 2010, primarily due to decreases in other borrowings interest expense and in our deposit interest expense.

Other borrowings interest expense decreased by $6.9 million, or 15%, to $38.9 million in 2011 from $45.8 million in 2010. This decrease is primarily attributable to a decrease of $94.0 million, or 9%, in our average other borrowings balance to $918.9 million in 2011 from $1,013.0 million in 2010. In January 2011, we purchased $10.0 million of our own trust preferred securities due in September 2037.

Deposit interest expense decreased by $4.4 million, or 4%, to $97.0 million in 2011 from $101.4 million in 2010. The decrease largely resulted from a 27 basis point decrease in deposit yield to 1.09% for 2011 from 1.36% for 2010 as a result of lower deposit costs due to lower market interest rates. Interest rates were reduced during 2011 to align our deposit levels with lower market interest rates. The decrease was partially offset by an increase of $1,463.1 million, or 20%, in our average deposit balance to $8,903.6 million in 2011 from $7,440.5 million in 2010.

Provision for Loan and Lease Losses

Provision for loan and lease losses decreased by $29.6 million, or 37%, to $49.7 million in 2011 from $79.3 million in 2010. This decrease was primarily a reflection of lower incurred losses on our legacy commercial and commercial real estate loans held for investment.

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Noninterest Income

Noninterest income decreased by $124.7 million, or 35%, to $233.1 million for in 2011 from $357.8 million in 2010. The decrease is primarily a result of the bargain purchase gain of $68.1 million related to the Tygris acquisition in February 2010 and a decrease in net servicing income. Significant components of noninterest income are discussed below.

Loan production revenue decreased $8.4 million, or 24%, to $26.5 million during 2011 from $34.9 million during 2010, primarily as a result of a decline in volume and lower fees associated with originating residential mortgage loans.

Net loan servicing decreased by $63.7 million, or 54%, to $54.0 million in 2011 from $117.7 million in 2010. This decrease was attributable to a $42.4 million, or 45%, increase in the amortization expense and impairment of MSR to $135.5 million in 2011 from $93.1 million in 2010. This increase is the result of a $39.5 million impairment charge driven by increasing prepayments and higher net servicing costs. Loan servicing fee income decreased to $189.4 million in 2011 from $210.8 million in 2010. The decrease in net loan servicing fee income is due to a $3.4 billion, or 6%, decrease in the unpaid principal balance, or UPB, of our servicing portfolio to $54.8 billion as of December 31, 2011 from $58.2 billion as of December 31, 2010. Prepayments exceeded new servicing retained from loans originated internally.

Noninterest income earned on deposit fees increased by $6.2 million, or 31%, to $26.0 million in 2011 from $19.8 million in 2010. This was largely attributable to a $6.0 million increase in fee income associated with an increase in volume of our WorldCurrency® deposit products.

Other noninterest income decreased by $58.8 million, or 32%, to $126.7 million in 2011 from $185.5 million in 2010. This decrease was largely attributable to a $68.1 million non-recurring bargain purchase gain related to the Tygris acquisition in February 2010. This decrease was partially offset by an increase in operating lease income of $9.6 million, or 45%, to $30.9 million in 2011 from $21.3 million in 2010. In addition, we generated $15.9 million of gains from the sale of investment securities in our portfolio in 2011 compared to $22.0 million of net gains in 2010.

Noninterest Expense

Noninterest expenses increased by $60.3 million, or 12%, to $554.2 million in 2011 from $493.9 million in 2010. Significant components of this increase are discussed below.

Salaries, commissions and other employee benefits expense increased by $31.0 million, or 15%, to $232.8 million in 2011 from $201.8 million in 2010, due to increases in salaries, benefits and incentives resulting from higher staffing levels from our Tygris and Bank of Florida acquisitions, our mortgage banking business, and corporate administration growth to support general operations. Headcount increased by 5% from 2010 to 2011 and by 31% from 2009 to 2010, which helps account for the variance in expense on a full year basis.

Equipment and occupancy expense increased by $16.6 million, or 31%, to $69.9 million in 2011 from $53.3 million in 2010, due primarily to increases of $3.1 million in computer expense and $12.8 million in depreciation expense. Company growth due to the Tygris and Bank of Florida acquisitions were the primary drivers of the expense increase.

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General and administrative expense increased by $12.6 million, or 5%, to $251.5 million in 2011 from $238.9 million in 2010, due to increases in legal and transaction expenses and FDIC insurance premiums, partially offset by a decrease in other credit-related expenses. Legal expenses increased $10.3 million and other professional expense increased $25.2 million, as a result of expenses related to our initial public offering, preparations for becoming a public company, the Bank of Florida and Tygris acquisitions, and legal and regulatory compliance, including compliance with the consent orders entered into in April 2011 and the third party review of historical residential mortgage foreclosure actions. Foreclosure and OREO related expenses increased $13.7 million. The FDIC premium assessment and agency fees increased $14.1 million. The increase in general and administrative expenses was partially offset by a decrease in production reserves of $16.6 million and counter party reserves of $12.7 million as a result of decreasing loan repurchase requests. Additionally, we experienced a decrease in the non-recurring loss on debt extinguishments of $10.3 million incurred in the comparative period. The indemnification asset write down related to the Tygris acquisition was $8.7 million in 2011. This was a decrease of $13.3 million from a write down of $22.0 million in 2010. The write down of the indemnification asset resulted from a decrease in estimated future credit losses. The carrying value of the indemnification asset was $0 as of December 31, 2011.

Income Taxes

Provision for income taxes decreased by $32.2 million, or 53%, to $28.8 million in 2011 from $61.0 million in 2010, primarily due to a decrease in pre-tax income. Our effective tax rates were 35.3% and 24.4% in 2011 and 2010, respectively. Our effective tax rate in 2010 was reduced due to the nontaxable bargain purchase gain of $68.1 million and a $7.8 million tax benefit resulting from the revaluation of net unrealized built-in losses. Excluding the impact of the non-recurring items from the Tygris acquisition, the effective tax rate was 37% in 2010.

Results of Operations Comparison of Results of Operations for the Years Ended December 31, 2010 and 2009

	Year Ended December 31, 2010	Year Ended December 31, 2009	% Change
	(In thousands)		
Interest income	$ 612,507	$ 440,594	39%
Interest expense	147,167	163,211	(10)%
Net interest income	465,340	277,383	68%
Provision for loan and lease losses	79,341	121,912	(35)%
Net interest income after provision for loan and lease losses	385,999	155,471	148%
Noninterest income	357,807	232,098	54%
Noninterest expense	493,933	299,179	65%
Income before income taxes	249,873	88,390	183%
Provision for income taxes	60,973	34,853	75%
Net income from continuing operations	188,900	53,537	253%
Discontinued operations, net of income taxes		(172)	
Net income	$ 188,900	$ 53,365	254%

Interest Income

Our total interest income increased by $171.9 million, or 39%, to $612.5 million in 2010 from $440.6 million in 2009, primarily due to increases in interest income from our loans held for investment and investment securities portfolio.

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Interest income earned on our loan and lease portfolio increased by $142.1 million, or 46%, to $451.9 million in 2010 from $309.8 million in 2009. This increase consisted of a $153.6 million increase in interest income earned on our average balance of loans and leases held for investment, partially offset by a $11.5 million decrease in interest income earned on our average balance of loans held for sale. The $153.6 million increase in interest income earned on our loans and leases held for investment was primarily driven by $141.4 million and $25.8 million of interest income earned on our lease financing receivables and commercial and commercial real estate loans, respectively, partially offset by a $13.5 million, or 7%, decrease in interest income earned on residential mortgage loans. The $141.4 million of interest income earned on our lease financing receivables resulted from our acquisition of Tygris, including accretion of discounts of $86.4 million, and was not a component of interest income in 2009. The decrease in interest income earned on our loans held for sale was primarily driven by a $48.8 million, or 4%, decrease in the average balance of our loans held for sale to $1.1 billion in 2010. The decrease in average balance was the result of a decrease in mortgage origination volumes and lower yields due to lower market interest rates to which such yields are indexed.

Interest income earned on our available for sale, or AFS, held to maturity, or HTM, and trading securities increased by $29.0 million, or 22%, to $159.0 million in 2010 from $130.0 million in 2009. This increase was primarily driven by a $1.4 billion, or 142%, increase in the average balance of our investment securities portfolio to $2.3 billion in 2010 from $956.2 million in 2009, partially offset by a 674 basis point decrease in yield on the average balance of our investment securities portfolio to 6.86% in 2010 from 13.6% in 2009. The decrease in yield resulted from higher discount accretion in 2009 due to higher prepayment volumes.

Interest Expense

Interest expense decreased by $16.0 million, or 10%, to $147.2 million in 2010 from $163.2 million in 2009, primarily due to decreases in our deposit interest expense and other borrowings interest expense.

Deposit interest expense decreased by $6.3 million, or 6%, to $101.4 million in 2010 from $107.7 million in 2009. The decrease largely resulted from lower deposit costs due to lower market interest rates, partially offset by an increase of $2.2 billion, or 43%, in our average deposit balance to $7.4 billion in 2010 from $5.2 billion in 2009.

Other borrowings interest expense decreased by $9.8 million, or 18%, to $45.8 million in 2010 from $55.5 million in 2009. This decrease is primarily attributable to a decrease of $240.7 million, or 19%, in our average other borrowings balance to $1.0 billion in 2010 from $1.3 billion in 2009.

Provision for Loan and Lease Losses

Provision for loan and lease losses decreased by $42.6 million, or 35%, to $79.3 million in 2010 from $121.9 million in 2009. This decrease was primarily a reflection of lower expected losses on our legacy commercial and commercial real estate loans held for investment.

Noninterest Income

Noninterest income increased by $125.7 million, or 54%, to $357.8 million in 2010 from $232.1 million in 2009. Significant components of this increase are discussed below.

Noninterest income earned on the gain on sale of loans decreased by $0.5 million, or 1%, to $66.0 million in 2010 from $66.4 million in 2009, primarily as a result of lower mortgage origination volumes generating lower gains on the sale of such loans into the capital markets. Loan production revenue decreased $4.5 million, or 11%, to $34.9 million in 2010 from $39.3 million in 2009, primarily as a result of lower fees associated with originating fewer residential mortgage loans.

Noninterest income earned on net loan servicing increased by $25.5 million, or 28%, to $117.7 million in 2010 from $92.2 million in 2009. This increase was largely attributable to the $5.1 billion, or 10%, increase in the unpaid principal balance, or UPB, of our servicing portfolio to $56.4 billion in 2010 from $51.3 billion in 2009, resulting from increased retention of originated MSR and bulk acquisitions of loan servicing portfolios. This increase was also driven by a $53.2 million, or 34%, increase in loan servicing fee income to $210.8 million in 2010 from $157.7 million in 2009, partially offset by a $27.7 million, or 42%, increase in the amortization of MSR to $93.1 million in 2010 from $65.5 million in 2009. The increase in net loan servicing fee income was primarily attributable to the increase in UPB while the amortization of MSR increase was primarily attributed to higher prepayment activity due to the market interest rate environment.

Noninterest income earned on deposit fees decreased by $2.3 million, or 10%, to $19.8 million in 2010 from $22.0 million in 2009. This was largely attributable to a $3.2 million decrease in fee income associated with our WorldCurrency® deposit products due to lower transaction volumes.

Other noninterest income increased by $107.4 million, or 886%, to $119.5 million in 2010 from $12.1 million in 2009. This increase was largely attributable to a $68.1 million non-recurring bargain purchase gain related to the Tygris acquisition and $21.3 million of operating lease income. In addition, we generated $22.0 million of gains in 2010 from the sale of investment securities in our portfolio compared to $7.4 million of gains in 2009.

Noninterest Expense

Noninterest expenses increased by $194.8 million, or 65%, to $493.9 million in 2010 from $299.2 million in 2009. Significant components of this increase are discussed below.

Salaries, commissions and other employee benefits expense increased by $51.2 million, or 34%, to $201.8 million in 2010 from $150.6 million in 2009, due to increases in salaries, benefits and incentives resulting from higher staffing levels from our Tygris and Bank of Florida acquisitions and in our mortgage banking business. Total headcount increased by 31%.

Equipment and occupancy expense increased by $15.3 million, or 40%, to $53.3 million in 2010 from $38.0 million in 2009, due primarily to increases of $4.9 million in lease expense, $4.5 million in computer expense and $1.6 million in depreciation expense. The Tygris and Bank of Florida acquisitions were the primary drivers of the expense increase.

General and administrative expense increased by $128.3 million, or 116%, to $238.9 million in 2010 from $110.6 million in 2009, due to increases in legal, transaction, advertising, OREO and foreclosure and other expenses, as well as increased mortgage repurchase reserves. Legal expense increased $2.5 million and other professional expense increased $10.7 million, primarily due to one-time expenses related to the Tygris and Bank of Florida acquisitions. Advertising expense increased $9.6 million due to expanded marketing related to our deposit growth initiative. Mortgage repurchase reserves increased $63.2 million due to higher than anticipated impairment levels and foreclosure-related expenses. The indemnification asset related to the Tygris acquisition decreased in fair value by $22.0 million resulting from a decrease in estimated future credit losses. Other expenses increased $16.0 million to $40.9 million in 2010 from $24.9 million in 2009, due primarily to $10.3 million related to the loss realized on the early extinguishment of Tygris debt and increased transaction expenses of $9.8 million.

Income Taxes

Provision for income taxes increased by $26.1 million, or 75%, to $61.0 million in 2010 from $34.9 million in 2009, due to increases in pre-tax income from continuing operations. Our effective tax rates were 24% and 39% in 2010 and 2009, respectively. Our effective tax rate in 2010 was impacted by non-recurring items from the Tygris acquisition, including the nontaxable bargain purchase gain of $68.1 million and a tax benefit of $7.8 million resulting from a revaluation of net unrealized built-in losses. Excluding the impact of the non-recurring items from the Tygris acquisition, the effective tax rate was 37% in 2010.

Discontinued Operations

Discontinued operations relate to business activities that we have sold, discontinued or dissolved. Net loss from discontinued operations of $0.2 million in 2009 represents trailing expenses from the sale of our commercial and multi-family real estate mortgage wholesale brokerage unit in February 2009.

Segment Results

We evaluate our overall financial performance through three financial reporting segments: Banking and Wealth Management, Mortgage Banking and Corporate Services. To generate financial information by operating segment, we use an internal profitability reporting system which is based on a series of management estimates and allocations. We continually review and refine many of these estimates and allocations, many of which are subjective in nature. Any changes we make to estimates and allocations that may affect the reported results of any business segment do not affect our consolidated financial position or consolidated results of operations.

We use funds transfer pricing in the calculation of the respective operating segment s net interest income to measure the value of funds used in and provided by an operating segment. The difference between the interest income on earning assets and the interest expense on funding liabilities and the corresponding funds transfer pricing charge for interest income or credit for interest expense results in net interest income. We allocate risk-adjusted capital to our segments based upon the credit, liquidity, operating and interest rate risk inherent in the segment s asset and liability composition and operations. These capital allocations are determined based upon formulas that incorporate regulatory, GAAP, Basel and economic capital frameworks including risk-weighting assets, allocating noninterest expense and incorporating economic liquidity premiums for assets deemed by management to lower liquidity profiles.

Our Banking and Wealth Management segment often invests in loans originated from asset generation channels contained within our Mortgage Banking segment. When intersegment acquisitions take place, we assign an estimate of the market value to the asset and record the transfer as a market purchase. In addition, inter-segment cash balances are eliminated in segment reporting. The effects of these inter-segment allocations and transfers are eliminated in consolidated reporting.

The following table summarizes segment earnings and total assets for each of our segments as of and for each of the periods shown:

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
			(in thousands)		
Segment Earnings:					
Banking and Wealth Management	$ 121,652	$ 111,251	$ 241,146	$ 233,521	$ 85,300
Mortgage Banking	(22,394)	(2,388)	(38,765)	32,313	77,065
Corporate Services	(63,051)	(57,459)	(120,867)	(15,961)	(73,975)
Segment earnings	$ 36,207	$ 51,404	$ 81,514	$ 249,873	$ 88,390
Segment Assets:					
Banking and Wealth Management	$ 13,327,046	$ 11,140,910	$ 11,658,702	$ 10,117,289	$ 6,522,869
Mortgage Banking	1,902,152	1,482,997	1,557,421	1,957,897	1,543,370
Corporate Services	124,406	130,615	99,886	49,325	24,148
Eliminations	(312,780)	(234,348)	(274,331)	(116,625)	(30,208)
Total assets	$ 15,040,824	$ 12,520,174	$ 13,041,678	$ 12,007,886	$ 8,060,179

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Banking and Wealth Management

Segment Results Comparison of Banking and Wealth Management for the Three and Six Months Ended June 30, 2012 and 2011

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(in thousands)			
Interest income				
Interest and fees on loans and leases	$ 126,296	$ 110,839	$ 243,197	$ 226,661
Interest and dividends on investment securities	20,699	29,333	41,248	55,575
Other interest income (1)	8,084	7,577	15,285	15,957
Total interest income	155,079	147,749	299,730	298,193
Interest expense				
Deposits	20,411	25,403	41,379	51,587
Other borrowings	9,587	8,129	17,004	16,671
Other interest expense (2)	10,280	9,110	20,001	18,903
Total interest expense	40,278	42,642	78,384	87,161
Net interest income	114,801	105,107	221,346	211,032
Provision for loan and lease losses	5,041	8,235	15,356	25,421
Net interest income after provision for loan and lease losses	109,760	96,872	205,990	185,611
Noninterest income				
Gain on sale of loans	10,918	(436)	21,470	447
Other	14,687	16,164	29,363	31,186
Total noninterest income	25,605	15,728	50,833	31,633
Noninterest expense				
Salaries, commissions and employee benefits	22,048	19,014	42,712	38,706
Equipment and occupancy	12,283	7,931	23,631	14,833
Foreclosure and OREO	12,378	4,639	20,340	13,206
Other general and administrative	28,837	14,630	48,488	39,248
Total noninterest expense	75,546	46,214	135,171	105,993
Income before income taxes	$ 59,819	$ 66,386	$ 121,652	$ 111,251

(1) Other interest income includes interest income from interest-bearing cash and cash equivalents and intersegment interest income.
(2) Other interest expense represents intersegment interest expense.

Banking and Wealth Management segment earnings decreased by $6.6 million, or 10%, in the second quarter of 2012, compared to the same period in 2011, primarily due to an increase in noninterest expense partially offset by an increase in interest income and noninterest income. Segment earnings increased by $10.4 million, or 9%, in the first six months of 2012, compared to the same period in 2011, primarily due to an increase in noninterest income and decreases in interest expense and the provision for loan and lease losses, partially offset by an increase in noninterest expense.

Net interest income increased by $9.7 million, or 9%, in the second quarter of 2012, compared to the same period in 2011, due to an increase in interest income of $7.3 million and a decrease in interest expense of $2.4 million. Net interest income increased by $10.3 million, or 5%, in the first six months of 2012, compared to the same period in 2011, due to an increase in interest income of $1.5 million and a decrease in interest expense of $8.8 million. For a detailed explanation of changes in net interest income, please refer to our volume/rate analysis table.

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Provision for loan and lease loss decreased by $3.2 million, or 39%, in the second quarter of 2012 and by $10.1 million, or 40%, in the first six months of 2012, compared to the same periods in 2011, due to the addition of high credit quality originated loans in our residential first mortgages. In addition, we experienced an improvement in loan performance due to a more stable housing market.

Noninterest income increased by $9.9 million, or 63%, in the second quarter of 2012 and by $19.2 million, or 61%, in the first six months of 2012, compared to the same periods in 2011, primarily due to an increase in gains from third party loans sales of $11.4 million in the second quarter of 2012 and $21.0 million in the first six months of 2012, compared to the same periods in 2011. The increase resulted from favorable gains on sales to third parties driven primarily by the sale of GNMA loans that were acquired or purchased out of our servicing portfolio as a result of overall favorable rate and market conditions.

Noninterest expense increased by $29.3 million in the second quarter of 2012 and by $29.2 million in the first six months of 2012, compared to the same periods in 2011. An increase in general and administrative expenses, depreciation expense, and salaries, commissions, and employee benefits drove the increase in noninterest expense.

Salaries, commissions, and employee benefits increased by $3.0 million, or 16%, in the second quarter of 2012 and by $4.0 million, or 10%, in the first six months of 2012, due to a growth in the Banking and Wealth Management segment. The warehouse finance acquisition, EverBank Commercial Finance, or ECF, platform expansion, wealth management development, and shared services growth also drove headcount up by 15% as of June 30, 2012, compared to the same period in 2011.

Equipment and occupancy expense increased by $4.4 million, or 55%, in the second quarter or 2012 and by $8.8 million, or 59%, in the first six months of 2012, compared to the same period in 2011, primarily due to depreciation expense. An increase in our operating lease portfolio drove an increase in related depreciation expense of $3.3 million in the second quarter of 2012 and $7.0 million in the first six months of 2012, compared to the same periods in 2011.

Foreclosure and OREO expense increased by $7.7 million, or 167%, in the second quarter of 2012 and by $7.1 million, or 54%, in the first six months of 2012, compared to the same periods in 2011, primarily due to the increase in foreclosure expenses related to an increase in mortgage pool buyout activity over the past year. Foreclosure expenses associated with our mortgage pool buyouts increased by $10.7 million in the second quarter of 2012 and by $12.1 million in the first six months of 2012 compared to the same periods in 2011. OREO expense decreased by $2.0 million in the second quarter of 2012 and by $5.5 million in the first six months of 2012, due primarily to our commercial OREO portfolio. We have experienced moderate stabilization of property values over the past twelve months resulting in a decline of OREO provision expense in the first six months of 2012.

Other general and administrative expense increased by $14.2 million, or 97%, in the second quarter of 2012 and by $9.2 million, or 24%, in the first six months of 2012, compared to the same periods in 2011, primarily due to an increase FDIC insurance assessment and other agency fees, FDIC clawback liability, and advertising expense. The FDIC insurance assessment fees increased by $4.1 million in the second quarter of 2012 and by $7.8 million in the first six months of 2012, compared to the same periods in 2011, due to an increase in our asset base. We incurred additional FDIC clawback liability expense of $3.1 million in the second quarter of 2012 and the first six months of 2012, due to a change in fair value as a result of a decline in interest rates. Advertising and marketing expense increased by $4.8 million in the second quarter of 2012 and by $5.6 million in the first six months of 2012, as we continue to focus on increasing our deposit base. These increases are offset by the non-recurring write-down of the Tygris indemnification asset of $8.7 million in the first quarter 2011.

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Segment Results Comparison of Banking and Wealth Management for the Years Ended December 31, 2011 and 2010

	Year Ended December 31, 2011	2010
	(in thousands)	
Net interest income	$ 419,415	$ 434,811
Provision for loan and lease losses	47,554	72,771
Net interest income after provision for loan and lease losses	371,861	362,040
Noninterest income	85,345	62,386
Noninterest expense	216,060	190,905
Segment earnings	$ 241,146	$ 233,521

Banking and Wealth Management segment earnings increased by $7.6 million, or 3%, in 2011 compared to 2010, primarily due to an increase in noninterest income which was offset by an increase in noninterest expense. Net interest income decreased by $15.4 million, or 4%, for the comparable period. This decrease was primarily due to a decrease of $52.6 million or 33% in interest earned on our investment securities and partially offset by an increase of $35.5 million, or 9%, in interest and fees earned on our loans and leases. The decrease in interest earned on investment securities was primarily driven by a decrease in yield on the average balance of our investment securities portfolio. The decrease in yield resulted from lower discount accretion due to a decrease in prepayment volumes and the addition of lower yielding agency securities during the 2011 period. The increase in interest and fees on loans and leases was driven by an increase in average loans and leases held for investment of $1.0 billion, or 19% and an increase in average loans and leases held for sale of $355.4 million, or 154%. The increase in average loans and leases held for investment was primarily driven by our residential mortgages, commercial and commercial real estate loans, and lease financing receivables. Average loans held for sale increased as a result of acquisitions of GNMA loans during the second half of the year. The increase in interest income is offset by a $15.1 million decrease in interest income generated from lease financing receivables. The decrease is due largely to a decrease in yield of 643 basis points to 26.2% for the twelve months ended December 31, 2011. The decrease in yield is a result of continued run off of deeply discounted receivables acquired as part of the Tygris acquisition. Additionally, intersegment revenue decreased $8.6 million, as a result of a change in transfer pricing to align interest rates with market rates.

Provision expense decreased by $25.2 million, or 35%, in 2011 compared to the 2010, primarily due to lower credit losses on our legacy commercial and commercial real estate loans held for investment, and the improvement in the performance of commercial loans over last year. The decrease is partially offset by higher provision expense due to growth in our residential portfolio. Noninterest income increased by $23.0 million, or 37%, in 2011 compared to 2010. The increase is driven primarily by an increase in the income generated from sales of loans, improved earnings from leasing operations, and an increase in deposit fee income associated with our WorldCurrency® deposit products due to increased foreign currency deposits. This increase was offset by lower gains from the sale of investment securities in our portfolio. Noninterest expense increased by $25.2 million, or 13%, in 2011 compared to 2010. This increase primarily reflects higher operating expenses as a result of the Tygris and Bank of Florida acquisitions and higher FDIC insurance premiums. Additionally, noninterest expense in 2011 includes a charge of $8.7 million from the write-off of the remaining Tygris indemnification asset, and noninterest expense in 2010 includes a write-off of the Tygris indemnification asset of $22.0 million and a charge for the extinguishment of Tygris debt of $10.3 million.

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Segment Results Comparison of Banking and Wealth Management for the Years Ended December 31, 2010 and 2009

	Year Ended December 31, 2010	2009
	(in thousands)	
Net interest income	$ 434,811	$ 253,352
Provision for loan and lease losses	72,771	121,376
Net interest income after provision for loan and lease losses	362,040	131,976
Noninterest income	62,386	32,819
Noninterest expense	190,905	79,495
Segment earnings	$ 233,521	$ 85,300

Banking and Wealth Management segment earnings increased by $148.2 million, or 174%, in 2010 compared to 2009, primarily due to an increase in interest income from investment securities and a decrease in our provision for loan and lease losses. Net interest income increased by $181.5 million, or 72%, for the comparable periods. This increase was primarily due to a $146.5 million, or 55%, increase in interest income earned on our loans and leases held for investment. Average loans and leases held for investment increased $728.6 million, or 16%, primarily as a result of our acquisitions of Tygris and Bank of Florida. Provision expense decreased by $48.6 million, or 40%, in 2010 compared to 2009, primarily due to lower anticipated credit losses in our commercial and multi-family real estate loans held for investment. Noninterest income increased by $29.6 million, or 90%, in 2010 compared to 2009. This increase primarily reflects noninterest income earned on leases resulting from the Tygris acquisition and a higher gain on the sale of investment securities. Noninterest expense increased by $111.4 million, or 140%, in 2010 compared to 2009. This increase primarily reflected higher operating expenses as a result of the Tygris and Bank of Florida acquisitions, non-recurring transaction expenses associated with the Tygris and Bank of Florida acquisitions, and higher expenses from dispositions of OREO.

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Mortgage Banking

Segment Results Comparison of Mortgage Banking for the Three and Six Months Ended June 30, 2012 and 2011

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(in thousands)			
Net interest income	$ 11,790	$ 9,487	$ 22,286	$ 18,909
Provision for loan and lease losses	716	769	1,756	1,613
Net interest income after provision for loan and lease losses	11,074	8,718	20,530	17,296
Noninterest income				
Gain on sale of loans	59,006	5,891	96,631	18,486
Loan servicing fee income:				
Loan servicing fee income	44,697	46,961	92,386	96,041
Amortization and impairment of MSR	(64,278)	(21,430)	(108,760)	(44,217)