

BofI Holding, Inc.  
Form 10-K  
August 24, 2017

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

---

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2017

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

Commission file number: 000-51201

---

BofI Holding, Inc.

(Exact name of registrant as specified in its charter)

Delaware

33-0867444

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

4350 La Jolla Village Drive, Suite 140, San Diego, CA 92122  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (858) 350-6200

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

Title of each class

Name of each exchange on which registered

Common stock, \$.01 par value

NASDAQ Global Select Market

NASDAQ Global Select Market

6.25% Subordinated Notes Due 2026

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

None

---

Indicated by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicated by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant, based upon the closing sales price of the common stock on the NASDAQ Global Select Market of \$28.55 on December 31, 2016 was \$1,504,817,540.

The number of shares of the registrant's common stock outstanding as of August 17, 2017 was 63,605,338.

---

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for the period ended June 30, 2017 are incorporated by reference into Part III.

---

BOFI HOLDING, INC.  
INDEX

<u>PART I</u>	<u>1</u>
<u>Item 1. Business</u>	<u>1</u>
<u>Item 1A. Risk Factors</u>	<u>19</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>26</u>
<u>Item 2. Properties</u>	<u>26</u>
<u>Item 3. Legal Proceedings</u>	<u>26</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>27</u>
<u>PART II</u>	<u>28</u>
<u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>28</u>
<u>Item 6. Selected Financial Data</u>	<u>30</u>
<u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>32</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>54</u>
<u>Item 8. Financial Statements and Supplemental Data</u>	<u>54</u>
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>54</u>
<u>Item 9A. Controls and Procedures</u>	<u>55</u>
<u>Item 9B. Other Information</u>	<u>57</u>
<u>PART III</u>	<u>58</u>
<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	<u>58</u>
<u>Item 11. Executive Compensation</u>	<u>58</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>58</u>
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>58</u>
<u>Item 14. Principal Accounting Fees and Services</u>	<u>58</u>
<u>PART IV</u>	<u>59</u>
<u>Item 15. Exhibits and Financial Statement Schedules</u>	<u>59</u>
<u>Signatures</u>	<u>61</u>

---

## FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K may contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements include projections, statements of the plans, goals and objectives of management for future operations, statements of future economic performance, assumptions underlying these statements, and other statements that are not statements of historical facts. Words such as “anticipates,” “expects,” “intends,” “plans,” “predicts,” “potential,” “believes,” “seeks,” “estimates,” “should,” “may,” “will” and variations or similar expressions are intended to identify forward-looking statements. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements.

Forward-looking statements are subject to significant business, economic and competitive risks, uncertainties and contingencies, many of which are difficult to predict and beyond the control of BofI or the Bank, which could cause our actual results to differ materially from the results expressed or implied in such forward-looking statements. These and other risks, uncertainties and contingencies are described in this Annual Report on Form 10-K, including under “Item 1A. Risk Factors”, and the Company’s other reports filed with the Securities and Exchange Commission (the “SEC”) from time to time, including but are not limited to the following:

- Changes in interest rates;
- General economic and market conditions, including the risk of a significant economic downturn;
- The soundness of other financial institutions;
- Changes in laws, regulation or regulatory oversight;
- Policies and regulations enacted by the Consumer Financial Protection Bureau;
- Changes in real estate values;
- Possible defaults on our mortgage loans;
- Mortgage buying activity of Fannie Mae and Freddie Mac;
- The adequacy of our allowance for loan and lease losses;
- Changes in our relationship with H&R Block, Inc. and the financial benefits of that relationship;
- The outcome or impact of current or future litigation involving the Company;
- Our ability to access the equity capital markets;
- Access to adequate funding;
- Our ability to manage our growth and deploy assets profitably;
- Competition for customers from other banks and financial services companies;
- Our ability to maintain and enhance our brand;
- A natural disaster, especially in California;
- Our ability to retain the services of key personnel and attract, hire and retain other skilled managers;
- Possible exposure to environmental liability;
- Our dependence on third-party service providers for core banking technology;
- Privacy concerns relating to our technology that could damage our reputation or deter customers from using our products and services;
- Risk of systems failure and security breaches, including “hacking” and “identity theft”; and
- Our reliance on continued and unimpeded access to the internet.

The forward-looking statements contained in this Annual Report are made on the basis of the views and assumptions of management regarding future events and business performance as of the date this Annual Report is filed with the SEC. We do not undertake any obligation to update these statements to reflect events or circumstances occurring after the date this report is filed.

References in this report to the “Company,” “us,” “we,” “our,” “BofI Holding,” or “BofI” are all to BofI Holding, Inc. on a consolidated basis. References in this report to “Bank of Internet,” the “Bank,” or “our bank” are to BofI Federal Bank, our consolidated subsidiary.



## PART I

### ITEM 1. BUSINESS

#### Overview

BofI Holding, Inc., is the holding company for BofI Federal Bank, a diversified financial services company with over \$8.5 billion in assets that provides consumer and business banking products through its branchless, low-cost distribution channels and affinity partners. The Bank has deposit and loan customers nationwide including consumer and business checking, savings and time deposit accounts and financing for single family and multifamily residential properties, small-to-medium size businesses in target sectors, and selected specialty finance receivables. The Bank generates fee income from consumer and business products including fees from loans originated for sale and transaction fees earned from processing payment activity. BofI Holding, Inc.'s common stock is listed on the NASDAQ Global Select Market and is a component of the Russell 2000<sup>®</sup> Index, the S&P SmallCap 600<sup>®</sup> Index and the KBW Nasdaq Financial Technology Index.

At June 30, 2017, we had total assets of \$8,501.7 million, loans of \$7,399.9 million, mortgage-backed and other investment securities of \$272.8 million, total deposits of \$6,899.5 million and borrowings of \$714.5 million. Because we do not incur the significantly higher fixed operating costs inherent in a branch-based distribution system, we are able to rapidly grow our deposits and assets by providing a better value to our customers and by expanding our low-cost distribution channels.

We distribute our deposit products through a wide range of retail distribution channels, and our deposits consist of demand, savings and time deposits accounts. We distribute our loan products through our retail, correspondent and wholesale channels, and the loans we retain are primarily first mortgages secured by single family real property and by multifamily real property as well as commercial & industrial loans to businesses. Our mortgage-backed securities consist of mortgage pass-through securities issued by government-sponsored entities, non-agency collateralized mortgage obligations, and asset-backed mortgage-backed securities issued by private sponsors. We believe our flexibility to adjust our asset generation channels has been a competitive advantage allowing us to avoid markets and products where credit fundamentals are poor or risks and rewards are not sufficient to support our required return on equity.

Our retail distribution channels for our deposit and lending products include:

- Multiple national online banking brands with tailored products targeted to specific consumer segments;
- Affinity groups where we gain access to the affinity group's members, and our exclusive relationships with financial advisory firms;
- A business banking division focused on providing deposit products and loans to specific nationwide industry verticals (e.g., Homeowners Associations) and small and medium size businesses;
- A commission-based lending sales force that operates from home offices focusing primarily on the origination of single family and multifamily mortgage loans;
- A commission-based lending sales force that operates from the corporate office focusing on commercial and industrial loans to businesses;
- A commission-based leasing sales force that operates from our Utah office focusing on commercial and industrial leases to businesses; and
- Inside sales teams that originate loans and deposits from self-generated internet leads, third-party purchase leads, and from our retention and cross-sell of our existing customer base.

Our business strategy is to grow our loan and lease originations and our deposits to achieve increased economies of scale and reduce the cost of products and services to our customers by leveraging our distribution channels and technology. We have designed our branchless banking platform and our workflow processes to handle traditional banking functions with elimination of duplicate and unnecessary paperwork and human intervention. Our charter allows us to operate in all 50 states, and our online presence allows us increased flexibility to target a large number of loan and deposit customers based on demographics, geography and price. Our low-cost distribution channels provide opportunities to increase our core deposits and increase our loan originations by attracting new customers and developing new and innovative products and services.

Our long-term business plan includes the following principal objectives:

- ♣ Maintain an annualized return on average common stockholders' equity of 15.0% or better;
- ♣ Annually increase average interest-earning assets by 15% or more; and
- ♣ Maintain annualized efficiency ratio to a level 36% or lower.

## ASSET ORIGINATION AND FEE INCOME BUSINESSES

We have built diverse loan origination and fee income businesses that generate attractive financial returns through our branchless distribution channels. We believe the diversity of our businesses and our branchless distribution channels provide us with increased flexibility to manage through changing market and operating environments.

### Single Family Mortgage Secured Lending

We generate earning assets and fee income from our mortgage lending activities, which consist of originating and servicing mortgages secured primarily by first liens on single family residential properties for consumers and for lender-finance businesses. We divide our single family mortgage originations between loans we retain and loans we sell. Our mortgage banking business generates fee income and gains from sales of those consumer single family mortgage loans we sell. Our loan portfolio generates interest income and fees from loans we retain. We also provide home equity loans for consumers secured by second liens on single family mortgages. Our lender-finance loans are secured by our first lien on single family mortgages and include warehouse lines for third-party mortgage companies. We originate fixed and adjustable rate prime residential mortgage loans using a paperless loan origination system and centralized underwriting and closing process. We warehouse our mortgage banking loans and sell to investors prime conforming and jumbo residential mortgage loans. Our mortgage servicing business includes collecting loan payments, applying principal and interest payments to the loan balance, managing escrow funds for the payment of mortgage-related expenses, such as taxes and insurance, responding to customer inquiries, counseling delinquent mortgagors and supervising foreclosures.

We originate single family mortgage loans for consumers through multiple channels on a retail, wholesale and correspondent basis.

**Retail.** We originate single family mortgage loans directly through i) our multiple national online banking brand websites, where our customers can view interest rates and loan terms, enter their loan applications and lock in interest rates directly over the internet, ii) our relationships with large affinity groups and iii) our call center which uses self-generated internet leads, third-party purchased leads, and cross-selling to existing customer base.

**Wholesale.** We have developed relationships with independent mortgage companies, cooperatives and individual loan brokers and we manage these relationships and our wholesale loan pipeline through our originations systems and websites. Through our secure website, our approved brokers can compare programs, terms and pricing on a real time basis and communicate with our staff.

**Correspondent.** We acquire closed loans from third-party mortgage companies that originate single family loans in accordance with our portfolio specifications or the specifications of our investors. We may purchase pools of seasoned, single-family loans originated by others during economic cycles when those loans have more attractive risk-adjusted returns than those we may originate.

We originate lender-finance loans to businesses secured by first liens on single family mortgage loans from cross selling, retail direct and through third-parties. Our warehouse customers are primarily generated through cross selling to our network of third-party mortgage companies approved to wholesale our consumer mortgage loans. Other lender-finance customers are generated by our commissions-based sales force dedicated to commercial & industrial lending who contact businesses directly or through individual loan brokers.

### Multifamily Mortgage Secured Lending

We originate adjustable rate multifamily residential mortgage loans and project-based multifamily real estate secured loans with interest rates that adjust based on U.S. Treasury security yields and LIBOR. Many of our loans have initial fixed rate periods (three, five or seven years) before starting a regular adjustment period (annually, semi-annually or monthly) as well as prepayment protection clauses, interest rate floors, ceilings and rate change caps.

We divide our multifamily residential mortgage originations between the loans we retain and the loans we sell. Our mortgage banking business generates gains from those multifamily mortgage loans we sell. Our loan portfolio generates interest income and fees from the loans we retain.

We originate multifamily mortgage loans using a commission-based commercial lending sales force that operates from home offices across the United States or from our headquarters location. Customers are targeted through origination techniques such as direct mail marketing, personal sales efforts, email marketing, online marketing and print advertising. Loan applications are submitted electronically to centralized employee teams who underwrite,



process and close loans. The sales force team members operate regionally both as retail originators for apartment owners and wholesale representatives to other mortgage brokers.

2

---

#### Commercial Real Estate Secured and Commercial Lending

Our commercial real estate secured lending consists of mortgages secured by first liens on commercial real estate. Historically, we have limited our exposure to commercial real estate and have primarily purchased seasoned mortgages on small commercial properties when they were offered as a part of a residential mortgage loan pool. In fiscal 2015, we began to originate adjustable rate small balance commercial real estate loans with interest rates that adjust based on U.S. Treasury security yields and LIBOR. Many of our loans have initial fixed rate periods (three, five or seven years) before starting a regular adjustment period (annually, semi-annually or monthly) as well as prepayment protection clauses, interest rate floors, ceilings and rate change caps.

Our commercial and industrial lending (“C&I”) is comprised primarily of real estate-backed and asset-backed loans and leases to businesses and non-bank lenders. We started our C&I lending in 2010 with a focus on business cash flow lending and subsequently have moved to providing financing to non-bank lenders that originate lending products secured by residential and commercial real estate assets. Our C&I lending has also expanded to other specialty commercial real estate lending types, as well as to other asset-based lending secured by non-real estate-related collateral

Our C&I group also provides leases to small businesses and middle market companies that use the funds to purchase machinery, equipment and software essential to their operations. The lease terms are generally between two and ten years and amortize primarily to full repayment, or in some cases, to a residual balance that is expected to be collected through the sale of the collateral to the lessee or to a third party. The leases are offered nationwide to companies in targeted industries through a direct sales force and through independent third party sales referrals.

#### Specialty Finance Factoring

Our specialty finance division engages in the wholesale and retail purchase of state lottery prize and structured settlement annuity payments. These payments are high credit quality deferred payment receivables having a state lottery commission or primarily highly rated insurance company payor. Purchases of state lottery prize or structured settlement annuity payments are governed by specific state statutes requiring judicial approval of each transaction. No transaction is funded before an order approving such transaction has been entered by a court of competent jurisdiction. Our commission-based sales force originates contracts for the retail purchase of such payments from leads generated by our dedicated research department through the use of proprietary research techniques. The Specialty Finance Division also utilizes direct mail and online marketing to generate leads. Since 2013, pools of structured settlement receivables have been originated for sale depending upon management’s assessment of interest rate risk, liquidity, and offers containing favorable terms.

#### Prepaid Cards and Refund Transfer

Our prepaid cards division provides card issuing and bank identification number (“BIN”) sponsorship services to companies who have developed payroll, general purpose reloadable, incentive and gift card programs. BIN Sponsorship includes issuing debit and prepaid cards from BINs licensed to the Bank by the various payment networks, managing risk for all programs, overseeing compliance with network and government regulations, and functioning as liaison between program managers and the payment networks. These programs generate recurring fee income and low cost deposits.

We are also responsible for the primary oversight and control of a refund transfer program under an agreement with Emerald Financial Services, LLC (“EFS”), a wholly owned subsidiary of H&R Block, Inc. (“H&R Block”). Under this program, the Bank opens a temporary bank account for each H&R Block customer who is receiving an income tax refund and elects to defer payment of his or her tax preparations fees. After the Internal Revenue Service and any state income tax authorities transfer the refund into the customer’s account, the net funds are transferred to the customer and the temporary deposit account is closed. We earn a fixed fee paid by H&R Block for each of the H&R Block customers electing a refund transfer.

#### Auto and RV and Other Consumer Lending

Our consumer lending consists of prime loans to purchase new and used automobiles and recreational vehicles (“RV”), and deposit-related overdraft lines of credit. In 2015 and 2016 we added systems and personnel to increase our auto lending portfolio. In 2008, we elected to significantly decrease RV loans. We hold all of the auto and RV loans that we originated and perform the loan servicing functions for these loans.

Additionally, we have brand partnership agreements with multiple partners to offer a variety of lending products. Under agreements with EFS and H&R Block, our Bank uses our underwriting guidelines and credit policies to offer and fund unsecured lines of credit to consumers primarily through the H&R Block tax preparation offices and earns interest income and fee income. Our Bank retains 10% of these lines of credit and sells the remainder to H&R Block. Our Bank also originates or purchases interest-free loans to consumers that are offered primarily through H&R Block tax preparation offices. Our Bank has a limited guarantee from H&R Block that reduces our Bank's credit exposure on these interest-free loans.

Our Bank also provides overdraft lines of credit for our qualifying deposit customers with checking accounts.

Portfolio Management

Our investment analysis capabilities are a core competency of our organization. We decide whether to hold originated assets for investment or to sell them in the capital markets based on our assessment of the yield and risk characteristics of these assets as compared to other available opportunities to deploy our capital. Because risk-adjusted returns available on acquisitions may exceed returns available through retaining assets from our origination channels, we have elected to purchase loans and securities (see discussion below) from time to time. Some of our loans and security acquisitions were purchased at discounts to par value, which enhance our effective yield through accretion into income in subsequent periods.

Loan Portfolio Composition. The following table sets forth the composition of our loan and lease portfolio in amounts and percentages by type of loan at the end of each fiscal year-end for the last five years:

	At June 30,		2016		2015		2014		2013	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
(Dollars in thousands)										
Single family real estate secured:										
Mortgage	\$3,901,754	52.4 %	\$3,678,520	57.5 %	\$2,980,795	59.6 %	\$1,918,626	53.4 %	\$1,070,668	44.1 %
Home equity	2,092	— %	2,470	— %	3,604	0.1 %	12,690	0.4 %	22,537	0.9 %
Warehouse and other	452,390	6.1 %	537,714	8.4 %	385,413	7.7 %	370,717	10.3 %	204,878	8.2 %
Multifamily real estate secured	1,619,404	21.7 %	1,373,216	21.5 %	1,185,531	23.7 %	978,511	27.2 %	768,023	30.7 %
Commercial real estate secured	162,715	2.2 %	121,746	1.9 %	61,403	1.2 %	24,061	0.7 %	29,000	1.2 %
Auto and RV secured	154,246	2.1 %	73,676	1.2 %	13,140	0.3 %	14,740	0.4 %	18,530	0.7 %
Factoring	160,674	2.1 %	98,275	1.5 %	122,200	2.4 %	118,945	3.3 %	108,144	4.3 %
Commercial & Industrial	992,232	13.3 %	514,300	8.0 %	248,584	5.0 %	152,619	4.2 %	78,721	3.1 %
Other	3,754	0.1 %	2,542	— %	601	— %	1,971	0.1 %	419	— %
Total loans and leases held for investment	7,449,261	100.0 %	6,402,459	100.0 %	5,001,271	100.0 %	3,592,880	100.0 %	2,300,920	100.0 %
Allowance for loan and lease losses	(40,832 )		(35,826 )		(28,327 )		(18,373 )		(14,182 )	
Unamortized premiums/discounts, net of deferred loan fees	(33,936 )		(11,954 )		(44,326 )		(41,666 )		(29,820 )	
Net loans and leases held for investment	\$7,374,493		\$6,354,679		\$4,928,618		\$3,532,841		\$2,256,918	

The following table sets forth the amount of loans maturing in our total loans held for investment based on the contractual terms to maturity:

(Dollars in thousands)	Term to Contractual Maturity					Total
	Less Than Three Months	Over Three Months Through One Year	Over One Year Through Five Years	Over Five Years		
June 30, 2017	\$352,874	\$500,306	\$914,038	\$5,682,043	\$7,449,261	



The following table sets forth the amount of our loans at June 30, 2017 that are due after June 30, 2018 and indicates whether they have fixed, floating or adjustable interest rates:

(Dollars in thousands)	Fixed	Floating or Adjustable	Total
Single family real estate secured:			
Mortgage	\$64,413	\$3,832,979	\$3,897,392
Home equity	994	1,084	2,078
Warehouse and other	97,779	27,998	125,777
Multifamily real estate secured	72,505	1,463,317	1,535,822
Commercial real estate secured	7,903	152,212	160,115
Auto and RV secured	154,240	—	154,240
Factoring	158,933	—	158,933
Commercial & Industrial	259,306	299,430	558,736
Other	2,988	—	2,988
Total	\$819,061	\$5,777,020	\$6,596,081

Our mortgage loans are secured by properties primarily located in the western United States. The following table shows the largest states and regions ranked by location of these properties:

At June 30, 2017

Percentage of Loan Principal Secured by Real Estate

Located in State or Region

Single family

State or Region	Total		Single family		Multifamily real estate secured	Commercial real estate secured
	Real Estate Mortgage Loans	Mortgage Loans	Home Equity	Mortgage Loans		
California—south	11.12 %	49.82 %	26.22 %	54.94 %	49.75 %	%
California—north	8.45 %	16.97 %	19.70 %	21.47 %	27.92 %	%
New York	8.23 %	10.63 %	12.67 %	2.21 %	2.36 %	%
Florida	6.06 %	7.76 %	1.52 %	1.94 %	0.77 %	%
Arizona	2.84 %	3.82 %	5.16 %	0.45 %	0.03 %	%
Washington	1.59 %	1.00 %	7.06 %	3.08 %	2.89 %	%
Illinois	1.56 %	0.30 %	0.02 %	4.47 %	6.80 %	%
Hawaii	1.47 %	1.96 %	0.16 %	0.25 %	—	%
Texas	1.15 %	0.70 %	—	2.31 %	2.10 %	%
Colorado	1.13 %	0.83 %	—	1.99 %	0.85 %	%
All other states	6.40 %	6.21 %	27.49 %	6.89 %	6.53 %	%
	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	%

<sup>1</sup> Consists of mortgage loans secured by real property in California with ZIP Code ranges from 90000 to 92999.

<sup>2</sup> Consists of mortgage loans secured by real property in California with ZIP Code ranges from 93000 to 96999.

The ratio of the loan amount to the value of the property securing the loan is called the loan-to-value ratio (“LTV”). The following table shows the LTVs of our loan portfolio on weighted-average and median bases at June 30, 2017. The LTVs were calculated by dividing (a) the loan principal balance less principal repayments by (b) the appraisal value of the property securing the loan.

State or Region	Single family		Multifamily real estate secured	Commercial real estate secured
	Total Real Estate Mortgage Loans	Home Equity <sup>1</sup>		
California—south	11.12 %	49.82 %	49.75 %	%
California—north	8.45 %	16.97 %	27.92 %	%
New York	8.23 %	10.63 %	2.36 %	%
Florida	6.06 %	7.76 %	0.77 %	%
Arizona	2.84 %	3.82 %	0.03 %	%
Washington	1.59 %	1.00 %	2.89 %	%
Illinois	1.56 %	0.30 %	6.80 %	%
Hawaii	1.47 %	1.96 %	—	%
Texas	1.15 %	0.70 %	2.10 %	%
Colorado	1.13 %	0.83 %	0.85 %	%
All other states	6.40 %	6.21 %	6.53 %	%
	100.00 %	100.00 %	100.00 %	%

Loans

Weighted Average LTV	56.72 %	57.85 %	40.51 %	54.26 %	50.89 %
Median LTV	57.87 %	59.07 %	60.62 %	53.16 %	48.61 %

<sup>1</sup> Amounts represent combined LTV calculated by adding the current balances of both the first and second liens of the borrower and dividing that sum by an independent estimated value of the property at the time of origination.

Our effective weighted-average LTV of 58.79% for real estate mortgage loans originated during the fiscal year ended June 30, 2017 has resulted and we believe will continue to result in relatively low average loan defaults and favorable write-off experience.

**Loan Underwriting Process and Criteria.** We individually underwrite the loans that we originate and all loans that we purchase. For our brand partnership lending products, we construct or validate loan origination models to meet our minimum standards as further described below. Our loan underwriting policies and procedures are written and adopted by our board of directors and our credit committee. Credit extensions generated by the Bank conform to the intent and technical requirements of our lending policies and the applicable lending regulations of our federal regulators.

In the underwriting process we consider all relevant factors including the borrower's credit score, credit history, documented income, existing and new debt obligations, the value of the collateral, and other internal and external factors. For all multifamily and commercial loans, we rely primarily on the cash flow from the underlying property as the expected source of repayment, but we also endeavor to obtain personal guarantees from all material owners or partners of the borrower. In evaluating a multifamily or commercial credit, we consider all relevant factors including the outside financial assets of the material owners or partners, payment history at the Bank or other financial institutions, and the management / ownership experience with similar properties or businesses. In evaluating the borrower's qualifications, we consider primarily the borrower's other financial resources, experience in owning or managing similar properties and payment history with us or other financial institutions. In evaluating the underlying property, we consider primarily the recurring net operating income of the property before debt service and depreciation, the ratio of net operating income to debt service and the ratio of the loan amount to the appraised value.

**Lending Limits.** As a savings association, we are generally subject to the same lending limit rules applicable to national banks. With limited exceptions, the maximum amount that we may lend to any borrower, including related entities of the borrower, at any one time may not exceed 15% of our unimpaired capital and surplus, plus an additional 10% of unimpaired capital and surplus for loans fully secured by readily marketable collateral. See "Regulation of BofI Federal Bank" for further information. At June 30, 2017, the Bank's loans-to-one-borrower limit was \$126.8 million, based upon the 15% of unimpaired capital and surplus measurement. At June 30, 2017, our largest loan and single lending relationship was \$66.5 million.

**Loan Quality and Credit Risk.** Historically, our level of non-performing mortgage loans as a percentage of our loan portfolio has been relatively low compared to the overall residential lending market. The economy and the mortgage and consumer credit markets have stabilized. Additionally, we have recently increased our efforts to make loans to businesses through lending programs that are not as seasoned as our mortgage lending. Therefore, we anticipate that our rate of non-performing loans may increase in the future, and we have provided an allowance for estimated loan losses.

Non-performing assets are defined as non-performing loans and real estate acquired by foreclosure or deed-in-lieu thereof. Generally, non-performing loans are defined as nonaccrual loans and loans 90 days or more overdue. Troubled debt restructurings ("TDRs") are defined as loans that we have agreed to modify by accepting below market terms either by granting interest rate concessions or by deferring principal or interest payments due to financial difficulty of the customer. Our policy with respect to non-performing assets is to place such assets on nonaccrual status when, in the judgment of management, the probability of collection of interest is deemed to be insufficient to warrant further accrual. When a loan is placed on nonaccrual status, previously accrued but unpaid interest will be deducted from interest income. Our general policy is to not accrue interest on loans past due 90 days or more, unless the individual borrower circumstances dictate otherwise.

See Management's Discussion and Analysis — "Asset Quality and Allowance for Loan and Lease Losses" for a history of non-performing assets and allowance for loan and lease losses.

**Investment Securities Portfolio.** We classify each investment security according to our intent to hold the security to maturity, trade the security at fair value or make the security available-for-sale. We invest available funds in government and high-grade non-agency securities. Our investment policy, as established by our Board of Directors, is designed to maintain liquidity and generate a favorable return on investment without incurring undue interest rate risk, credit risk or portfolio asset concentration risk. Under our investment policy, we are currently authorized to invest in agency mortgage-backed obligations issued or fully guaranteed by the United States government, non-agency mortgage-backed obligations, specific federal agency obligations, municipal obligations, specific time deposits, negotiable certificates of deposit issued by commercial banks and other insured financial institutions, investment



grade corporate debt securities and other specified investments. We also buy and sell securities to facilitate liquidity and to help manage our interest rate risk. During the quarter ended September 30, 2016, the Company elected to reclassify all of its held-to-maturity securities to available-for-sale. See Note 3 – “Securities” to the Consolidated Financial Statements for further information.

Edgar Filing: Bofl Holding, Inc. - Form 10-K

The following table sets forth the dollar amount of our securities portfolio by intent at the end of each of the last five fiscal years:

Fiscal year end	Available-for-Sale	Held-to-maturity	Trading	Total
	(Dollars in thousands) Fair Value	Carrying Amount	Fair Value	
June 30, 2017	\$ 264,470	\$ —	\$ 8,327	\$272,797
June 30, 2016	265,447	199,174	7,584	472,205
June 30, 2015	163,361	225,555	7,832	396,748
June 30, 2014	214,778	247,729	8,066	470,573
June 30, 2013	185,607	275,691	7,111	468,409

The following table sets forth the expected maturity distribution of our mortgage-backed securities and the contractual maturity distribution of our other debt securities and the weighted-average yield for each range of maturities:

At June 30, 2017

(Dollars in thousands)	Total Amount		Due Within One Year		Due After One but within Five Years		Due After Five but within Ten Years		Due After Ten Years	
	Amount	Yield <sup>1</sup>	Amount	Yield <sup>1</sup>	Amount	Yield <sup>1</sup>	Amount	Yield <sup>1</sup>	Amount	Yield <sup>1</sup>
Available-for-sale										
Mortgage-backed securities:										
U.S. Agency <sup>2</sup>	\$27,379	2.36%	\$1,612	2.60%	\$5,469	2.57%	\$5,208	2.52%	\$15,090	2.19%
Non-Agency <sup>3</sup>	65,401	3.63%	8,874	3.83%	26,783	3.69%	19,214	3.54%	10,530	3.48%
Total Mortgage-Backed Securities	\$92,780	3.26%	\$10,486	3.64%	\$32,252	3.50%	\$24,422	3.33%	\$25,620	2.72%
Other Debt Securities										
Municipal	27,568	2.17%	12,682	0.58%	1,057	1.30%	—	— %	13,829	3.69%
Non-agency	137,172	4.98%	43,946	4.81%	93,226	5.06%	—	— %	—	— %
Total Other Debt Securities	\$164,740	4.51%	\$56,628	3.86%	\$94,283	5.02%	\$—	— %	\$13,829	3.69%
Available-for-sale—Amortized Cost	\$257,520	4.06%	\$67,114	3.83%	\$126,535	4.63%	\$24,422	3.33%	\$39,449	3.06%
Available-for-sale—Fair Value	\$264,470	4.06%	\$69,027	3.83%	\$128,618	4.63%	\$26,104	3.33%	\$40,721	3.06%
Held-to-maturity										
Held-to-Maturity—Carrying Value	\$—	— %	\$—	— %	\$—	— %	\$—	— %	\$—	— %
Held-to-Maturity—Fair Value	\$—	— %	\$—	— %	\$—	— %	\$—	— %	\$—	— %
Trading										
Non-Agency—Fair Value	\$8,327	4.13%	\$117	4.10%	\$93	4.11%	\$420	4.15%	\$7,697	4.13%
Total securities	\$272,797	4.05%	\$69,144	3.83%	\$128,711	4.63%	\$26,524	3.34%	\$48,418	3.23%

<sup>1</sup> Weighted-average yield is based on amortized cost of the securities. Residential mortgage-backed security yields and maturities include impact of expected prepayments and other timing factors such as interest rate forward curve. Yields presented in this table are adjusted for OTTI, which is non-accretable.

<sup>2</sup> U.S. government-backed or government-sponsored enterprises including Fannie Mae, Freddie Mac and Ginnie Mae.

<sup>3</sup> Private sponsors of securities collateralized primarily by pools of 1-4 family residential first mortgages. Primarily super senior securities and secured by prime, Alt-A or pay-option ARM mortgages.

<sup>4</sup> Collateralized debt obligations secured by pools of bank trust preferred securities.

Our securities portfolio of \$272.8 million at June 30, 2017 is composed of approximately 10.0% U.S. agency residential mortgage-backed securities (“RMBS”) and other debt securities issued by the government-sponsored enterprises Fannie Mae and Freddie Mac (each, a “GSE” and, together, the “GSEs”), primarily Freddie Mac and Fannie Mae; 2.3% Alt-A, private-issue super senior, first-lien RMBS; 23.2% Pay-Option ARM, private-issue super senior first-lien RMBS; 10.0% Municipal securities and 54.5% other residential mortgage-backed, asset-backed and bank pooled trust preferred securities. We had no commercial mortgage-backed securities (“CMBS”) or sub-prime RMBS at June 30, 2017.



We manage the credit risk of our non-agency RMBS by purchasing those securities which we believe have the most favorable blend of historic credit performance and remaining credit enhancements including subordination, over collateralization, excess spread and purchase discounts. Substantially all of our non-agency RMBS are super senior tranches protected against realized loss by subordinated tranches. The amount of structural subordination available to protect each of our securities (expressed as a percentage of the current face value) is known as credit enhancement. At June 30, 2017, the weighted-average credit enhancement in our entire non-agency RMBS portfolio was 10.0%. The credit enhancement percentage and the ratings agency grade (e.g. “AA”) do not consider additional credit protection available to the Bank, if needed, from its purchase discount. All of the Bank’s non-agency RMBS purchases were at a discount to par and we do not solely rely upon nationally recognized statistical rating organizations (“NRSRO”) ratings when determining classification. This change in Bank policy was brought about by changes in regulatory stance regarding classification of securities as mandated by Congress under section 939A of the Dodd-Frank Act, which required any reference to, or reliance on, NRSROs to be removed when determining the creditworthiness of securities. We have experienced personnel monitor the performance and measure the security for impairment in accordance with regulatory guidance. As of June 30, 2017, 23.1% of our non-agency RMBS securities have been downgraded from investment grade at acquisition to below investment grade. See Management’s Discussion and Analysis—“Critical Accounting Policies—Securities.”

#### DEPOSIT GENERATION

We offer a full line of deposit products, which we source through our branchless distribution channels using an operating platform and marketing strategies that emphasize low operating costs and are flexible and scalable for our business. Our full featured products, 24/7 customer service and our affinity relationships result in customer accounts with strong retention characteristics. We continuously collect customer feedback and improve our processes to satisfy customer needs.

At June 30, 2017, we had \$6,899.5 million in deposits of which \$6,093.2 million, or 88.3% were demand and savings accounts and \$806.3 million, or 11.7% were time deposits. We generate deposit customer relationships through our retail distribution channels including websites, sales teams, online advertising, print and digital advertising, financial advisory firms, affinity partnerships and lending businesses which generate escrow deposits and other operating funds. Our distribution channels include:

- A business banking division, which focuses on providing deposit products nationwide to industry verticals (e.g., Homeowners Associations and Non-Profit) as well as cash management products to a variety of businesses through a dedicated sales team;
- Multiple national online banking brands with tailored products targeted to specific consumer segments. For example, our Bank of Internet brand, America’s Oldest and Most Trusted Internet Bank is designed for customers who are looking for full-featured demand accounts and very competitive fees and interest rates. Bank X brand targets primarily tech-savvy, Generation X and Generation Y customers that are seeking a low-fee cost structure and a high-yield savings account;
- A concierge banking offer through Virtus Bank serves the needs of high net worth individuals with premium products and dedicated service;
- Financial advisory firms who introduce their clients to our deposit products through BofI Advisor;
- Relationships with affinity groups where we gain access to the affinity group’s members;
- A call center that opens accounts through self-generated internet leads, third-party purchased leads, affinity relationships, and our retention and cross-sell efforts to our existing customer base; and
- A prepaid card division, which provides card issuing and BIN sponsorship services to companies and generate low cost deposits.

Our online consumer banking platform is full-featured requiring only single sign-in with quick and secure access to activity, statements and other features including:

Purchase Rewards. Customers can earn cash back by using their VISA® Debit Card at select merchants.

Mobile Banking. Customers can access with Touch ID on eligible devices, review account balances, transfer funds, deposit checks and pay bills from the convenience of their mobile phone.

Mobile Deposit. Customers can instantly deposit checks from their smart phones using our Mobile App.

Edgar Filing: Bofl Holding, Inc. - Form 10-K

FinanceWorks™. Customers can easily manage their finances and create budgets using this secure financial management solution.

Online Bill Payment Service. Customers can automatically pay their bills online from their account.

Popmoney. Customers can securely send money via email or text messaging through this service.

My Deposit. Customers can scan checks with this remote deposit solution from their home computers. Scanned images will be electronically transmitted for deposit directly to their account.

8

---

Text Message Banking. Customers can view their account balances, transaction history, and transfer funds between their accounts via these text message commands from their mobile phones.

Unlimited ATM reimbursements. With certain checking accounts, Customers are reimbursed for any fees incurred using an ATM (excludes international ATM transactions). This gives them access to any ATM in the nation, for free.

Secure Email. Customers can send and receive secure emails from our customer service department without concern for the security of their information.

InterBank Transfer. Customers can transfer money to their accounts at other financial institutions from their online banking platform.

VISA® Debit Cards or ATM Cards. Customers may choose to receive either a free VISA® Debit or an ATM card upon account opening. Customers can access their accounts worldwide at ATMs and any other locations that accept VISA® Debit cards.

Overdraft Protection. Eligible Customers can enroll in one of our overdraft protection programs.

Apple Pay™ mobile experience is easy and seamless. Apple Pay allows the same ease to pay as a debit card with an eligible Apple device.

Cash Deposit through Reload @ the Register. Customers can visit any Walmart, Safeway, ACE Cash Express, CVS Pharmacy, Dollar General, Kmart, Rite Aid, 7-Eleven, Walgreens, Dollar Tree and Family Dollar, and ask to load cash into their account at the register. A fee is applied.

Our consumer and business deposit balances consisted of 44.3% and 55.7% of total deposits at June 30, 2017, respectively. Our business deposit accounts feature a full suite of treasury and cash management products for our business customers including online and mobile banking, remote deposit capture, analyzed business checking and money market accounts. We service our business customers by providing them with a dedicated relationship manager and an experienced business banking operations team.

Our deposit operations are conducted through a centralized, scalable operating platform which supports all of our distribution channels. The integrated nature of our systems and our ability to efficiently scale our operations create competitive advantages that support our value proposition to customers. Additionally, the features described above such as online account opening and online bill-pay promote self-service and further reduce our operating expenses. We believe our deposit franchise will continue to provide lower all-in funding costs (interest expense plus operating costs) with greater scalability than branch-intensive banking models because the traditional branch model with high fixed operating costs will experience continued declines in consumer traffic due to the decline in paper check deposits and due to growing consumer preferences to bank online.

The number of deposit accounts at the end of each of the last five fiscal years is set forth below:

	At June 30,				
	2017	2016	2015	2014	2013
Non-Interest bearing, prepaid and other	3,113,128	1,816,266	553,245	182,011	3,124
Checking and savings accounts	274,962	292,012	31,461	24,098	19,245
Time deposits	2,748	4,807	5,515	7,571	11,103
Total number of deposit accounts	3,390,838	2,113,085	590,221	213,680	33,472

The net increase of 1,296,862 of non-interest bearing, prepaid and other accounts for the fiscal year ended June 30, 2017 was primarily the result of new H&R Block-branded products. The decrease in checking and savings accounts, is primarily due to transfers of IRA accounts for the fiscal year ended June 30, 2017. The increases in non-interest bearing, prepaid and other accounts and 260,551 interest-bearing checking and savings accounts, mainly IRA accounts for the fiscal year ended June 30, 2016 was primarily the result of our acquisition of accounts from H&R Block Bank.

Edgar Filing: BofI Holding, Inc. - Form 10-K

Deposit Composition. The following table sets forth the dollar amount of deposits by type and weighted average interest rates at the end of each of the last five fiscal years:

(Dollars in thousands)	At June 30,		2016		2015		2014		2013	
	2017	Rate <sup>1</sup>	Amount	Rate <sup>1</sup>	Amount	Rate <sup>1</sup>	Amount	Rate <sup>1</sup>	Amount	Rate <sup>1</sup>
Non-interest-bearing	\$848,544	—	\$588,774	—	\$309,339	—	\$186,786	—	\$81,524	—
Interest-bearing:										
Demand	2,593,491	0.89%	1,916,525	0.63%	1,224,308	0.48%	1,129,535	0.63%	311,539	0.50%
Savings	2,651,176	0.81%	2,484,994	0.69%	2,126,792	0.67%	935,973	0.73%	641,534	0.67%
Total demand and savings	5,244,667	0.85%	4,401,519	0.66%	3,351,100	0.60%	2,065,508	0.67%	953,073	0.61%
Time deposits	806,296	2.46%	1,053,758	1.96%	791,478	1.99%	789,242	1.61%	1,057,402	1.50%
Total interest-bearing	6,050,963	1.06%	5,455,277	0.91%	4,142,578	0.87%	2,854,750	0.93%	2,010,475	1.08%
Total deposits	\$6,899,507	0.93%	\$6,044,051	0.82%	\$4,451,917	0.81%	\$3,041,536	0.88%	\$2,091,999	1.04%

<sup>1</sup> Based on weighted-average stated interest rates at the end of the period.

The following tables set forth the average balance, the interest expense and the average rate paid on each type of deposit at the end of each of the last five fiscal years:

(Dollars in thousands)	For the Fiscal Year Ended June 30,			2016			2015		
	2017	Average Balance	Interest Expense	Avg. Rate Paid	Average Balance	Interest Expense	Avg. Rate Paid	Average Balance	Interest Expense
Demand	\$2,197,000	\$16,049	0.73%	\$1,460,266	\$8,750	0.60%	\$1,549,207	\$10,165	0.66%
Savings	2,422,769	18,507	0.76%	2,189,157	15,861	0.72%	1,313,088	10,544	0.80%
Time deposits	941,919	21,938	2.33%	852,590	18,056	2.12%	790,661	14,024	1.77%
Total interest-bearing deposits	\$5,561,688	\$56,494	1.02%	\$4,502,013	\$42,667	0.95%	\$3,652,956	\$34,733	0.95%
Total deposits	\$6,336,099	\$56,494	0.89%	\$5,241,777	\$42,667	0.81%	\$3,908,277	\$34,733	0.89%

(Dollars in thousands)	For the Fiscal Year Ended June 30,			2013		
	2014	Average Balance	Interest Expense	Avg. Rate Paid	Average Balance	Interest Expense
Demand	\$869,673	\$5,736	0.66%	\$286,549	\$1,999	0.70%
Savings	653,211	4,987	0.76%	540,248	4,400	0.81%
Time deposits	876,621	14,094	1.61%	1,065,669	16,469	1.55%
Total interest-bearing deposits	\$2,399,505	\$24,817	1.03%	\$1,892,466	\$22,868	1.21%
Total deposits	\$2,523,364	\$24,817	0.98%	\$1,937,765	\$22,868	1.18%

The following table shows the maturity dates of our certificates of deposit at the end of each of the last five fiscal years:

(Dollars in thousands)	At June 30,				
	2017	2016	2015	2014	2013
Within 12 months	\$187,536	\$497,825	\$373,999	\$363,879	\$585,309
13 to 24 months	14,149	41,668	73,118	137,647	149,720
25 to 36 months	74,631	5,463	36,991	61,491	55,664
37 to 48 months	3,305	71,518	4,605	31,867	52,025
49 months and thereafter	526,675	437,284	302,765	194,358	214,684
Total	\$806,296	\$1,053,758	\$791,478	\$789,242	\$1,057,402

The following table shows maturities of our time deposits having principal amounts of \$100,000 or more at the end of each of the last five fiscal years:

Fiscal year end	Term to Maturity			Over One Year	Total
	Within Three Months	Over Three Months to Six Months	Over Six Months to One Year		
June 30, 2017	\$71,771	\$ 21,137	\$71,266	\$606,892	\$771,066
June 30, 2016	100,048	133,603	228,532	539,726	1,001,909
June 30, 2015	37,842	189,604	106,826	386,837	721,109
June 30, 2014	74,741	107,997	115,127	384,083	681,948
June 30, 2013	201,463	166,042	94,195	411,948	873,648

Borrowings. In addition to deposits, we have historically funded our asset growth through advances from the Federal Home Loan Bank of San Francisco (“FHLB”). Our bank can borrow up to 40% of its total assets from the FHLB, and borrowings are collateralized by mortgage loans and mortgage-backed securities pledged to the FHLB. At June 30, 2017, the Company had \$640.0 million advances outstanding with another \$1.2 billion available immediately and an additional \$157.6 million available with additional collateral for advances from the FHLB for terms up to ten years. The Bank has federal funds lines of credit with two major banks totaling \$35.0 million. At June 30, 2017, the Bank had no outstanding balance on either line.

The Bank can also borrow from the Federal Reserve Bank of San Francisco (“FRB”), and borrowings may be collateralized by commercial, consumer and mortgage loans as well as securities pledged to the FRB. Based on loans and securities pledged at June 30, 2017, we had a total borrowing capacity of approximately \$1.3 million, none of which was outstanding. The Bank has additional unencumbered collateral that could be pledged to the FRB Discount Window to increase borrowing liquidity.

We have sold securities under various agreements to repurchase for total proceeds of \$20.0 million. The repurchase agreements have fixed interest rates between 3.75% and 4.75% and scheduled maturities between August 2017 and December 2017. Pursuant to these agreements, under certain conditions, the Company may be required to repay the \$20.0 million and repurchase its securities before the scheduled maturity if the issuer requests repayment on scheduled quarterly call dates. As of June 30, 2017, the weighted-average remaining contractual maturity period was 0.28 years and the weighted average remaining period before such repurchase agreements could be called was 0.22 years.

On December 16, 2004, we completed a transaction in which we formed a trust and issued \$5.2 million of trust-preferred securities. The net proceeds from the offering were used to purchase approximately \$5.2 million of junior subordinated debentures of our company with a stated maturity date of February 23, 2035. The debentures are the sole assets of the trust. The trust preferred securities are mandatorily redeemable upon maturity, or upon earlier redemption as provided in the indenture. We have the right to redeem the debentures in whole (but not in part) on or after specific dates, at a redemption price specified in the indenture plus any accrued but unpaid interest through the redemption date. Interest accrues at the rate of three-month LIBOR plus 2.4%, for a rate of 3.59% as of June 30, 2017, and is paid quarterly.

In March 2016, we completed the sale of \$51.0 million aggregate principal amount of its 6.25% Subordinated Notes due February 28, 2026 (the “Notes”). We received \$51.0 million in gross proceeds as a part of this transaction, before the 3.15% underwriting discount and other offering expenses. The Notes mature on February 28, 2026 and accrue interest at a rate of 6.25% per annum, with interest payable quarterly. The Notes may be redeemed on or after March 31, 2021, which date may be extended at our discretion, at a redemption price equal to principal plus accrued and unpaid interest, subject to certain conditions.



The table below sets forth the amount of our borrowings, the maximum amount of borrowings in each category during any month-end during each reported period, the approximate average amounts outstanding during each reported period and the approximate weighted average interest rate thereon at or for the last five fiscal years:

(Dollars in thousands)	At or For The Fiscal Years Ended June 30,					
	2017	2016	2015	2014	2013	
<b>Advances from the FHLB:</b>						
Average balance outstanding	\$ 798,982	\$ 855,029	\$ 700,805	\$ 576,307	\$ 436,383	
Maximum amount outstanding at any month-end during the period	1,317,000	1,129,000	1,075,000	910,000	590,417	
Balance outstanding at end of period	640,000	727,000	753,000	910,000	590,417	
Average interest rate at end of period	1.79	% 1.53	% 1.36	% 0.97	% 0.92	%
Average interest rate during period	1.55	% 1.31	% 1.27	% 1.21	% 1.36	%
<b>Securities sold under agreements to repurchase:</b>						
Average balance outstanding	\$ 33,068	\$ 35,000	\$ 36,562	\$ 85,726	\$ 114,247	
Maximum amount outstanding at any month-end during the period	35,000	35,000	45,000	110,000	120,000	
Balance outstanding at end of period	20,000	35,000	35,000	45,000	110,000	
Average interest rate at end of period	4.25	% 4.38	% 4.38	% 4.46	% 4.40	%
Average interest rate during period	4.43	% 4.44	% 4.47	% 4.48	% 4.44	%
<b>Subordinated notes and debentures and other:</b>						
Average balance outstanding	\$ 55,873	\$ 22,025	\$ 5,155	\$ 5,155	\$ 5,155	
Maximum amount outstanding at any month-end during the period	56,511	58,185	5,155	5,155	5,155	
Balance outstanding at end of period	54,463	58,066	5,155	5,155	5,155	
Average interest rate at end of period	6.57	% 6.27	% 2.68	% 2.63	% 2.67	%
Average interest rate during period	6.62	% 5.90	% 2.77	% 2.77	% 2.93	%
<b>MERGERS AND ACQUISITIONS</b>						

From time to time we undertake acquisitions or similar transactions consistent with the Bank's operating and growth strategies. During the fiscal year ended June 30, 2017 and 2016, there were transactions that are discussed further in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations under the heading "Mergers and Acquisitions."

#### TECHNOLOGY

Our technology is built on a collection of enterprise and client platforms that have been purchased, developed in-house or integrated with software systems to provide products and services to our customers. The implementation of our technology has been conducted using industry best-practices and using standardized approaches in system design, software development, testing and delivery. At the core of our infrastructure, we have designed and implemented secure and scalable hardware solutions to ensure we meet the needs of our business. Our customer experiences were designed to address the needs of an internet-only bank and its customers. Our websites and technology platforms drive our customer-focused and self-service engagement model, reducing the need for human interaction while increasing our overall operating efficiencies. Our focus on internal technology platforms enable continuous automation and secure and scalable processing environments for increased transaction capacity. We intend to continue to improve and adapt technology platforms to meet business objectives and implement new systems with the goal of efficiently enabling our business.

#### SECURITY

We recognize that information is a critical asset. How information is managed, controlled and protected has a significant impact on the delivery of services. Information assets, including those held in trust, must be protected from unauthorized use, disclosure, theft, loss, destruction and alteration.

We employ an information security program to achieve our security objectives. The program is designed to identify, measure, manage and control the risks to system and data availability, integrity, and confidentiality, and to ensure accountability for system actions.

## INTELLECTUAL PROPERTY AND PROPRIETARY RIGHTS

We register our various Internet URL addresses with service companies, and work actively with bank regulators to identify potential naming conflicts with competing financial institutions. Policing unauthorized use of proprietary information is difficult and litigation may be necessary to enforce our intellectual property rights. We own certain Internet domain names. Domain names in the United States and in foreign countries are regulated, and the laws and regulations governing the Internet are continually evolving. Additionally, the relationship between regulations governing domain names and laws protecting intellectual property rights is not entirely clear. As a result, in the future, we may be unable to prevent third parties from acquiring domain names that infringe or otherwise decrease the value of our trademark and other intellectual property rights.

## EMPLOYEES

At June 30, 2017, we had 681 full-time equivalent employees. None of our employees are represented by a labor union or is subject to a collective bargaining agreement. We have not experienced any work stoppage and consider our relations with our employees to be satisfactory.

## COMPETITION

The market for banking and financial services is intensely competitive, and we expect competition to continue to intensify in the future. The Bank attracts deposits through its branchless acquisition channels. Competition for those deposits comes from a wide variety of other banks, savings institutions, and credit unions. The Bank competes for these deposits by offering superior service and a variety of deposit accounts at competitive rates.

In real estate lending, we compete against traditional real estate lenders, including large and small savings banks, commercial banks, mortgage bankers and mortgage brokers. Many of our current and potential competitors have greater brand recognition, longer operating histories, larger customer bases and significantly greater financial, marketing and other resources and are capable of providing strong price and customer service competition. In order to compete profitably, we may need to reduce the rates we offer on loans and investments and increase the rates we offer on deposits, which may adversely affect our overall financial condition and earnings. We may not be able to compete successfully against current and future competitors.

## REGULATION

### GENERAL

BofI Holding, Inc. (the “Company”) is regulated as a savings and loan holding company by the Board of Governors of the Federal Reserve System (the “Federal Reserve”). The Company is required to file reports with, and otherwise comply with the rules and regulations of, the Federal Reserve. The Bank, as a federal savings bank, is subject to regulation, examination and supervision by the Office of the Comptroller of the Currency (“OCC”) as its primary regulator, and the Federal Deposit Insurance Corporation (“FDIC”) as its deposit insurer. The Bank must file reports with the OCC and the FDIC concerning its activities and financial condition. The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), enacted on July 21, 2010, created a new Consumer Financial Protection Bureau (“CFPB”) as an independent bureau of the Federal Reserve that has broad authority to issue regulations implementing numerous consumer laws, to which we are subject.

The regulation of savings and loan holding companies and savings associations is intended primarily for the protection of depositors and not for the benefit of our stockholders. The following information describes aspects of the material laws and regulations applicable to the Company and the Bank. The information below does not purport to be complete and is qualified in its entirety by reference to all applicable laws and regulations. In addition, new and amended legislation, rules and regulations governing the Company and the Bank are introduced from time to time by the U.S. government and its various agencies. Any such legislation, regulatory changes or amendments could adversely affect the Company or the Bank, and no assurance can be given as to whether, or in what form, any such changes may occur.

### REGULATION OF BOFI HOLDING, INC.

General. BofI Holding, Inc. (the “Company”) is a unitary savings and loan holding company within the meaning of the Home Owner’s Loan Act (“HOLA”). Accordingly, the Company is registered with the Federal Reserve and is subject to the Federal Reserve’s regulations, examinations, supervision and reporting requirements. In addition, the Federal Reserve has enforcement authority over the Company and its subsidiaries. Among other things, this authority permits

the Federal Reserve to restrict or prohibit activities that are determined to be a serious risk to the subsidiary savings institution.

13

---

Capital. Savings and loan holding companies, such as the Company, were historically not subject to specific regulatory capital requirements. However, pursuant to the Dodd-Frank Act, savings and loan holding companies are now subject to the same capital and activity requirements as those applicable to bank holding companies. Moreover, the Dodd-Frank Act required that the Federal Reserve promulgate consolidated capital requirements for depository institution holding companies that are not less stringent, both quantitatively and in terms of components of capital, than those applicable to institutions themselves.

In July 2013, the Company's primary federal regulator, the Federal Reserve, and the Bank's primary federal regulator, the OCC, published final rules (the "New Capital Rules") establishing a new comprehensive capital framework for U.S. banking organizations. The rules implement the Basel Committee's December 2010 capital framework known as "Basel III" for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The New Capital Rules substantially revise the capital requirements applicable to depository institutions and their holding companies, including the Company and the Bank, and are discussed in more detail below under "Regulation of BofI Federal Bank – Regulatory Capital Requirements and Prompt Corrective Action".

Source of Strength. The Dodd-Frank Act extends the Federal Reserve "source of strength" doctrine to savings and loan holding companies. Such policy requires holding companies to act as a source of financial strength to their subsidiary depository institutions by providing capital, liquidity and other support in times of an institution's financial distress.

The regulatory agencies have yet to issue joint regulations implementing this policy.

Change in Control. The federal banking laws require that appropriate regulatory approvals must be obtained before an individual or company may take actions to "control" a bank or savings association. The definition of control found in the HOLA is similar to that found in the Bank Holding Company Act of 1956 ("BHCA") for bank holding companies. Both statutes apply a similar three-prong test for determining when a company controls a bank or savings association.

Specifically, a company has control over either a bank or savings association if the company:

- directly or indirectly or acting in concert with one or more persons, owns, controls, or has the power to vote 25% or more of the voting securities of a company;

- controls in any manner the election of a majority of the directors (or any individual who performs similar functions in respect of any company, including a trustee under a trust) of the board; or

- directly or indirectly exercises a controlling influence over the management or policies of the bank.

Regulation LL, which was implemented in 2011 by the Federal Reserve, includes a specific definition of "control" similar to the statutory definition, with certain additional provisions. Additionally, Regulation LL modifies the regulations for purposes of determining when a company or natural person acquires control of a savings association or savings and loan holding company under the HOLA or the Change in Bank Control Act ("CBCA"). In light of the similarity between the statutes governing bank holding companies and savings and loan holding companies, the Federal Reserve uses its established rules and processes with respect to control determinations under HOLA and the CBCA to ensure consistency between equivalent statutes administered by the same agency.

Furthermore, the Federal Reserve may not approve any acquisition that would result in a multiple savings and loan holding company controlling savings institutions in more than one state, subject to two exceptions; (i) the approval of interstate supervisory acquisitions by savings and loan holding companies and (ii) the acquisition of a savings institution in another state if the laws of the state of the target savings institution specifically permit such acquisition. The states vary in the extent to which they permit interstate savings and loan holding company acquisitions.

## REGULATION OF BOFI FEDERAL BANK

General. As a federally-chartered savings and loan association whose deposit accounts are insured by FDIC, BofI Federal Bank is subject to extensive regulation by the FDIC and the OCC. Under the Dodd-Frank Act, the examination, regulation and supervision of savings associations, such as BofI Federal Bank, were transferred from the OTS to the OCC, the federal regulator of national banks under the National Bank Act. The following discussion summarizes some of the principal areas of regulation applicable to the Bank and its operations.



Insurance of Deposit Accounts. The FDIC administers a deposit insurance fund (the “DIF”) that insures depositors in certain types of accounts up to a prescribed amount for the loss of any such depositor’s respective deposits due to the failure of an FDIC member depository institution. As the administrator of the DIF, the FDIC assesses its member depository institutions and determines the appropriate DIF premiums to be paid by each such institution. The FDIC is authorized to examine its member institutions and to require that they file periodic reports of their condition and operations. The FDIC may also prohibit any member institution from engaging in any activity the FDIC determines by regulation or order to pose a serious risk to the DIF. The FDIC also has the authority to initiate enforcement actions against savings associations, after giving the primary federal regulator the opportunity to take such action. The FDIC may terminate an institution’s access to the DIF if it determines that the institution has engaged in unsafe or unsound practices or is in an unsafe or unsound condition. We do not know of any practice, condition or violation that might lead to termination of our access to the DIF.

BofI Federal Bank is a member depository institution of the FDIC and its deposits are insured by the DIF up to the applicable limits, which are backed by the full faith and credit of the U. S. Government. Effective with the passing of the Dodd-Frank Act, the basic deposit insurance limit was permanently raised to \$250,000, instead of the \$100,000 limit previously in effect.

Effective July 1, 2016, the FDIC revised the deposit insurance premium assessment method for banks with less than \$10 billion in assets that have been insured by the FDIC for at least five years. This revision changed the assessment method to the financial ratios method, which is based on a statistical model estimating the probability of failure of a bank over three years. The FDIC also updated the financial measures used in the financial ratios method consistent with the statistical model, eliminated risk categories for established small banks, and used the financial ratios method to determine assessment rates for all such banks (subject to minimum or maximum initial assessment rates based upon a bank’s composite examination rating). The initial base assessment rates for all insured institutions were reduced from 5 to 35 basis points to 3 to 30 basis points. Total base assessment rates after possible adjustments were reduced from 2.5 to 45 basis points to 1.5 to 40 basis points. Management cannot predict what insurance assessment rates will be in the future.

Regulatory Capital Requirements and Prompt Corrective Action. The prompt corrective action regulation of the OCC requires mandatory actions and authorizes other discretionary actions to be taken by the OCC against a savings association that falls within undercapitalized capital categories specified in OCC regulations.

The New Capital Rules narrow the definition of regulatory capital and establish higher minimum risk-based capital ratios that, when fully phased in, will require banking organizations to maintain a minimum “common equity Tier 1” (or “CET1”) ratio of 4.5%, a Tier 1 risk-based capital ratio of 6.0% (increased from 4.0%), a total risk-based capital ratio of 8.0%, and a minimum leverage ratio of 4.0% (calculated as Tier 1 capital to average consolidated assets). The effective date of these requirements for the Company and the Bank was January 1, 2015.

A capital conservation buffer of 2.5% above each of these levels (to be phased in over three years which began in 2016, beginning at 0.625% and increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019) will be required for banking institutions to avoid restrictions on their ability to make capital distributions, including the payment of dividends.

The New Capital Rules provide for a number of new deductions from and adjustments to CET1. These include, for example, the requirement that deferred tax assets dependent upon future taxable income and significant investments in non-consolidated financial entities be deducted from CET1 to the extent any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased in over three years for the Bank.

The implementation of certain regulations and standards relating to regulatory capital could disproportionately affect our regulatory capital position relative to that of our competitors, including those that may not be subject to the same regulatory requirements as the Bank. Various aspects of Basel III will be subject to multi-year transition periods ending December 31, 2018 and Basel III generally continues to be subject to further evaluation and interpretation by the U.S. banking regulators. As of June 30, 2017, the Company and the Bank remain well-capitalized under the currently enacted capital adequacy requirements of Basel III, and would remain well-capitalized when including implementation of the deductions and other adjustments to CET1 on a fully phased-in basis.

In general, the prompt corrective action regulation prohibits an FDIC member institution from declaring any dividends, making any other capital distribution, or paying a management fee to a controlling person if, following the distribution or payment, the institution would be within any of the three undercapitalized categories. In addition, adequately capitalized institutions may accept brokered deposits only with a waiver from the FDIC, but are subject to restrictions on the interest rates that can be paid on such deposits. Undercapitalized institutions may not accept, renew or roll-over brokered deposits.



If the OCC determines that an institution is in an unsafe or unsound condition, or if the institution is deemed to be engaging in an unsafe and unsound practice, the OCC may, if the institution is well-capitalized, reclassify it as adequately capitalized. If the institution is adequately capitalized, but not well-capitalized, the OCC may require it to comply with restrictions applicable to undercapitalized institutions. If the institution is undercapitalized, the OCC may require it to comply with restrictions applicable to significantly undercapitalized institutions. Finally, pursuant to an interagency agreement, the FDIC can examine any institution that has a substandard regulatory examination score or is considered undercapitalized without the express permission of the institution's primary regulator.

Capital regulations applicable to savings associations such as the Bank also require savings associations to meet the additional capital standard of tangible capital equal to at least 1.5% of total adjusted assets.

The Bank's capital requirements are viewed as minimum standards and most financial institutions are expected to maintain capital levels well above the minimum. In addition, OCC regulations provide that minimum capital levels greater than those provided in the regulations may be established by the OCC for individual savings associations upon a determination that the savings association's capital is or may become inadequate in view of its circumstances. BofI Federal Bank is not subject to any such individual minimum regulatory capital requirement and the Bank's regulatory capital exceeded all minimum regulatory capital requirements as of June 30, 2017. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

In connection with the approval of the acquisition of the H&R Block Bank deposits on September 1, 2015, the Bank executed a letter agreement with the OCC to maintain its Tier 1 leverage capital ratio at a minimum of 8.50% for the quarters ended in June, September and December and a minimum of 8.00% for the quarter ended in March, subject to certain adjustments. At June 30, 2017 the Bank is in compliance with this letter agreement.

**Standards for Safety and Soundness.** The federal banking regulatory agencies have prescribed, by regulation, guidelines for all insured depository institutions relating to: (i) internal controls, information systems and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) interest rate risk exposure; (v) asset growth; (vi) asset quality; (vii) earnings; and (viii) compensation, fees and benefits. The guidelines set forth safety and soundness standards that the federal banking regulatory agencies use to identify and address problems at FDIC member institutions before capital becomes impaired. If the OCC determines that the Bank fails to meet any standard prescribed by the guidelines, the OCC may require us to submit to it an acceptable plan to achieve compliance with the standard. OCC regulations establish deadlines for the submission and review of such safety and soundness compliance plans in response to any such determination. We are not aware of any conditions relating to these safety and soundness standards that would require us to submit a plan of compliance to the OCC.

**Loans-to-One-Borrower Limitations.** Savings associations generally are subject to the lending limits applicable to national banks. With limited exceptions, the maximum amount that a savings association or a national bank may lend to any borrower, including related entities of the borrower, at one time may not exceed 15% of the unimpaired capital and surplus of the institution, plus an additional 10% of unimpaired capital and surplus for loans fully secured by readily marketable collateral. Savings associations are additionally authorized to make loans to one borrower by order of its regulator, in an amount not to exceed the lesser of \$30.0 million or 30% of unimpaired capital and surplus for the purpose of developing residential housing, if the following specified conditions are met:

- The savings association is in compliance with its fully phased-in capital requirements;
- The loans comply with applicable loan-to-value requirements; and
- The aggregate amount of loans made under this authority does not exceed 150% of unimpaired capital and surplus.

**Qualified Thrift Lender Test.** Savings associations must meet a qualified thrift lender, or "QTL," test. This test may be met either by maintaining a specified level of portfolio assets in qualified thrift investments as specified by the HOLA, or by meeting the definition of a "domestic building and loan association" under the Internal Revenue Code of 1986, as amended, or the "Code". Qualified thrift investments are primarily residential mortgage loans and related investments, including mortgage related securities. Portfolio assets generally mean total assets less specified liquid assets, goodwill and other intangible assets and the value of property used in the conduct of the Bank's business. The required percentage of qualified thrift investments under the HOLA is 65% of "portfolio assets" (defined as total assets less: (i) specified liquid assets up to 20% of total assets; (ii) intangibles, including goodwill; and (iii) the value of property used to conduct business). An association must be in compliance with the QTL test or the definition of domestic

building and loan association on a monthly basis in nine out of every 12 months. Savings associations that fail to meet the QTL test will generally be prohibited from engaging in any activity not permitted for both a national bank and a savings association. At June 30, 2017, the Bank was in compliance with its QTL requirement and met the definition of a domestic building and loan association.

Liquidity Standard. Savings associations are required to maintain sufficient liquidity to ensure safe and sound operations. As of June 30, 2017, BofI Federal Bank was in compliance with the applicable liquidity standard.

**Volcker Rule.** Effective April 15, 2014, the federal banking agencies have adopted regulations with a conformance period for certain features lasting until July 21, 2017, to implement the provisions of the Dodd-Frank Act known as the Volcker Rule. Under the regulations, FDIC-insured depository institutions, their holding companies, subsidiaries and affiliates (collectively, “banking entities”), are generally prohibited, subject to certain exemptions, from proprietary trading of securities and other financial instruments and from acquiring or retaining an ownership interest in a “covered fund.” The term “covered fund” can include, in addition to many private equity and hedge funds and other entities, certain collateralized mortgage obligations, collateralized debt obligations and collateralized loan obligations, and other items, but does not include wholly owned subsidiaries, certain joint ventures, or loan securitizations generally if the underlying assets are solely loans.

Trading in certain government obligations is not prohibited by the Volcker Rule, including obligations of or guaranteed by the United States or an agency or government-sponsored entity of the United States, obligations of a State of the United States or a political subdivision thereof, and municipal securities. Proprietary trading generally does not include transactions under repurchase and reverse repurchase agreements, securities lending transactions and purchases and sales for the purpose of liquidity management if the liquidity management plan meets specified criteria; nor does it generally include transactions undertaken in a fiduciary capacity. In addition, activities eligible for exemption include, among others, certain brokerage, underwriting and marketing activities, and risk-mitigating hedging activities with respect to specific risks and subject to specified conditions. As of June 30, 2017, BofI Federal Bank was in compliance with the Volcker rule.

**Transactions with Related Parties.** The authority of the Bank to engage in transactions with “affiliates” (i.e., any company that controls or is under common control with it, including the Company and any non-depository institution subsidiaries) is limited by federal law. The aggregate amount of covered transactions with any individual affiliate is limited to 10% of the capital and surplus of the savings institution. The aggregate amount of covered transactions with all affiliates is limited to 20% of a savings institution’s capital and surplus. Certain transactions with affiliates are required to be secured by collateral in an amount and of a type described in federal law. The purchase of low quality assets from affiliates is generally prohibited. Transactions with affiliates must be on terms and under circumstances that are at least as favorable to the institution as those prevailing at the time for comparable transactions with non-affiliated companies. In addition, savings institutions are prohibited from lending to any affiliate that is engaged in activities that are not permissible for bank holding companies, and no savings institution may purchase the securities of any affiliate other than a subsidiary.

The Sarbanes-Oxley Act generally prohibits loans by public companies to their executive officers and directors. However, there is a specific exception for loans by financial institutions, such as the Bank, to its executive officers and directors that are made in compliance with federal banking laws. Under such laws, our authority to extend credit to executive officers, directors, and 10% or more shareholders (“insiders”), as well as entities such persons control, is limited. The law limits both the individual and aggregate amount of loans the Bank may make to insiders based, in part, on its capital position and requires certain board approval procedures to be followed. Such loans are required to be made on terms substantially the same as those offered to unaffiliated individuals and cannot involve more than the normal risk of repayment. There is an exception for loans made pursuant to a benefit or compensation program that is widely available to all employees of the institution and does not give preference to insiders over other employees.

**Capital Distribution Limitations.** Regulations applicable to the Bank impose limitations upon all capital distributions by savings associations, like cash dividends, payments to repurchase or otherwise acquire its shares, payments to stockholders of another institution in a cash-out merger and other distributions charged against capital. Under these regulations, a savings association may, in circumstances described in those regulations:

- Be required to file an application and await approval from the OCC before it makes a capital distribution;
- Be required to file a notice 30 days before the capital distribution; or
- Be permitted to make the capital distribution without notice or application to the OCC.

**Community Reinvestment Act and the Fair Lending Laws.** Savings associations have a responsibility under the Community Reinvestment Act and related regulations of the OCC to help meet the credit needs of their communities, including low- and moderate-income neighborhoods. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit lenders from discriminating in their lending practices on the basis of characteristics specified in

those statutes. An institution's failure to comply with the provisions of the Community Reinvestment Act could, at a minimum, result in regulatory restrictions on its activities and the denial of applications. In addition, an institution's failure to comply with the Equal Credit Opportunity Act and the Fair Housing Act could result in the OCC, other federal regulatory agencies or the Department of Justice, taking enforcement actions against the institution. To the best of our knowledge, BofI Federal Bank is in full compliance with each of the Community Reinvestment Act, the Equal Credit Opportunity Act and the Fair Housing Act and we do not anticipate the Bank becoming the subject of any enforcement actions.

Federal Home Loan Bank (“FHLB”) System. The Bank is a member of the FHLB system. Among other benefits, each FHLB serves as a reserve or central bank for its members within its assigned region. Each FHLB is financed primarily from the sale of consolidated obligations of the FHLB system. Each FHLB makes available loans or advances to its members in compliance with the policies and procedures established by the board of directors of the individual FHLB. As an FHLB member, the Bank is required to own capital stock in a Federal Home Loan Bank in specified amounts based on either its aggregate outstanding principal amount of its residential mortgage loans, home purchase contracts and similar obligations at the beginning of each calendar year or its outstanding advances from the FHLB.

Federal Reserve System. The Federal Reserve requires all depository institutions to maintain non-interest bearing reserves at specified levels against their transaction accounts (primarily checking, negotiable order of withdrawal (“NOW”), and Super NOW checking accounts) and non-personal time deposits. At June 30, 2017, the Bank was in compliance with these requirements.

Activities of Subsidiaries. A savings association seeking to establish a new subsidiary, acquire control of an existing company or conduct a new activity through a subsidiary must provide 30 days prior notice to the FDIC and the OCC and conduct any activities of the subsidiary in compliance with regulations and orders of the OCC. The OCC has the power to require a savings association to divest any subsidiary or terminate any activity conducted by a subsidiary that the OCC determines to pose a serious threat to the financial safety, soundness or stability of the savings association or to be otherwise inconsistent with sound banking practices.

Consumer Laws and Regulations. The Dodd-Frank Act established the CFPB in order to regulate any person who offers or provides personal, family or household financial products or services. The CFPB is an independent “watchdog” within the Federal Reserve System to enforce and create “Federal consumer financial laws.” Banks as well as nonbanks are subject to any rule, regulation or guideline created by the CFPB. Congress established the CFPB to create one agency in charge of protecting consumers by overseeing the application and implementation of “Federal consumer financial laws,” which includes (i) rules, orders and guidelines of the CFPB, (ii) all consumer financial protection functions, powers and duties transferred from other federal agencies, such as the Federal Reserve, the OCC, the FDIC, the Federal Trade Commission, and the Department of Housing and Urban Development, and (iii) a long list of consumer financial protection laws enumerated in the Dodd-Frank Act, such as the Electronic Fund Transfer Act, the Consumer Leasing Act of 1976, the Alternative Mortgage Transaction Parity Act of 1982, the Equal Credit Opportunity Act, the Expedited Funds Availability Act, the Truth in Lending Act and the Truth in Savings Act, among many others. The CFPB has broad examination and enforcement authority, including the power to issue subpoenas and cease and desist orders, commence civil actions, hold investigations and hearings and seek civil penalties, as well as the authority to regulate disclosures, mandate registration of any covered person and to regulate what it considers unfair, deceptive, abusive practices.

Depository institutions with \$10 billion or less in assets, such as the Bank, will continue to be examined for compliance with the consumer protection laws and regulations by their primary bank regulators (the OCC for the Bank), rather than the CFPB. Such laws and regulations and the other consumer protection laws and regulations to which the Bank has been subject have historically mandated certain disclosure requirements and regulated the manner in which financial institutions must deal with customers when taking deposits from, making loans to, or engaging in other types of transactions with, such customers. The effect of the CFPB on the development and promulgation of consumer protection rules and guidelines and the enforcement of federal “consumer financial laws” on the Bank, if any, cannot be determined with certainty at this time.

Depository institutions with more than \$10 billion in assets and their affiliates are subject to direct supervision by the CFPB, including any applicable examination, enforcement and reporting requirements the CFPB may establish. As of June 30, 2017, we had \$8.5 billion in total assets. If the Bank continues to grow and has assets in excess of \$10 billion in the future, the Bank and its operations will become subject to the direct supervision and oversight of the CFPB. In addition, if our total assets equal or exceed \$10 billion, we will become subject to certain enhanced prudential standards established by FRB regulations promulgated under the Dodd-Frank Act for larger institutions, including additional risk management policies and practices and annual stress tests using various scenarios established by the FRB, designed to determine whether our capital planning, assessment of capital adequacy and risk management practices adequately protect the Company in the event of an economic downturn.

Privacy Standards. The Gramm-Leach-Bliley Act (“GLBA”) modernized the financial services industry by establishing a comprehensive framework to permit affiliations among commercial banks, insurance companies, securities firms and other financial service providers. The Bank is subject to OCC regulations implementing the privacy protection provisions of the GLBA. These regulations require the Bank to disclose its privacy policy, including informing consumers of its information sharing practices and informing consumers of their rights to opt out of certain practices.

Anti-Money Laundering and Customer Identification. The U.S. government enacted the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA PATRIOT Act”) on October 26, 2001 in response to the terrorist events of September 11, 2001. The USA PATRIOT Act gives the federal government broad powers to address terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing, and broadened anti-money laundering requirements. In February 2010, Congress re-enacted certain expiring provisions of the USA PATRIOT Act.

#### AVAILABLE INFORMATION

BofI Holding, Inc. files reports, proxy and information statements and other information electronically with the SEC. You may read and copy any materials that we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information may be obtained on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The SEC’s website site address is <http://www.sec.gov>. Our web site address is <http://www.bofiholding.com>, and we make our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and amendments thereto available on our website free of charge.

#### ITEM 1A. RISK FACTORS

##### Risks Relating to Our Industry

Changes in interest rates could adversely affect our performance.

Our results of operations depend to a great extent on our net interest income, which is the difference between the interest rates earned on interest-earning assets such as loans and leases and investment securities, and the interest rates paid on interest-bearing liabilities such as deposits and borrowings. We are exposed to interest rate risk because our interest-earning assets and interest-bearing liabilities do not react uniformly or concurrently to changes in interest rates, as the two have different time periods for adjustment and can be tied to different measures of rates. Interest rates are sensitive to factors that are beyond our control, including general economic conditions and the policies of various governmental and regulatory agencies, including the FRB. The monetary policies of the FRB, implemented through open market operations and regulation of the discount rate and reserve requirements, affect prevailing interest rates. Loan and lease originations and repayment rates tend to increase with declining interest rates and decrease with rising interest rates. On the deposit side, increasing interest rates generally lead to interest rate increases on our deposit accounts. Since the financial crisis of 2008, the monetary policy of the FRB has been to reduce market interest rates to historical lows, but prevailing interest rates have begun to increase and the financial markets are anticipating further increases in interest rates by the FRB. We manage the sensitivity of our assets and liabilities; however a large or rapid increase in market interest rates would likely have an adverse impact on our net interest income and a decrease in our refinancing business and related fee income, and could cause an increase in delinquencies and non-performing loans and leases in our adjustable-rate loans. In addition, changes in interest rates can affect the value of our loans and leases, investments and other interest-rate sensitive assets and our ability to realize gains on the sale or resolution of these assets.

A significant economic downturn could result in increases in our level of non-performing loans and leases and/or reduce demand for our products and services, which could have an adverse effect on our results of operations. Our business and results of operations are affected by the financial markets and general economic conditions, including factors such as the level and volatility of interest rates, inflation, home prices, unemployment and under-employment levels, bankruptcies, household income and consumer spending. While the national economy and most regions have improved since the financial crisis of 2008 and subsequent economic recession, we continue to operate in a challenging and uncertain economic environment. The risks associated with our business become more acute in periods of a slowing economy or slow growth. A return or continuation of recessionary conditions or negative events in the housing markets, including significant and continuing home price declines and increased delinquencies and foreclosures, would adversely affect our mortgage and construction loans and result in increased asset write-downs. In addition, poor economic conditions, including continued high unemployment in the United States, have contributed to increased volatility in the financial and capital markets and diminished expectations for the U.S.

economy. While we are continuing to take steps to decrease and limit our exposure to problem loans, we nonetheless retain direct exposure to the residential and commercial real estate markets. Declines in real estate values, an economic downturn or continued high unemployment levels may result in higher than expected loan and lease delinquencies and a decline in demand for our products and services. These negative events may cause us to incur losses and may adversely affect our capital, financial condition and results of operations.

The soundness of other financial institutions could adversely affect us.

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to many different counterparties, and we routinely execute transactions with counterparties in the financial industry, including brokers and dealers, other commercial banks, investment banks, mutual and hedge funds, and other financial institutions. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, could lead to market-wide liquidity problems and losses or defaults by us or by other institutions and organizations. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be liquidated or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due to us. There is no assurance that any such losses would not materially and adversely affect our results of operations.

Changes in laws, regulation or oversight may increase our costs and adversely affect our business and operations.

We operate in a highly regulated industry and are subject to oversight, regulation and examination by federal and/or state governmental authorities under various laws, regulations and policies, which impose requirements or restrictions on our operations, capitalization, payment of dividends, mergers and acquisitions, investments, loans and interest rates charged and interest rates paid on deposits. We must also comply with federal anti-money laundering, tax withholding and reporting, and consumer protection



statutes and regulations. A considerable amount of management time and resources is devoted to oversight of, and development and implementation of controls and procedures relating to, compliance with these laws, regulations and policies.

The laws, regulation and supervisory policies are subject to regular modification and change. New or amended laws, rules and regulations could impact our operations, increase our capital requirements or substantially restrict our growth and adversely affect our ability to operate profitably by making compliance much more difficult or expensive, restricting our ability to originate or sell loans, or further restricting the amount of interest or other charges or fees earned on loans or other products. In addition, further regulation could increase the assessment rate we are required to pay to the FDIC, adversely affecting our earnings. It is very difficult to predict future changes in regulation or the competitive impact that any such changes would have on our business. The Dodd-Frank Act, enacted in 2010, instituted major changes to the banking and financial institutions regulatory regimes. Other changes to statutes, regulations, or regulatory policies, including changes in interpretation or implementation of statutes, regulations, or policies, could affect us in substantial and unpredictable ways including subjecting us to additional costs, limiting the types of financial services and products we may offer, and increasing the ability of non-banks to offer competing financial services and products. Failure to comply with laws, regulations, or policies could result in sanctions by regulatory agencies, civil money penalties, and/or reputational damage, which could have a material and adverse effect on our business, financial condition, results of operations and the value of our common stock.

In addition, members of Congress and elected officials have from time to time suggested the elimination of the mortgage interest deduction for federal income tax purposes, either entirely or in part, based on borrower income, type of loan or principal amount. The competitive advantage of tax deductible interest, when compared with alternative sources of financing, could be eliminated or seriously impaired by this type of governmental action. The Bank originates and holds a large amount of mortgage loans and mortgage backed securities. The reduction or elimination of these tax benefits, and other changes in federal income tax policies, could have a material adverse effect on the demand for the Bank's loan products and pricing and liquidity of the mortgage securities which the Bank holds. Policies and regulations enacted by the Consumer Financial Protection Bureau may negatively impact our residential mortgage loan business and compliance risk.

Our consumer business, including our mortgage and deposit businesses, may be adversely affected by the policies enacted or regulations adopted by the CFPB which under the Dodd-Frank Act has broad rule-making authority over consumer financial products and services. The CFPB is in the process of reshaping consumer financial protection laws through rule-making and enforcement against unfair, deceptive and abusive acts or practices. The CFPB has broad rule-making authority to administer and carry out the provisions of the Dodd-Frank Act with respect to financial institutions that offer covered financial products and services to consumers. The CFPB has also been directed to write rules identifying practices or acts that are unfair, deceptive or abusive in connection with any transaction with a consumer for a consumer financial product or service, or the offering of a consumer financial product or service. The prohibition on "abusive" acts or practices is being clarified each year by CFPB enforcement actions and opinions from courts and administrative proceedings. In January 2014, a series of final rules issued by the CFPB to implement provisions in the Dodd-Frank Act related to mortgage origination and servicing went into effect and caused an increase in the cost of originating and servicing residential mortgage loans. While it is difficult to quantify any future increases in our regulatory compliance burden, the costs associated with regulatory compliance, including the need to hire additional compliance personnel, may continue to increase.

The impact of Basel III is uncertain.

Basel III sets forth more robust global regulatory standards on capital adequacy, qualifying capital instruments, leverage ratios, market liquidity risk, and stress testing, which may be stricter than standards currently in place. The phase-in period for Basel III begins January 1, 2015 and ends on January 1, 2019. The implementation of these new standards could have an adverse impact on the Company's financial position and future earnings due to, among other things, the increased Tier 1 capital ratio requirements that will be implemented.

### Risks Relating to Mortgage Loans and Mortgage-Backed Securities

Declining real estate values, particularly in California, could reduce the value of our loan and lease portfolio and impair our profitability and financial condition.

The majority of the loans in our portfolio are secured by real estate. At June 30, 2017, approximately 69.6% of our mortgage portfolio was secured by real estate located in California. In recent years, there has been significant volatility in real estate values in California and in some cases the collateral for our real estate loans has become less valuable. If real estate values decrease or more of our borrowers experience financial difficulties, we will experience increased charge-offs, as the proceeds resulting from foreclosure may be significantly lower than the amounts outstanding on such loans. In addition, declining real estate values frequently accompany periods of economic downturn or recession and increasing unemployment, all of which can lead to lower demand for mortgage loans of the types we originate. A decline of real estate values or decline of the credit position of our borrowers in California would have a material adverse effect on our business, prospects, financial condition and results of operations. Many of our mortgage loans are unseasoned and defaults on such loans would harm our business.

At June 30, 2017, our multifamily residential loans were \$1,619.4 million or 28.5% of our mortgage loans and our commercial real estate loans were \$162.7 million, or 2.9% of our mortgage loans. The payment on such loans is typically dependent on the cash flows generated by the projects, which are affected by the supply and demand for multifamily residential units and commercial property within the relative market. If the market for multifamily residential units and commercial property experiences a decline in demand, multifamily and commercial borrowers may suffer losses on their projects and be unable to repay their loans. If residential housing values were to decline and nationwide unemployment were to increase, we are likely to experience increases in the level of our non-performing loans and foreclosed and repossessed vehicles in future periods.

We could recognize other-than-temporary impairment on securities held in our available-for-sale portfolio.

We analyze securities held in our portfolio for other-than-temporary impairment on a quarterly basis. The process for determining whether impairment is other-than-temporary can involve difficult, subjective judgments about the future financial performance of the issuer, market conditions, and the value of 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 be required to recognize other-than-temporary impairment in future periods reducing future earnings and capital levels.

A decrease in the mortgage buying activity of Fannie Mae, Freddie Mac and Ginnie Mae or a failure by Fannie Mae, Ginnie Mae and Freddie Mac to satisfy their obligations with respect to their RMBS could have a material adverse effect on our business, financial condition and results of operations.

During the last three fiscal years we have sold over \$1,267.3 million of residential mortgage loans to Fannie Mae, Freddie Mac and Ginnie Mae and, as of June 30, 2017, approximately 10.0% of our securities portfolio consisted of RMBS issued or guaranteed by these GSEs. Since 2008, Fannie Mae and Freddie Mac have been in conservatorship, with its primary regulator, the Federal Housing Finance Agency, acting as conservator. The United States government may enact structural changes to one or more of the GSEs, including privatization, consolidation and/or a reduction in the ability of GSEs to purchase mortgage loans or guarantee mortgage obligations. We cannot predict if, when or how the conservatorships will end, or what associated changes (if any) may be made to the structure, mandate or overall business practices of either of the GSEs. Accordingly, there continues to be uncertainty regarding the future of the GSEs, including whether they will continue to exist in their current form and whether they will continue to meet their obligations with respect to their RMBS. A substantial reduction in mortgage purchasing activity by the GSEs could result in a material decrease in the availability of residential mortgage loans and the number of qualified borrowers, which in turn may lead to increased volatility in the residential housing market, including a decrease in demand for residential housing and a corresponding drop in the value of real property that secures current residential mortgage loans, as well as a significant increase in interest rates. In a rising or higher interest rate environment, our originations of mortgage loans may decrease, which would result in a decrease in mortgage loan revenues and a corresponding decrease in non-interest income. Any decision to change the structure, mandate or overall business practices of the GSEs and/or the relationship among the GSEs, the government and the private mortgage loan markets, or any failure

by the GSEs to satisfy their obligations with respect to their RMBS, could have a material adverse effect on our business, financial condition and results of operations.

### Risks Relating to the Company

If our allowance for loan and lease losses, particularly in growing areas of lending such as commercial and industrial (“C&I”) is not sufficient to cover actual loan and lease losses, our earnings, capital adequacy and overall financial condition may suffer materially.

Our loans are generally secured by single family, multifamily and commercial real estate properties, each initially having a fair market value generally greater than the amount of the loan secured. Although our loans and leases are typically secured, the risk of default, generally due to a borrower’s inability to make scheduled payments on his or her loan, is an inherent risk of the banking business. In determining the amount of the allowance for loan and lease losses, we make various assumptions and judgments about the collectibility of our loan and lease portfolio, including the creditworthiness of our borrowers, the value of the real estate serving as collateral for the repayment of our loans and our loss history. Defaults by borrowers could result in losses that exceed our loan and lease loss reserves. We have originated or purchased many of our loans and leases recently, so we do not have sufficient repayment experience to be certain whether the established allowance for loan and lease losses is adequate. We may have to establish a larger allowance for loan and lease losses in the future if, in our judgment, it becomes necessary. Any increase in our allowance for loan and lease losses would increase our expenses and consequently may adversely affect our profitability, capital adequacy and overall financial condition.

In addition, we continue to increase our emphasis on non-residential lending, particularly in C&I lending, and these types of loans and leases are expected to comprise a larger portion of our originations and loan and lease portfolio in future periods. To the extent that we fail to adequately address the risks associated with C&I lending, we may experience increases in levels of non-performing loans and leases and be forced to take additional loan and lease loss reserves, which would adversely affect our net interest income and capital levels and reduce our profitability. For further information about our C&I lending business, please refer to “Business – Asset Origination and Fee Income Businesses – Commercial Real Estate Secured and Commercial Lending.”

Our results of operations could vary as a result of the methods, estimates, and judgments that we use in applying our accounting policies.

The methods, estimates, and judgments that we use in applying our accounting policies have a significant impact on our results of operations. Such methods, estimates, and judgments, include methodologies to value our securities, evaluate securities for other-than-temporary impairment and estimate our allowance for loan and lease losses. These methods, estimates, and judgments are, by their nature, subject to substantial risks, uncertainties, and assumptions, and factors may arise over time that lead us to change our methods, estimates, and judgments. Changes in those methods, estimates, and judgments could significantly affect our results of operations.

We may fail to realize the expected future benefits of our relationship with H&R Block, Inc, and our relationship exposes us to additional credit risk from new products.

On August 31, 2015, we acquired approximately \$419 million in deposits from H&R Block Bank and its parent company, H&R Block, Inc. (“H&R Block”), and entered into a Program Management Agreement (“PMA”) and related agreements under which we agreed to provide H&R Block-branded financial services products and services. The success of our relationship with H&R Block depends upon, among other things, our ability to operate the PMA and H&R Block’s desire and ability to offer financial services products to customers after the closing date. Our obligations under the PMA are subject to risks that operational and regulatory procedures imposed by H&R Block under the PMA may change. Also, under the terms of the PMA there are no minimum transaction levels and the number of transactions that are processed may be more or less than expected due to business changes by H&R Block, regulatory changes or changes due to competition for H&R Block’s products. If we are not able to successfully achieve our objectives or if H&R Block limits, eliminates or fails to realize the expected volumes for one or more of the financial services products described in the PMA, the future benefits of our relationship with H&R Block may not be realized fully. Our relationship with H&R Block also subjects us to new forms of consumer credit risk, including risk of loss from lines of credit and interest-free tax refund advance loans that we make to customers of EFS and H&R Block. In addition, the relationship with H&R Block requires substantial resources and effort from our management. The maintenance of integrated processes and other disruptions resulting from the relationship may disrupt our ongoing businesses or cause inconsistencies in our standards, controls, procedures or policies. In addition, difficulties in

maintaining the integrated functions could harm our reputation with customers. For further information about the transaction with H&R Block, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – H&R Block Bank Deposit Acquisition.”

As a public company, we face the risk of shareholder lawsuits and other related or unrelated litigation, particularly if we experience declines in the price of our common stock. We have been named as a party to purported class action and derivative lawsuits, and we may be named in additional litigation, all of which could require significant management time and attention and result in significant legal expenses.

As described in detail below in “Item 3 – Legal Proceedings,” putative class action lawsuits have been filed in the United States District Court, Southern District of California, alleging, among other things, that our Company, Chief Executive Officer and Chief Financial Officer violated the federal securities laws by failing to disclose the wrongful conduct that is alleged by a former employee in a complaint, and that as a result the Company’s statements regarding its internal controls, and portions of its financial statements, were false and misleading. Derivative lawsuits have also been filed against our management arising from the same events, alleging breach of fiduciary duty, mismanagement, abuse of control and unjust enrichment. Regardless of the merits, the expense of defending such litigation may have a substantial impact if our insurance carriers fail to cover the full cost of the litigation, and the time required to defend the actions could divert management’s attention from the day-to-day operations of our business, which could adversely affect our business, results of operations and cash flows. An unfavorable outcome in such litigation could have a material adverse effect on our business, financial condition, results of operations and cash flows. The Company and its management deny any wrongdoing and are vigorously defending the referenced lawsuits.

We may seek additional capital but it may not be available when it is needed and limit our ability to execute our strategic plan. In addition, raising additional equity capital would dilute existing shareholders’ equity interests and may cause our stock price to decline.

We are required by regulatory authorities to maintain adequate levels of capital to support our operations. In addition, we may elect to raise additional capital to support the growth of our business or to finance acquisitions, if any, or we elect to raise additional capital for other reasons. We may seek to do so through the issuance of, among other things, our common stock or securities convertible into our common stock, which could dilute existing shareholders’ interests in the Company.

Our ability to raise additional capital, if needed, will depend on conditions in the capital markets, economic conditions and a number of other factors, many of which are outside our control, and on our financial performance. Accordingly, we cannot provide assurance on our ability to raise additional capital if needed or if it can be raised on terms acceptable to us. If we cannot raise additional capital when needed or on terms acceptable to us, it may have a material adverse effect on our financial condition, results of operations and prospects. In addition, raising equity capital will have a dilutive effect on the equity interests of our existing shareholders and may cause our stock price to decline. Access to adequate funding cannot be assured.

We have significant sources of liquidity as a result of our federal thrift structure, including deposits, brokered deposits, the FHLB, repurchase lending facilities, and the FRB discount window. We rely primarily upon deposits and FHLB advances. Our ability to attract deposits could be negatively impacted by a public perception of our financial prospects or by increased deposit rates available at troubled institutions suffering from shortfalls in liquidity. The FHLB is subject to regulation and other factors beyond our control. These factors may adversely affect the availability and pricing of advances to members such as the Bank. Selected sources of liquidity may become unavailable to the Bank if it were to no longer be considered “well-capitalized.”

Our inability to manage our growth or deploy assets profitably could harm our business and decrease our overall profitability, which may cause our stock price to decline.

Our assets and deposit base have grown substantially in recent years, and we anticipate that we will continue to grow over time, perhaps significantly. To manage the expected growth of our operations and personnel, we will be required to manage multiple aspects of the business simultaneously, including among other things: (i) improve existing and implement new transaction processing, operational and financial systems, procedures and controls; (ii) maintain effective credit scoring and underwriting guidelines; (iii) maintain sufficient levels of regulatory capital; and (iv) expand our employee base and train and manage this growing employee base. In addition, acquiring other banks, asset pools or deposits may involve risks such as exposure to potential asset quality issues, disruption to our normal business activities and diversion of management’s time and attention due to integration and conversion efforts. If we are unable to manage growth effectively or execute integration efforts properly, we may not be able to achieve the

anticipated benefits of growth and our business, financial condition and results of operations could be adversely affected.

In addition, we may not be able to sustain past levels of profitability as we grow, and our past levels of profitability should not be considered a guarantee or indicator of future success. If we are not able to maintain our levels of profitability by deploying growth in our deposits in profitable assets or investments, our net interest margin and overall level of profitability will decrease and our stock price may decline.

We face strong competition for customers and may not succeed in implementing our business strategy.

Our business strategy depends on our ability to remain competitive. There is strong competition for customers from existing banks and other types of financial institutions, including those that use the Internet as a medium for banking transactions or as an advertising platform. Our competitors include large, publicly-traded, Internet-based banks, as well as smaller Internet-based banks; “brick and mortar” banks, including those that have implemented websites to facilitate online banking; and traditional banking institutions such as thrifts, finance companies, credit unions and mortgage banks. Some of these competitors have been in business for a long time and have name recognition and an established customer base. Most of our competitors are larger and have greater financial and personnel resources. In order to compete profitably, we may need to reduce the rates we offer on loans and leases and investments and increase the rates we offer on deposits, which actions may adversely affect our business, prospects, financial condition and results of operations.

To remain competitive, we believe we must successfully implement our business strategy. Our success depends on, among other things:

• Having a large and increasing number of customers who use our bank for their banking needs;

• Our ability to attract, hire and retain key personnel as our business grows;

• Our ability to secure additional capital as needed;

• The relevance of our products and services to customer needs and demands and the rate at which we and our competitors introduce or modify new products and services;

• Our ability to offer products and services with fewer employees than competitors;

• The satisfaction of our customers with our customer service;

• Ease of use of our websites; and

• Our ability to provide a secure and stable technology platform for financial services that provides us with reliable and effective operational, financial and information systems.

If we are unable to implement our business strategy, our business, prospects, financial condition and results of operations could be adversely affected.

Our business depends on a strong brand, and failing to maintain and enhance our brand would hurt our ability to expand our customer base.

The brand identities that we have developed will significantly contribute to the success of our business. Maintaining and enhancing the “BofI Federal Bank” brands (including our other trade styles and trade names such as apartmentbank.com) is critical to expanding our customer base. We believe that the importance of brand recognition will increase due to the relatively low barriers to entry for our “brick and mortar” competitors in the internet-based banking market. Our brands could be negatively impacted by a number of factors, including data privacy and security issues, service outages, and product malfunctions. If we fail to maintain and enhance our “BofI Federal Bank” brands, or if we incur excessive expenses in this effort, our business, financial condition and results of operations will be materially adversely affected. Maintaining and enhancing our brand will depend largely on our ability to continue to provide high-quality products and services, which we may not do successfully.

A natural disaster, especially in California, could harm our business.

We are based in San Diego, California, and approximately 69.6% of our mortgage loan portfolio was secured by real estate located in California at June 30, 2017. In addition, some of our computer systems that operate our internet websites and their back-up systems are located in San Diego, California. Historically, California has been vulnerable to natural disasters. Therefore, we are susceptible to the risks of natural disasters, such as earthquakes, wildfires, floods and mudslides. Natural disasters could harm our operations directly through interference with communications, including the interruption or loss of our websites, which would prevent us from gathering deposits, originating loans and leases and processing and controlling our flow of business, as well as through the destruction of facilities and our operational, financial and management information systems. A natural disaster or recurring power outages may also impair the value of our largest class of assets, our loan and lease portfolio, which is comprised substantially of real estate loans. Uninsured or under-insured disasters may reduce borrowers’ ability to repay mortgage loans. Disasters may also reduce the value of the real estate securing our loans, impairing our ability to recover on defaulted loans through foreclosure and making it more likely that we would suffer losses on defaulted loans. Although we have



implemented several back-up systems and protections (and maintain standard business interruption insurance), these measures may not protect us fully from the effects of a natural disaster. The occurrence of natural disasters in California could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our success depends in large part on the continuing efforts of a few individuals. If we are unable to retain these key personnel or attract, hire and retain others to oversee and manage our company, our business could suffer. Our success depends substantially on the skill and abilities of our senior management team, including our Chief Executive Officer and President, Gregory Garrabrants, our Chief Financial Officer, Andrew J. Micheletti, and other employees that perform multiple functions that might otherwise be performed by separate individuals at larger banks. The loss of the services of any of these individuals or other key employees, whether through termination of employment, disability or otherwise, could have a material adverse effect on our business. In addition, our ability to grow and manage our growth depends on our ability to continue to identify, attract, hire, train, retain and motivate highly skilled executive, technical, managerial, sales, marketing, customer service and professional personnel. The implementation of our business plan and our future success will depend on such qualified personnel. Competition for such employees is intense, and there is a risk that we will not be able to successfully attract, assimilate or retain sufficiently qualified personnel. If we fail to attract and retain the necessary personnel, our business, prospects, financial condition and results of operations could be adversely affected.

We are exposed to risk of environmental liability with respect to properties to which we take title.

In the course of our business, we may foreclose and take title to real estate and could be subject to environmental liabilities with respect to those properties. 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. In addition, if we are the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. If we become subject to significant environmental liabilities, our business, prospects, financial condition and results of operations could be adversely affected.

#### Technology Risks in our Online Business

We depend on third-party service providers for our core banking technology, and interruptions in or terminations of their services could materially impair the quality of our services.

We rely substantially upon third-party service providers for our core banking technology and to protect us from bank system failures or disruptions. This reliance may mean that we will not be able to resolve operational problems internally or on a timely basis, which could lead to customer dissatisfaction or long-term disruption of our operations. Our operations also depend upon our ability to replace a third-party service provider if it experiences difficulties that interrupt operations or if an essential third-party service terminates. If these service arrangements are terminated for any reason without an immediately available substitute arrangement, our operations may be severely interrupted or delayed. If such interruption or delay were to continue for a substantial period of time, our business, prospects, financial condition and results of operations could be adversely affected.

Privacy concerns relating to our technology could damage our reputation and deter current and potential customers from using our products and services.

Generally speaking, concerns have been expressed about whether internet-based products and services compromise the privacy of users and others. Concerns about our practices with regard to the collection, use, disclosure or security of personal information of our customers or other privacy related matters, even if unfounded, could damage our reputation and results of operations. While we strive to comply with all applicable data protection laws and regulations, as well as our own posted privacy policies, any failure or perceived failure to comply may result in proceedings or actions against us by government entities or others, or could cause us to lose customers, which could potentially have an adverse effect on our business.

In addition, as nearly all of our products and services are internet-based, the amount of data we store for our customers on our servers (including personal information) has been increasing and will continue to increase. Any systems failure or compromise of our security that results in the release of our customers' data could seriously limit the adoption of our products and services, as well as harm our reputation and brand and, therefore, our business. We may also need to expend significant resources to protect against security breaches. The risk that these types of events could seriously harm our business is likely to increase as we add more customers and expand the number of internet-based products

and services we offer.

We have risks of systems failure and security risks, including “hacking” and “identity theft.”

The computer systems and network infrastructure utilized by us and others could be vulnerable to unforeseen problems. This is true of both our internally developed systems and the systems of our third-party service providers. Our operations are dependent upon our ability to protect computer equipment against damage from fire, power loss, telecommunication failure or similar catastrophic events.

25

---

Any damage or failure that causes an interruption in our operations or security breaches such as hacking or identity theft could adversely affect our business, prospects, financial condition and results of operations.

If our security measures are breached, or if our services are subject to attacks that degrade or deny the ability of customers to access our products and services, our products and services may be perceived as not being secure, customers may curtail or stop using our products and services, and we may incur significant legal and financial exposure.

Our products and services involve the storage and transmission of customers' proprietary information, and security breaches could expose us to a risk of loss of this information, litigation, and potential liability. Our security measures may be breached due to the actions of outside parties, employee error, malfeasance, or otherwise and, as a result, an unauthorized party may obtain access to our data or our customers' data. Additionally, outside parties may attempt to fraudulently induce employees or customers to disclose sensitive information in order to gain access to our data or our customers' data. Any such breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation, and a loss of confidence in the security of our products and services that could potentially have an adverse effect on our business. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and, as a result, we could lose customers, which may have a material adverse effect on our business, financial condition and results of operations.

Our business depends on continued and unimpeded access to the internet by us and our customers. Internet access providers may be able to block, degrade, or charge for access to our website, which could lead to additional expenses and the loss of customers.

Our products and services depend on the ability of our customers to access the internet and our website. Currently, this access is provided by companies that have significant market power in the broadband and internet access marketplace, including incumbent telephone companies, cable companies and mobile communications companies. Some of these providers have the ability to take measures that could degrade, disrupt, or increase the cost of customer access to our products and services by restricting or prohibiting the use of their infrastructure to access our website or by charging fees to us or our customers to provide access to our website. Such interference could result in a loss of existing customers and/or increased costs and could impair our ability to attract new customers, which could have a material adverse effect on our business, financial condition and results of operations.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

#### ITEM 2. PROPERTIES

Our principal executive offices, which also serve as our bank's main office and branch, are located at 4350 La Jolla Village Drive, Suite 140, San Diego, California 92122, and our telephone number is (858) 350-6200. Our San Diego facilities consist of a total of approximately 117,408 square feet under leases that expire June 30, 2020.

#### ITEM 3. LEGAL PROCEEDINGS

We may from time to time become a party to other claims or litigation that arise in the ordinary course of business, such as claims to enforce liens, claims involving the origination and servicing of loans, and other issues related to the business of the Bank. None of such matters are expected to have a material adverse effect on the Company's financial condition, results of operations or business.

**Litigation.** On October 15, 2015, the Company, its Chief Executive Officer and its Chief Financial Officer were named defendants in a putative class action lawsuit styled *Golden v. BofI Holding, Inc., et al*, and brought in United States District Court for the Southern District of California (the "Golden Case"). On November 3, 2015, the Company, its Chief Executive Officer and its Chief Financial Officer were named defendants in a second putative class action lawsuit styled *Hazan v. BofI Holding, Inc., et al*, and also brought in the United States District Court for the Southern

District of California (the “Hazan Case”). On February 1, 2016, the Golden Case and the Hazan Case were consolidated as In re BofI Holding, Inc. Securities Litigation, Case #: 3:15-cv-02324-GPC-KSC (the “First Class Action”), and the Houston Municipal Employees Pension System was appointed lead plaintiff. The First Class Action complaint was amended by a certain Consolidated Amended Class Complaint filed on April 11, 2016. On September 27, 2016, the Court dismissed the First Class Action, with leave to amend, as to defendants Andrew Micheletti, Paul Grinberg, Nicholas Mosich and James Argalas. The Court denied the Motion to Dismiss with respect to the Company and Gregory Garrabrants. On November 25, 2016, the putative class action plaintiff filed a Second Amended Class Action Complaint (the “Second Amended Complaint”), which includes the previously dismissed defendants. On December 23, 2016, the Company and other defendants filed a motion to dismiss such Second Amended Complaint. On May 23, 2017, the Court granted in part and denied in part the defendants’ motion to dismiss the Second Amended Complaint. The First Class Action seeks monetary damages and other relief on behalf of a putative class that has not been certified by the Court. The Second Amended Complaint alleges that the Company and other named defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder, by failing to disclose wrongful conduct that was alleged in a complaint filed in connection with a wrongful termination of employment lawsuit filed on October 13, 2015 (the “Employment Matter”) and that as a result the Company’s statements regarding its internal controls, as well as portions of its financial statements, were false and misleading. The Company and the other defendants named in the Employment Matter dispute the allegations of wrongdoing advanced by the plaintiff in that case, including plaintiff’s statement of the underlying factual circumstances, and are vigorously defending against the complaint filed in connection therewith. Moreover, the Company and the other named defendants dispute the allegations advanced by the plaintiffs in the First Class Action and are vigorously defending against the Second Amended Complaint.

On April 3, 2017, the Company, its Chief Executive Officer and its Chief Financial Officer were named defendants in a putative class action lawsuit styled *Mandalevy v. BofI Holding, Inc., et al*, and brought in United States District Court for the Southern District of California (the “Mandalevy Case”). The Mandalevy Case seeks monetary damages and other relief on behalf of a putative class that has not been certified by the Court. The complaint in the Mandalevy Case (the “Mandalevy Complaint”) alleges a class period that differs from that alleged in the First Class Action, and that the Company and other named defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder, by failing to disclose wrongful conduct that was alleged in a March 2017 media article. The Mandalevy Case has not been consolidated into the First Class Action. On June 2, 2017, lead plaintiff motions were filed on behalf of three members of the putative class and on July 17, 2017, the Company and other defendants filed an opposition to such motions. The Mandalevy Complaint has yet to be served upon the Company or the other named defendants. The Company and the other named defendants dispute the allegations advanced by the plaintiffs in the Mandalevy Case, and are vigorously defending against the Mandalevy Complaint. The complaints filed in the Golden Case, the Hazan Case, and the Mandalevy Case allege that the defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder, by failing to disclose the wrongful conduct that is alleged in a complaint that was filed in a wrongful termination of employment lawsuit (the “Employment Matter”), and that as a result the Company’s statements regarding its internal controls, as well as portions of its financial statements, were false and misleading. The Company and the other named defendants dispute the allegations of wrongdoing advanced by the plaintiffs in the Class Action, the Mandalevy Case, and in the Employment Matter, as well as those plaintiffs’ statement of the underlying factual circumstances, and are vigorously defending each case.

In addition to the First Class Action and the Mandalevy Case, two separate shareholder derivative actions were filed in December, 2015, purportedly on behalf of the Company. The first derivative action, *Calcaterra v. Garrabrants, et al*, was filed in the United States District Court for the Southern District of California on December 3, 2015. The second derivative action, *Dow v. Micheletti, et al*, was filed in the San Diego County Superior Court on December 16, 2015. A third derivative action, *DeYoung v. Garrabrants, et al*, was filed in the United States District Court for the Southern District of California on January 22, 2016, a fourth derivative action, *Yong v. Garrabrants, et al*, was filed in the United States District Court for the Southern District of California on January 29, 2016, and a fifth derivative action, *Laborers Pension Trust Fund of Northern Nevada v. Allrich et al*, was filed in the United States District Court for the Southern District of California on February 2, 2016, and a sixth derivative action, *Garner v. Garrabrants, et al*, was filed in the San Diego County Superior Court on August 10, 2017. Each of these five derivative actions names the Company as a nominal defendant, and certain of its officers and directors as defendants. Each complaint sets forth allegations of breaches of fiduciary duties, gross mismanagement, abuse of control, and unjust enrichment against the defendant officers and directors. The plaintiffs in these derivative actions seek damages in unspecified amounts on the Company’s behalf from the officer and director defendants, certain corporate governance actions, and an award of their costs and attorney’s fees.

On June 9, 2016, the United States District Court for the Southern District of California ordered the four above-referenced cases pending before it to be consolidated, appointed lead counsel in the consolidated action, and ordered the parties to meet and confer regarding a schedule for the filing of a consolidated complaint and defendants’ response to the complaint. Pursuant to the June 9, 2016 order, counsel have met and conferred regarding proposals for (a) the time for plaintiffs to file a consolidated complaint or provide notice of plaintiffs’ intent to rely upon the original Complaint in Case No. 3:15-cv-02722-GPC-KSC (the “Operative Complaint”); (b) the time for defendants to respond to the Operative Complaint; and (c) a schedule for briefing any motion to dismiss that may be filed by a defendant. A stipulation setting forth the agreed litigation schedule has been submitted to the Court. On April 10, 2017, the plaintiffs filed an amended complaint (the “Amended Operative Complaint”).

The first to be filed of two derivative actions pending before the San Diego County Superior Court, *Dow v. Micheletti, et al*, is stayed by agreement of the parties. Due to the recency of its filing, no action has yet been taken, or agreement reached, with respect to *Garner v. Garrabrants, et al*.

#### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.



## PART II

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

Our common stock began trading on the NASDAQ Global Select Market on March 15, 2005 under the symbol "BOFI." There were 63,605,338 shares of common stock outstanding held by approximately 34,000 shareholders as of August 17, 2017. The following table sets forth, for the calendar quarters indicated, the range of high and low sales prices for the common stock of Bofl Holding, Inc. for each quarter during the last two fiscal years. Sales prices represent actual sales of which our management has knowledge. The transfer agent and registrar of our common stock is Computershare.

Quarter ended:	Bofl Holding, Inc. Common Stock Price Per Share	
	High	Low
June 30, 2015	\$26.62	\$22.05
September 30, 2015	\$33.36	\$26.47
December 31, 2015	\$35.64	\$18.01
March 31, 2016	\$21.61	\$13.51
June 30, 2016	\$23.12	\$15.72
September 30, 2016	\$22.98	\$15.34
December 31, 2016	\$29.78	\$18.29
March 31, 2017	\$32.11	\$26.13
June 30, 2017	\$26.43	\$21.91

## DIVIDENDS

The holders of record of our Series A preferred stock, which was issued in 2003 and 2004, are entitled to receive annual dividends at the rate of six percent (6%) of the stated value per share, which stated value is \$10,000 per share. Dividends on the Series A preferred stock accrue and are payable quarterly. Dividends on the preferred stock must be paid prior and in preference to any declaration or payment of any distribution on any outstanding shares of junior stock, including our common stock.

Other than dividends to be paid on our preferred stock, we currently intend to retain any earnings to finance the growth and development of our business. Our board of directors has never declared or paid any cash dividends on our common stock and does not expect to do so in the foreseeable future. Our ability to pay dividends, should our board of directors elect to do so, depends largely upon the ability of the Bank to declare and pay dividends to us. Future dividends will depend primarily upon our earnings, financial condition and need for funds, as well as government policies and regulations applicable to us and our bank that limit the amount that may be paid as dividends without prior approval.

## ISSUER PURCHASES OF EQUITY SECURITIES

**Stock Repurchases.** On March 17, 2016, the Company's Board of Directors approved a stock repurchase plan authorizing the repurchase of up to \$100 million of the Company's stock. The new share repurchase authorization replaces the previous share repurchase plan approved on July 5, 2005. The Company may repurchase shares of common stock on the open market or through privately negotiated transactions at times and prices considered appropriate, at the discretion of the Company, and subject to its assessment of alternative uses of capital, stock trading price, general market conditions and regulatory factors. The share repurchase program does not obligate the Company to acquire any specific number of shares and will continue in effect until terminated by the Board of Directors of the Company. Shares of common stock repurchased under this plan will be held as treasury shares. During the fiscal year ended June 30, 2017, the Company did not purchase any shares of Bofl common stock under the stock repurchase plan.

**Net Settlement of Restricted Stock Awards.** In November 2007 and October 2014, the stockholders of the Company approved an amendment to the 2004 Stock Incentive Plan and 2014 Stock Incentive Plan, respectively, which among other changes permitted net settlement of restricted stock awards for purposes of payment of a grantee's minimum income tax obligation. During the fiscal year ended June 30, 2017, there were 285,586 restricted stock award shares



which were retained by the Company and converted to cash at the average rate of \$22.87 per share to fund the grantee's income tax obligations.

The following table sets forth our market repurchases of BofI common stock and the BofI common shares retained in connection with net settlement of restricted stock awards during the fourth fiscal quarter ended June 30, 2017.

Period	Number of Shares Purchased	Average Price Paid Per Shares	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
Stock Repurchases (dollars in thousands)				
Quarter Ended June 30, 2017				
April 1, 2017 to June 30, 2017	—	\$	—	\$ 100,000
For the Three Months Ended June 30, 2017	—	\$	—	\$ 100,000
Stock Retained in Net Settlement				
April 1, 2017 to April 30, 2017	18			
May 1, 2017 to May 31, 2017	18			
June 1, 2017 to June 30, 2017	171,220			
For the Three Months Ended June 30, 2017	171,256			

#### EQUITY COMPENSATION PLAN INFORMATION

The following table provides information regarding the aggregate number of securities to be issued under all of our stock option and equity based compensation plans upon exercise of outstanding options, warrants and other rights and their weighted-average exercise prices as of June 30, 2017. There were no securities issued under equity compensation plans not approved by security holders.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options and units granted	(b) Weighted-average exercise price of outstanding options and units granted	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	570,764	\$	— 3,034,609
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	570,764	\$	— 3,034,609

## ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial information should be read in conjunction with “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the audited consolidated financial statements and footnotes included elsewhere in this Form 10-K.

(Dollars in thousands, except per share amounts)	At or for the Fiscal Years Ended June 30,				
	2017	2016	2015	2014	2013
<b>Selected Balance Sheet Data:</b>					
Total assets	\$8,501,680	\$7,599,304	\$5,823,719	\$4,402,999	\$3,090,771
Loans and leases, net of allowance for loan and lease losses	7,374,493	6,354,679	4,928,618	3,532,841	2,256,918
Loans held for sale, at fair value	18,738	20,871	25,430	20,575	36,665
Loans held for sale, at cost	6,669	33,530	77,891	114,796	40,326
Allowance for loan and lease losses	40,832	35,826	28,327	18,373	14,182
Securities—trading	8,327	7,584	7,832	8,066	7,111
Securities—available-for-sale	264,470	265,447	163,361	214,778	185,607
Securities—held-to-maturity	—	199,174	225,555	247,729	275,691
Total deposits	6,899,507	6,044,051	4,451,917	3,041,536	2,091,999
Securities sold under agreements to repurchase	20,000	35,000	35,000	45,000	110,000
Advances from the FHLB	640,000	727,000	753,000	910,000	590,417
Subordinated notes and debentures and other	54,463	56,016	5,155	5,155	5,155
Total stockholders’ equity	834,247	683,590	533,526	370,778	268,262
<b>Selected Income Statement Data:</b>					
Interest and dividend income	\$387,286	\$317,707	\$244,364	\$172,878	\$135,654
Interest expense	74,059	56,696	45,419	35,781	34,026
Net interest income	313,227	261,011	198,945	137,097	101,628
Provision for loan and lease losses	11,061	9,700	11,200	5,350	7,550
Net interest income after provision for loan losses	302,166	251,311	187,745	131,747	94,078
Non-interest income	68,132	66,340	30,590	22,455	27,710
Non-interest expense	137,605	112,756	77,478	59,933	53,587
Income before income tax expense	232,693	204,895	140,857	94,269	68,201
Income tax expense	97,953	85,604	58,175	38,313	27,910
Net income	\$134,740	\$119,291	\$82,682	\$55,956	\$40,291
Net income attributable to common stock	\$134,431	\$118,982	\$82,373	\$55,647	\$39,456
<b>Per Share Data:</b>					
Net income:					
Basic	\$2.07	\$1.85	\$1.35	\$0.97	\$0.75
Diluted	\$2.07	\$1.85	\$1.34	\$0.96	\$0.72
Book value per common share	\$13.05	\$10.73	\$8.51	\$6.33	\$4.79
Tangible book value per common share	\$12.94	\$10.67	\$8.48	\$6.32	\$4.79
Weighted average number of common shares outstanding:					
Basic <sup>1</sup>	64,850,114	64,265,207	61,177,908	57,471,296	52,626,584
Diluted <sup>1</sup>	64,850,114	64,271,052	61,404,364	57,770,768	55,277,648
	63,536,244	63,219,392	62,075,004	57,807,600	54,933,300

Common shares outstanding at end of  
period<sup>1</sup>

Performance Ratios and Other Data:

Loan and lease originations for investment	\$4,182,701	\$3,633,911	\$3,271,911	\$2,297,976	\$1,054,624	
Loan originations for sale	\$1,375,443	\$1,363,025	\$1,048,982	\$741,494	\$1,085,941	
Loan and lease purchases	\$276,917	\$140,493	\$2,452	\$95	\$1,541	
Return on average assets	1.68	% 1.75	% 1.61	% 1.59	% 1.46	%
Return on average common stockholders' equity	17.78	% 19.43	% 18.34	% 17.89	% 17.57	%
Interest rate spread <sup>2</sup>	3.74	% 3.70	% 3.79	% 3.81	% 3.66	%
Net interest margin <sup>3</sup>	3.95	% 3.91	% 3.92	% 3.95	% 3.79	%
Efficiency ratio <sup>4</sup>	36.08	% 34.44	% 33.75	% 37.56	% 41.43	%

30

---

	At or for the Fiscal Years Ended June 30,			
	2016	2015	2014	2013
(Dollars in thousands, except per share amounts)				
Capital Ratios:				
Equity to assets at end of period	88%	91%	84%	86%
BofI Holding, Inc:				
Tier 1 leverage (core) capital to adjusted average assets	99%	91%	N/A	N/A
Common equity tier 1 capital (to risk-weighted assets)	4.6%	4.98%	N/A	N/A
Tier 1 capital (to risk-weighted assets)	4.1%	5.12%	N/A	N/A
Total capital (to risk-weighted assets)	6.1%	5.91%	N/A	N/A
BofI Federal Bank:				
Tier 1 leverage (core) capital to adjusted average assets	68%	25%	N/A	N/A
Tier 1 leverage (core) capital to adjusted tangible assets <sup>5</sup>	N/A	N/A	66%	63%
Common equity tier 1 capital (to risk-weighted assets)	4.1%	4.58%	N/A	N/A
Tier 1 capital (to risk-weighted assets)	4.1%	4.58%	4.42%	4.52%
Total capital (to risk-weighted assets)	4.9%	5.38%	5.11%	5.28%
Asset Quality Ratios:				
Net charge-offs to average loans and leases <sup>6</sup>	0%	0%	0%	0%
Non-performing loans and leases to total loans and leases	3%	6%	5%	8%
Non-performing assets to total assets	3%	5%	4%	6%
Allowance for loan and lease losses to total loans and leases held for investment at end of period	5%	5%	5%	6%
Allowance for loan and lease losses to non-performing loans and leases	43%	12.45%	1.88%	7.48%

<sup>1</sup> Common stock and per share amounts have been retroactively restated for the fiscal year ended June 30, 2015 and prior periods presented to reflect the four-for-one split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015.

<sup>2</sup> Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate paid on interest-bearing liabilities.

<sup>3</sup> Net interest margin represents net interest income as a percentage of average interest-earning assets.

<sup>4</sup> Efficiency ratio represents non-interest expense as a percentage of the aggregate of net interest income and non-interest income.

<sup>5</sup> Reflects regulatory capital ratios of BofI Federal Bank. Effective January 1, 2015, the Bank's capital requirements changed the tier 1 leverage ratio from using end of period adjusted tangible assets to using adjusted average assets for the quarter and added a common equity tier 1 capital ratio.

<sup>6</sup> Net charge-offs do not include any amounts transferred to loans held for sale.

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

The following discussion and analysis contains forward-looking statements that are based upon current expectations. Forward-looking statements involve risks and uncertainties. Our actual results and the timing of events could differ materially from those expressed or implied in our forward-looking statements due to various important factors, including those set forth under "Risk Factors" in Item 1A. and elsewhere in this Form 10-K. The following discussion and analysis should be read together with the "Selected Financial Data" and consolidated financial statements, including the related notes included elsewhere in this Form 10-K.

### OVERVIEW

BofI Holding, Inc. is the holding company for BofI Federal Bank, a diversified financial services company with approximately \$8.5 billion in assets that provides innovative banking and lending products and services to customers nationwide through scalable low cost distribution channels and affinity partners. The Bank has deposit and loan and lease customers nationwide including consumer and business checking, savings and time deposit accounts and financing for single family and multifamily residential properties, small-to-medium size businesses in target sectors, and selected specialty finance receivables. The Bank generates fee income from consumer and business products including fees from loans originated for sale and transaction fees earned from processing payment activity. BofI Holding, Inc.'s common stock is listed on the NASDAQ Global Select Market and is a component of the Russell 2000<sup>®</sup> Index, the S&P SmallCap 600<sup>®</sup> Index and the KBW Nasdaq Financial Technology Index.

Net income for the fiscal year ended June 30, 2017 was \$134.7 million compared to \$119.3 million and \$82.7 million for the fiscal years ended June 30, 2016 and 2015, respectively. Net income attributable to common stockholders for the fiscal year ended June 30, 2017 was \$134.4 million, or \$2.07 per diluted share compared to \$119.0 million, or \$1.85 per diluted share and \$82.4 million, or \$1.34 per diluted share for the years ended June 30, 2016 and 2015, respectively. Growth in our interest earning assets, particularly the loan and lease portfolio, was the primary driver of the increase in our net income from fiscal 2015 to fiscal 2017. Net interest income increased \$52.2 million for the year ended June 30, 2017 compared to the year ended June 30, 2016.

We define net income without the after-tax impact of realized and unrealized securities gains and losses as adjusted earnings ("adjusted earnings"), a non-GAAP financial measure, which we believe provides useful information about the Bank's operating performance. Adjusted earnings for the fiscal years ended 2017, 2016, and 2015 were \$133.2 million, \$118.9 million, and \$83.9 million, respectively.

Below is a reconciliation of net income to adjusted earnings:

	For the Fiscal Years Ended June 30,		
(Dollars in thousands)	2017	2016	2015
Net Income	\$134,740	\$119,291	\$82,682
Realized securities losses (gains) <sup>1</sup>	(3,920 )	(1,427 )	(587 )
Unrealized securities losses	1,221	813	2,599
Tax provision	1,136	257	(831 )
Adjusted earnings	\$133,177	\$118,934	\$83,863

<sup>1</sup> Fiscal year 2015 adjusted earnings have been restated to exclude the FHLB special dividend of \$1.7 million due to repeated occurrences of FHLB dividends in subsequent years and their exclusion from fiscal years 2017 and 2016 adjusted earnings.

Net interest income for the year ended June 30, 2017 was \$313.2 million compared to \$261.0 million and \$198.9 million for the years ended June 30, 2016 and 2015, respectively. The growth of net interest income from fiscal years 2015 through 2017 is primarily due to net loan and lease portfolio growth.

Provision for loan and lease losses for the year ended June 30, 2017 was \$11.1 million, compared to \$9.7 million and \$11.2 million for the years ended June 30, 2016 and 2015, respectively. The increase of \$1.4 million for fiscal year 2017 is the result of growth and changes in the loan and lease mix of the portfolio. The decrease of \$1.5 million for fiscal year 2016 is the result of changes in the loan and lease mix of the portfolio.

Non-interest income was \$68.1 million compared to non-interest income of \$66.3 million and \$30.6 million for the fiscal years ended June 30, 2017, 2016 and 2015. The increase from fiscal year 2016 to fiscal year 2017 was primarily the result of an increase of \$5.9 million in banking service fees due to increased fees from H&R Block-branded products, a mortgage banking income increase of \$3.2 million, an increase in realized gain from sale of securities of \$2.5 million, and increased levels of prepayment penalty fee income of \$1.7 million partially offset by a decrease of \$11.1 million in gain on sale-other primarily from reduced sales of structured settlements. The increase from 2015 to 2016 was primarily due to increased banking service fees due to increased fees from H&R Block-branded products and gain on sale-other primarily from sales of structured settlements.

Non-interest expense for the fiscal year ended June 30, 2017 was \$137.6 million compared to \$112.8 million and \$77.5 million for the years ended June 30, 2016 and 2015, respectively. The increase was primarily due to an increase in the Bank's staffing for lending, information technology infrastructure development and regulatory compliance. Our staffing rose to 681 full-time equivalents compared to 647 and 467 at June 30, 2017, 2016 and 2015, respectively. Total assets were \$8,501.7 million at June 30, 2017 compared to \$7,599.3 million at June 30, 2016. Assets grew \$902.4 million or 11.9% during the last fiscal year, primarily due to an increase in the origination of single family mortgage loans and C&I loans. These loans were funded primarily with growth in deposits. Our future performance will depend on many factors: changes in interest rates, competition for deposits and quality loans, the credit performance of our assets, regulatory actions, strategic transactions, and our ability to improve operating efficiencies. See "Item 1A. Risk Factors."

#### MERGERS AND ACQUISITIONS

From time to time we undertake acquisitions or similar transactions consistent with the Bank's operating and growth strategies. During the fiscal years ended June 30, 2015 and June 30, 2016, there were three acquisitions, which are discussed below. No acquisitions occurred during the fiscal year ended June 30, 2017.

##### Union Federal Deposit Acquisition

In September 2014, the Bank completed the acquisition of approximately \$42 million in deposits consisting of individual checking, money market savings, and CD accounts from Union Federal Savings Bank ("Union") and its parent company, The First Marblehead Corporation.

##### H&R Block Bank Deposit Acquisition

On August 31, 2015, our Bank completed the acquisition of approximately \$419 million in deposits consisting of checking, individual retirement savings, and CD accounts from H&R Block Bank and its parent company, H&R Block, Inc. ("H&R Block"). In connection with the closing of this transaction: (i) our Bank and Emerald Financial Services, LLC, a Delaware limited liability company and wholly-owned subsidiary of H&R Block ("EFS"), entered into the Program Management Agreement ("PMA"), dated August 31, 2015; (ii) our Bank and H&R Block, EFS, HRB Participant I, LLC, a Delaware limited liability company and wholly-owned subsidiary of H&R Block, entered into the Emerald Receivables Participation Agreement, dated August 31, 2015; and (iii) our Bank and H&R Block entered into the Guaranty Agreement (together, the "PMA and related Agreements"), dated August 31, 2015. Through the PMA and related Agreements our Bank will provide H&R Block-branded financial services products and services. The three products and services that represent the primary focus and the majority of transactional volume that our Bank will process are described in detail below.

The first product is Emerald Prepaid MasterCard® services ("EPC"), which is under Schedule A of the PMA. Our Bank is responsible for the primary oversight and control of the prepaid card programs of a wholly owned subsidiary of H&R Block. Under the PMA and related Agreements, our Bank holds the prepaid card customer deposits for those cards issued under the prepaid programs in non-interest bearing accounts and earns a fixed fee paid by H&R Block's subsidiary for each automated clearing house ("ACH") transaction processed through the prepaid card customer accounts. A portion of H&R Block's customers use the Emerald Card as an option to receive federal and state income tax refunds. The prepaid customer deposits are included in non-interest bearing deposit liabilities on our balance sheet and the ACH fee income is included in our income statement under the line banking service fees and other income.

The second product is Refund Transfer ("RT"), which is under Schedule B of the PMA. Our Bank is responsible for the primary oversight and control of the refund transfer program of a wholly owned subsidiary of H&R Block. Under the PMA and related Agreements, our Bank opens a temporary bank account for each H&R Block customer who is receiving an income tax refund and elects to defer payment of his or her tax preparations fees. After the Internal Revenue Service and any state income tax authorities transfer the refund into the customer's account, the net funds are transferred to the customer and the temporary deposit account is closed. Our Bank earns a fixed fee paid by H&R Block for each of the H&R Block customers electing a Refund Transfer. The fees are earned primarily in the quarter ended March 31st and are included in our income statement under the line banking service fees and other income.





The third product is Emerald Advance, which is under Schedule C of the PMA. Our Bank is responsible for the underwriting guidelines and credit policies for unsecured consumer lines of credit offered to H&R Block customers. Under the PMA and related Agreements, our Bank offers and funds unsecured lines of credit to consumers primarily through the H&R Block tax preparation offices and earns interest income and fee income. Our Bank retains 10% of the Emerald Advance and sells the remainder to H&R Block. The lines of credit are included in loans and leases on our balance sheet and the interest income and fee income are included in our income statement under the line loans and leases interest and dividend income.

Our Bank also agreed to offer Individual Retirement Accounts (“IRA”) to customers of H&R Block, and the initial offering of this product through H&R Block offices occurred in conjunction with the tax season ended April 18, 2017. Our Bank is responsible for the primary oversight and control of the IRA product. During a tax preparation session with an H&R Block tax preparer, the customer is given an option to open a traditional IRA or Roth IRA savings account with the Bank. If the customer elects the option to open an account and meets our Bank’s requirements, an account is opened on our Bank’s core operating system under our Bank’s oversight and control. The customer has the option to deposit funds for the IRA through check or ACH. Our Bank provides IRA custodial services, earns a nominal fee paid by the customers for any account closures or transfers out, and pays customers interest based on their IRA balance. The fees are included in our income statement as banking service fees and other income and interest paid is included as interest expense.

Our Bank also agreed in October 2016 to offer an interest-free Refund Advance loan product during the 2017 tax season. Under the agreements our Bank purchased the Refund Advance loans from a third-party bank at a discount. The Refund Advance loans are interest-free loans to consumers and offered primarily through the H&R Block tax preparation offices. Our Bank has a limited guarantee from H&R Block that reduces our Bank’s credit exposure on the Refund Advance loans. Our Bank retains the Refund Advance loans that it purchases and includes the Refund Advance loans in loans and leases on our balance sheet and records the accretion of the loan discount as interest income, which is included in our income statement under the line loans and leases interest and dividend income. In July 2017, the Bank entered into an agreement with H&R Block to be the exclusive provider of interest-free Refund Advance loans to customers during the 2018 tax season.

The H&R Block-branded financial services products introduce seasonality into the unaudited condensed consolidated quarterly income statements through the banking and service fees category of non-interest income and the other general and administrative category of non-interest expense, with the peak income and expense in these categories typically occurring during our third fiscal quarter ended March 31.

#### Pacific Western Equipment Finance Asset Acquisition

On March 31, 2016, the Bank entered into an Asset Purchase Agreement with Pacific Western Bank to acquire approximately \$140 million of equipment leases from Pacific Western Equipment Finance and assumed certain insignificant operations and related liabilities. The purchase price and total consideration paid for the assets consisted of the fair market value of the assumed liabilities plus a lease purchase price premium of approximately 2.5%.

## CRITICAL ACCOUNTING POLICIES

The following discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements and the notes thereto, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make a number of estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. On an ongoing basis, we evaluate our estimates and assumptions based upon historical experience and various factors and circumstances. We believe that our estimates and assumptions are reasonable under the circumstances. However, actual results may differ significantly from these estimates and assumptions that could have a material effect on the carrying value of assets and liabilities at the balance sheet dates and our results of operations for the reporting periods.

**Securities.** We classify securities as either trading, available-for-sale or held-to-maturity. Trading securities are those securities for which we have elected fair value accounting. Trading securities are recorded at fair value with changes in fair value recorded in earnings each period. Securities available-for-sale are reported at estimated fair value, with unrealized gains and losses, net of the related tax effects, excluded from operations and reported as a separate component of accumulated other comprehensive income or loss. The fair values of securities traded in active markets are obtained from market quotes. If quoted prices in active markets are not available, we determine the fair values by utilizing industry-standard tools to calculate the net present value of the expected cash flows available to the securities. For securities other than non-agency RMBS, we use observable market participant inputs and categorize these securities as Level II in determining fair value. For non-agency RMBS securities, we use a level III fair value model approach. To determine the performance of the underlying mortgage loan pools, we consider where appropriate borrower prepayments, defaults, and loss severities based on a number of macroeconomic factors, including housing price changes, unemployment rates, interest rates and borrower attributes such as credit score and loan documentation at the time of origination. We input for each security our projections of monthly default rates, loss severity rates and voluntary prepayment rates for the underlying mortgages for the remaining life of the security to determine the expected cash flows. The projections of default rates are derived by the Company from the historic default rate observed in the pool of loans collateralizing the security, increased by (or decreased by) the forecasted increase or decrease in the national unemployment rate as well as the forecasted increase or decrease in the national home price appreciation (HPA) index. The projections of loss severity rates are derived by the Company from the historic loss severity rate observed in the pool of loans, increased by (or decreased by) the forecasted decrease or increase in the HPA index. To determine the discount rates used to compute the present value of the expected cash flows for these non-agency RMBS securities, we separate the securities by the borrower characteristics in the underlying pool. For example, non-agency RMBS “Prime” securities generally have borrowers with higher FICO scores and better documentation of income. “Alt-A” securities generally have borrowers with lower FICO and less documentation of income. “Pay-option ARMs” are Alt-A securities with borrowers that tend to pay the least amount of principal (or increase their loan balance through negative amortization). Separate discount rates are calculated for Prime, Alt-A and Pay-option ARM non-agency RMBS securities using market-participant assumptions for risk, capital and return on equity.

Securities that management has the positive intent and ability to hold to maturity are classified as held-to-maturity and recorded at amortized cost. Amortization of purchase premiums and accretion of discounts on securities are recorded as yield adjustments on such securities using the effective interest method. The specific identification method is used for purposes of determining cost in computing realized gains and losses on investment securities sold.

At each reporting date, we monitor our available-for-sale and held-to-maturity securities for other-than-temporary impairment. The Company measures its debt securities in an unrealized loss position at the end of the reporting period for other-than-temporary impairment by comparing the present value of the cash flows currently expected to be collected from the security with its amortized cost basis. If the calculated present value is lower than the amortized cost, the difference is the credit component of an other-than-temporary impairment of its debt securities. The excess of the present value over the fair value of the security (if any) is the noncredit component of the impairment, only if the Company does not intend to sell the security and will not be required to sell the security before recovery of its amortized cost basis. The credit component of the other-than-temporary-impairment is recorded as a loss in earnings

and the noncredit component is recorded as a charge to other comprehensive income, net of the related income tax benefit.

35

---

For non-agency RMBS we determine the cash flow expected to be collected and calculate the present value for purposes of testing for other-than-temporary impairment, by utilizing the same industry-standard tool and the same cash flows as those calculated for fair values (discussed above). We compute cash flows based upon the underlying mortgage loan pools and our estimates of prepayments, defaults, and loss severities. We input our projections for the underlying mortgages for the remaining life of the security to determine the expected cash flows. The discount rates used to compute the present value of the expected cash flows for purposes of testing for the credit component of the other-than-temporary impairment are different from those used to calculate fair value and are either the implicit rate calculated in each of our securities at acquisition or the last accounting yield (ASC Topic 325-40-35). We calculate the implicit rate at acquisition based on the contractual terms of the security, considering scheduled payments (and minimum payments in the case of pay-option ARMs) without prepayment assumptions. We use this discount rate in the industry-standard model to calculate the present value of the cash flows for purposes of measuring the credit component of an other-than-temporary impairment of our debt securities.

**Allowance for Loan and Lease Losses.** The allowance for loan and lease losses is maintained at a level estimated to provide for probable incurred losses in the loan and lease portfolio. Management determines the adequacy of the allowance based on reviews of individual loans and leases and pools of loans, recent loss experience, current economic conditions, the risk characteristics of the various categories of loans and other pertinent factors. This evaluation is inherently subjective and requires estimates that are susceptible to significant revision as more information becomes available. The allowance is increased by the provision for loan and lease losses, which is reduced by charge-offs and recoveries of loans previously charged-off. Allocations of the allowance may be made for specific loans but the entire allowance is available for any loan that, in management's judgment, may be uncollectible or impaired.

The allowance for loan and lease losses includes specific and general reserves. Specific reserves are provided for impaired loans. All other impaired loans are written down through charge-offs to their realizable value and no specific or general reserve is provided. A loan is measured for impairment generally two different ways. If the loan is primarily dependent upon the borrower's ability to make payments, then impairment is calculated by comparing the present value of the expected future payments discounted at the effective loan rate to the carrying value of the loan. If the loan is collateral dependent, the net proceeds from the sale of the collateral is compared to the carrying value of the loan. If the calculated amount is less than the carrying value of the loan, the loan has impairment.

A general reserve is included in the allowance for loan and lease losses and is determined by adding the results of a quantitative and a qualitative analysis to all other loans not measured for impairment at the reporting date. The quantitative analysis determines the Bank's actual annual historic charge-off rates and applies the average historic rates to the outstanding loan balances in each loan class. The qualitative analysis considers one or more of the following factors: changes in lending policies and procedures, changes in economic conditions, changes in the content of the portfolio, changes in lending management, changes in the volume of delinquency rates, changes to the scope of the loan review system, changes in the underlying collateral of the loans, changes in credit concentrations and any changes in the requirements to the credit loss calculations. A loss rate is estimated and applied to those loans affected by the qualitative factors. The following portfolio segments have been identified: single family secured mortgage, home equity secured mortgage, single family warehouse and other, multifamily secured mortgage, commercial real estate mortgage, recreational vehicles and auto secured, factoring, C&I and other.

#### USE OF NON-GAAP FINANCIAL MEASURES

In addition to the results presented in accordance with GAAP, this report includes non-GAAP financial measures such as non-GAAP securities adjusted earnings. Non-GAAP securities adjusted earnings exclude realized and unrealized gains and losses associated with our securities portfolios, net of tax. Excluding these gains and losses provides investors with an understanding of the Bank's core lending and mortgage banking business performance. Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied and are not audited. Readers should be aware of these limitations and should be cautious as to their use of such measures. Although we believe the non-GAAP financial measures disclosed in this report enhance investors' understanding of our business and performance, these non-GAAP measures should not be considered in isolation, or as a substitute for GAAP basis

financial measures.

36

---

## AVERAGE BALANCES, NET INTEREST INCOME, YIELDS EARNED AND RATES PAID

The following tables set forth, for the periods indicated, information regarding (i) average balances; (ii) the total amount of interest income from interest-earning assets and the weighted average yields on such assets; (iii) the total amount of interest expense on interest-bearing liabilities and the weighted average rates paid on such liabilities; (iv) net interest income; (v) interest rate spread; and (vi) net interest margin:

(Dollars in thousands)	For the Fiscal Years Ended June 30,									
	2017			2016			2015			
	Average Balance <sup>1</sup>	Interest Income / Expense	Average Yields Earned / Rates Paid	Average Balance <sup>1</sup>	Interest Income / Expense	Average Yields Earned / Rates Paid	Average Balance <sup>1</sup>	Interest Income / Expense	Average Yields Earned / Rates Paid	
Assets:										
Loans and leases <sup>2,3</sup>	\$6,819,102	\$358,849	5.26 %	\$5,680,003	\$291,058	5.12 %	\$4,388,336	\$220,486	5.02 %	
Interest-earning deposits in other financial institutions	658,580	5,204	0.79 %	498,483	2,070	0.42 %	204,176	511	0.25 %	
Mortgage-backed and other investment securities	393,334	16,889	4.29 %	442,070	18,910	4.28 %	432,948	18,165	4.20 %	
Stock of the FHLB, at cost	55,577	6,344	11.41 %	62,255	5,669	9.11 %	46,819	5,202	11.11 %	
Total interest-earning assets	7,926,593	387,286	4.89 %	6,682,811	317,707	4.75 %	5,072,279	244,364	4.82 %	
Non-interest-earning assets	116,545			140,066			68,039			
Total assets	\$8,043,138			\$6,822,877			\$5,140,318			
Liabilities and Stockholders' Equity:										
Interest-bearing demand and savings	\$4,619,769	\$34,556	0.75 %	\$3,649,423	\$24,611	0.67 %	\$2,862,295	\$20,709	0.72 %	
Time deposits	941,919	21,938	2.33 %	852,590	18,056	2.12 %	790,661	14,024	1.77 %	
Securities sold under agreements to repurchase	33,068	1,465	4.43 %	35,000	1,555	4.44 %	36,562	1,633	4.47 %	
Advances from the FHLB	798,982	12,403	1.55 %	855,029	11,175	1.31 %	700,805	8,910	1.27 %	
Subordinated notes and debentures and other	55,873	3,697	6.62 %	22,025	1,299	5.90 %	5,155	143	2.77 %	
Total interest-bearing liabilities	6,449,611	74,059	1.15 %	5,414,067	56,696	1.05 %	4,395,478	45,419	1.03 %	
Non-interest-bearing demand deposits	774,411			739,764			255,321			
Other non-interest-bearing liabilities	58,040			51,672			35,219			
Stockholders' equity	761,076			617,374			454,300			

Edgar Filing: BofI Holding, Inc. - Form 10-K

Total liabilities and stockholders' equity	\$8,043,138		\$6,822,877		\$5,140,318
Net interest income	\$313,227		\$261,011		\$198,945
Interest rate spread <sup>4</sup>		3.74 %		3.70 %	3.79 %
Net interest margin <sup>5</sup>		3.95 %		3.91 %	3.92 %

<sup>1</sup> Average balances are obtained from daily data.

<sup>2</sup> Loans and leases include loans held for sale, loan and lease premiums, discounts and unearned fees.

<sup>3</sup> Interest income includes reductions for amortization of loan and lease and investment securities premiums and earnings from accretion of discounts and loan and lease fees. Loan and lease fee income is not significant. Also includes \$30.3 million as of June 30, 2017, \$31.0 million as of June 30, 2016 and \$31.4 million as of June 30, 2015 of loans that qualify for Community Reinvestment Act credit which are taxed at a reduced rate.

<sup>4</sup> Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate paid on interest-bearing liabilities.

<sup>5</sup> Net interest margin represents net interest income as a percentage of average interest-earning assets.



## RESULTS OF OPERATIONS

Our results of operations depend on our net interest income, which is the difference between interest income on interest-earning assets and interest expense on interest-bearing liabilities. Our net interest income has increased as a result of the growth in our interest earning assets and is subject to competitive factors in the branchless banking market. Our net interest income is reduced by our estimate of loss provisions for our loan and lease portfolio. We also earn non-interest income primarily from mortgage banking activities, banking products and service activity, prepaid card fee income, prepayment fee income from multifamily borrowers who repay their loans before maturity and from gains on sales of other loans and investment securities. Losses on investment securities reduce non-interest income. The largest component of non-interest expense is salary and benefits, which is a function of the number of personnel, which increased from 647 full time employees at June 30, 2016 to 681 full-time equivalent employees at June 30, 2017. We are subject to federal and state income taxes, and our effective tax rates were 42.10%, 41.78% and 41.30% for the fiscal years ended June 30, 2017, 2016, and 2015, respectively. Other factors that affect our results of operations include expenses relating to professional services, occupancy, data processing, advertising and other miscellaneous expenses.

## COMPARISON OF THE FISCAL YEAR ENDED JUNE 30, 2017 AND JUNE 30, 2016

Net Interest Income. Net interest income totaled \$313.2 million for the fiscal year ended June 30, 2017 compared to \$261.0 million for the fiscal year ended June 30, 2016. The following table sets forth the effects of changing rates and volumes on our net interest income. Information is provided with respect to (i) effects on interest income and interest expense attributable to changes in volume (changes in volume multiplied by prior rate); (ii) effects on interest income and interest expense attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) changes in rate/volume (change in rate multiplied by change in volume):

(Dollars in thousands)	Fiscal Year Ended June 30, 2017 vs 2016			
	Increase (Decrease) Due to			
	Volume	Rate	Rate/ Volume	Total Increase (Decrease)
Increase (decrease) in interest income:				
Loans and leases	\$58,322	\$7,952	\$1,517	\$67,791
Interest-earning deposits in other financial institutions	672	1,844	618	3,134
Mortgage-backed and other investment securities	(2,086)	44	21	(2,021)
Stock of the FHLB, at cost	(608)	1,432	(149)	675
Total increase (decrease) in interest income	\$56,300	\$11,272	\$2,007	\$69,579
Increase (decrease) in interest expense:				
Interest-bearing demand and savings	\$6,501	\$2,920	\$524	\$9,945
Time deposits	1,894	1,790	198	3,882
Securities sold under agreements to repurchase	(86)	(4)	—	(90)
Advances from the FHLB	(734)	2,052	(90)	1,228
Other borrowings	1,997	159	242	2,398
Total increase (decrease) in interest expense	\$9,572	\$6,917	\$874	\$17,363

Interest Income. Interest income for the fiscal year ended June 30, 2017 totaled \$387.3 million, an increase of \$69.6 million, or 21.9%, compared to \$317.7 million in interest income for the fiscal year ended June 30, 2016 primarily due to growth in volume of interest-earning assets. Average interest-earning assets for the fiscal year ended June 30, 2017 increased by \$1,243.8 million compared to the fiscal year ended June 30, 2016 primarily due to loan and lease originations for investment which increased \$548.8 million and loan and lease purchases for investment which increased \$136.4 million during the year ended June 30, 2017. Yields on loans and leases increased by 14 basis points to 5.26% for the fiscal year ended June 30, 2017, primarily due to increased yields in the single family, commercial & industrial and H&R Block-branded loan products. For the fiscal year ended June 30, 2017, the growth in average

balances contributed additional interest income of \$56.3 million, which was supplemented by a \$11.3 million increase in interest income due to the increase in average rate. The average yield earned on our interest-earning assets increased to 4.89% for the fiscal year ended June 30, 2017, up from 4.75% for the same period in 2016 primarily due to the increase in rate from loans and leases.

**Interest Expense.** Interest expense totaled \$74.1 million for the fiscal year ended June 30, 2017, an increase of \$17.4 million, or 30.6% compared to \$56.7 million in interest expense during the fiscal year ended June 30, 2016, due primarily to increased volumes of deposits and other borrowings as well as increased rates on deposits and advances. The average rate paid on all of our interest-bearing liabilities increased to 1.15% for the fiscal year ended June 30, 2017 from 1.05% for the fiscal year ended June 30, 2016, due primarily to increased rates on deposits and advances from FHLB. Average interest-bearing liabilities for the fiscal year ended June 30, 2017 increased \$1,035.5 million compared to fiscal 2016. The average interest-bearing balances of demand and savings increased \$970.3 million and the average interest-bearing balances increased \$1,035.5 million due to increased deposits and the full year impact of our subordinated notes issued in March 2016. The average rate on interest-bearing deposits increased to 0.75% from 0.67% due to increases in prevailing deposit rates across the industry. The rates on advances from the FHLB also increased to 1.55% from 1.31% due primarily to the Fed rate increases. The average rate on time deposits increased to 2.33% for the fiscal year ended June 30, 2017 from 2.12% for the fiscal year ended June 30, 2016, due to issuance of longer term time deposits. The average non-interest-bearing demand deposits were \$774.4 million for the fiscal year ended June 30, 2017, representing an increase of \$34.6 million.

**Provision for Loan and Lease Losses.** Provision for loan and lease losses was \$11.1 million for the fiscal year ended June 30, 2017 and \$9.7 million for fiscal 2016. The provisions are made to maintain our allowance for loan and lease losses at levels which management believes to be adequate. The assessment of the adequacy of our allowance for loan and lease losses is based upon a number of quantitative and qualitative factors, including levels and trends of past due and nonaccrual loans, loss history and changes in the volume and mix of loans and collateral values.

See “Asset Quality and Allowance for Loan and Lease Losses” for discussion of our allowance for loan and lease losses and the related loss provisions.

**Non-interest Income.** The following table sets forth information regarding our non-interest income:

(Dollars in thousands)	For the Fiscal Year Ended June 30,	
	2017	2016
Realized gain on securities:		
Sale of securities	\$ 3,920	\$ 1,427
Total realized gain on securities	3,920	1,427
Unrealized loss on securities:		
Total impairment losses	(10,937	) (3,472
Loss (gain) recognized in other comprehensive income	8,973	2,907
Net impairment loss recognized in earnings	(1,964	) (565
Fair value (gain) loss on trading securities	743	(248
Total unrealized loss on securities	(1,221	) (813
Prepayment penalty fee income	4,574	2,914
Gain on sale – other	4,487	15,540
Mortgage banking income	14,284	11,076
Banking service fees and other income	42,088	36,196
Total non-interest income	\$ 68,132	\$ 66,340

Non-interest income totaled \$68.1 million for the fiscal year ended June 30, 2017 compared to non-interest income of \$66.3 million for fiscal 2016. The increase was primarily the result of an increase of \$5.9 million in banking service fees due to H&R Block-branded products and service fee income, an increase in mortgage banking income of \$3.2 million, an increase in realized gain from sale of securities of \$2.5 million, and increased levels of prepayment penalty fee income of \$1.7 million, partially offset by a \$11.1 million decrease in gain on sale-other primarily from reduced sales of structured settlements and lottery receivables. Banking service fees and other income includes H&R Block-branded product fees, deposit fees and certain C&I loan fees as well as fee income from prepaid card sponsors. The primary non-interest income-generating H&R Block products and services that led to the increased banking service fees and other income are EPC and RT. For the fiscal year ended June 30, 2017, EPC increased \$1.4 million to \$7.8 million from \$6.4 million for fiscal 2016. For the fiscal year ended June 30, 2017, RT increased \$0.3 million to

\$12.8 million from \$12.5 million for fiscal 2016.

39

---

Included in gain on sale – other are sales of structured settlement annuity and state lottery receivables. We engage in the wholesale and retail purchase of state lottery prize and structured settlement annuity payments. These payments are high credit quality deferred payment receivables having a state lottery commission or investment grade (top two tiers) insurance company payor. The Bank originates contracts for the retail purchase of such payments and classifies these under the heading of Factoring in the loan portfolio. Factoring yields are typically higher than mortgage loan rates. Typically, the gain received upon sale of these payment streams is greater than the gain received from an equivalent amount of mortgage loan sales. Since 2013, pools of structured settlement receivables have been originated for sale depending upon management’s assessment of interest rate risk, liquidity, and offers containing favorable terms and are classified on our balance sheet as loans held for sale. Decreased originations and less favorable terms during fiscal 2017 resulted in a decrease in gain on sale from structured settlement annuity and state lottery receivables.

Non-interest Expense. The following table sets forth information regarding our non-interest expense for the periods shown:

(Dollars in thousands)	For the Fiscal Year Ended June 30,	
	2017	2016
Salaries and related costs	\$ 81,821	\$ 66,667
Data processing and internet	13,323	10,348
Advertising and promotional	9,367	6,867
Depreciation and amortization	6,094	4,795
Occupancy and equipment	5,612	4,326
Professional services	4,980	4,700
FDIC and regulator fees	4,330	4,632
Real estate owned and repossessed vehicles	498	(46 )
Other general and administrative	11,580	10,467
Total non-interest expense	\$ 137,605	\$ 112,756

Non-interest expense totaled \$137.6 million for the fiscal year ended June 30, 2017, an increase of \$24.8 million compared to fiscal 2016. Salaries and related costs increased \$15.2 million, or 22.7%, in fiscal 2017 due to increased staffing levels to support growth in the Bank’s staffing for lending, information technology infrastructure development, and regulatory compliance. Our staff increased to 681 from 647 between fiscal 2017 and 2016 and increased to 647 from 467 between fiscal 2016 and 2015.

Data processing and internet expense increased \$3.0 million, primarily due to growth in the number of customer accounts and enhancements to the Bank’s core processing system.

Advertising and promotion expense increased \$2.5 million, primarily due to additional lead generation costs and increased deposit marketing.

Depreciation, increased \$1.3 million primarily due to depreciation on lending platform enhancements and infrastructure development.

Occupancy and equipment expense increased \$1.3 million, in order to support increased production and office space for additional employees.

Professional services, which include accounting and legal fees, increased \$0.3 million in fiscal 2017 compared to 2016. The increase in professional services was primarily due to increased legal expenses, partially offset by increased insurance reimbursements.

The change in our cost of Federal Deposit Insurance Corporation (“FDIC”) and OCC standard regulatory charges decreased by \$0.3 million in fiscal 2017 compared to fiscal 2016, the nominal changes were due to a favorable change in the FDIC deposit insurance premium calculation partially offset by the overall growth of the Bank’s liabilities. As an FDIC-insured institution, the Bank is required to pay deposit insurance premiums to the FDIC.

Other general and administrative costs increased by \$1.1 million in fiscal 2017 compared to 2016. The increases were primarily due to costs supports loan and deposit production.

Income Tax Expense. Income tax expense was \$98.0 million for the fiscal year ended June 30, 2017 compared to \$85.6 million for fiscal 2016. Our effective tax rates were 42.10% and 41.78% for the fiscal year ended June 30, 2017 and 2016, respectively. The changes in the tax rates are the result of changes in state tax allocations.



## COMPARISON OF THE FISCAL YEAR ENDED JUNE 30, 2016 AND JUNE 30, 2015

Net Interest Income. Net interest income totaled \$261.0 million for the fiscal year ended June 30, 2016 compared to \$198.9 million for the fiscal year ended June 30, 2015. The following table sets forth the effects of changing rates and volumes on our net interest income. Information is provided with respect to (i) effects on interest income and interest expense attributable to changes in volume (changes in volume multiplied by prior rate); (ii) effects on interest income and interest expense attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) changes in rate/volume (change in rate multiplied by change in volume):

(Dollars in thousands)	Fiscal Year Ended June 30, 2016 vs 2015			
	Increase (Decrease) Due to			
	Volume	Rate	Rate/ Volume	Total Increase (Decrease)
Increase/(decrease) in interest income:				
Loan and Leases	\$64,842	\$4,388	\$1,342	\$70,572
Interest-earning deposits in other financial institutions	736	347	476	1,559
Mortgage-backed and other investment securities	383	346	16	745
Stock of the FHLB, at cost	1,715	(936 )	(312 )	467
Total increase/(decrease) in interest income	\$67,676	\$4,145	\$1,522	\$73,343
Increase/(decrease) in interest expense:				
Interest-bearing demand and savings	\$5,667	\$(1,431)	\$(334 )	\$3,902
Time deposits	1,096	2,767	169	4,032
Securities sold under agreements to repurchase	(70 )	(11 )	3	(78 )
Advances from the FHLB	1,959	280	26	2,265
Other borrowings	467	161	528	1,156
Total increase/(decrease) in interest expense	\$9,119	\$1,766	\$392	\$11,277

Interest Income. Interest income for the fiscal year ended June 30, 2016 totaled \$317.7 million, an increase of \$73.3 million, or 30.0%, compared to \$244.4 million in interest income for the fiscal year ended June 30, 2015 primarily due to growth of interest-earning assets. Average interest-earning assets for the fiscal year ended June 30, 2016 increased by \$1,610.5 million compared to the fiscal year ended June 30, 2015 primarily due to loan and lease originations for investment which increased \$362.0 million during the year ended June 30, 2016 compared to 2015 and increased yields on loans and leases, which increased 10 basis points to 5.12% for the fiscal year ended June 30, 2016, primarily in the single family, commercial & industrial and H&R Block-branded loan products. For the fiscal year ended June 30, 2016, the growth in average balances contributed additional interest income of \$67.7 million, which was supplemented by a \$4.1 million increase in interest income due to the increase in average rate. The average yield earned on our interest-earning assets decreased to 4.75% for the fiscal year ended June 30, 2016, down from 4.82% for the same period in 2015 primarily due to the decrease in rate from the stock of the FHLB, which realized a one-time \$1.7 million dividend during fiscal 2015.

Interest Expense. Interest expense totaled \$56.7 million for the fiscal year ended June 30, 2016, an increase of \$11.3 million, or 24.8% compared to \$45.4 million in interest expense during the fiscal year ended June 30, 2015. The average rate paid on all of our interest-bearing liabilities increased to 1.05% for the fiscal year ended June 30, 2016 from 1.03% for the fiscal year ended June 30, 2015, due primarily to increased volumes of deposits and advances from the FHLB as well as an increased rate on time deposits. Average interest-bearing liabilities for the fiscal year ended June 30, 2016 increased \$1,018.6 million compared to fiscal 2015. The average interest-bearing balances of demand and savings increased \$787.1 million and the average interest-bearing balances of advances from the FHLB increased \$154.2 million. The average rate on time deposits increased to 2.12% for the fiscal year ended June 30, 2016 from 1.77% for the fiscal year ended June 30, 2015, due to issuance of longer term time deposits. The average non-interest-bearing demand deposits were \$739.8 million for the fiscal year ended June 30, 2016, representing an increase of \$484.4 million. The increase is due to the fact that 2016 is the first year of the PMA where H&R Block

customers can choose to put their tax refunds on our prepaid cards, which the Bank holds in a non-interest bearing account.

**Provision for Loan and Lease Losses.** Provision for loan and lease losses was \$9.7 million for the fiscal year ended June 30, 2016 and \$11.2 million for fiscal 2015. The provisions are made to maintain our allowance for loan and lease losses at levels which management believes to be adequate. The assessment of the adequacy of our allowance for loan and lease losses is based upon a number of quantitative and qualitative factors, including levels and trends of past due and nonaccrual loans, loss history and changes in the volume and mix of loans and collateral values.

See “Asset Quality and Allowance for Loan and Lease Losses” for discussion of our allowance for loan and lease losses and the related loss provisions.



Non-interest Income. The following table sets forth information regarding our non-interest income:

(Dollars in thousands)	For the Fiscal Year Ended June 30,	
	2016	2015
Realized gain on securities:		
Sale of mortgage-backed securities	\$ 1,427	\$ 587
Total realized gain on securities	1,427	587
Unrealized loss on securities:		
Total impairment losses	(3,472)	(6,805)
Loss (gain) recognized in other comprehensive income	2,907	4,440
Net impairment loss recognized in earnings	(565)	(2,365)
Fair value gain (loss) on trading securities	(248)	(234)
Total unrealized loss on securities	(813)	(2,599)
Prepayment penalty fee income	2,914	4,695
Gain on sale-other	15,540	5,793
Mortgage banking income	11,076	15,264
Banking service fees and other income	36,196	6,850
Total non-interest income	\$ 66,340	\$ 30,590

Non-interest income totaled \$66.3 million for the fiscal year ended June 30, 2016 compared to non-interest income of \$30.6 million for fiscal 2015. The increase was primarily the result of an increase of \$29.3 million in banking service fees due to H&R Block-branded products and service fee income, a \$9.7 million increase in gain on sale-other primarily from sales of structured settlements and a decrease in unrealized loss on securities of \$1.8 million partially offset by a decrease in mortgage banking income of \$4.2 million, primarily due to a decreased gain on sale of Agency mortgage originations and a decrease in prepayment penalty fee income of \$1.8 million. Banking service fees and other income includes H&R Block-branded product fees, deposit fees and certain C&I loan fees as well as fee income from prepaid card sponsors. The primary non-interest income-generating H&R Block products and services that led to the increased banking service fees and other income are EPC and RT. The fiscal year ended June 30, 2016 was our first year offering these products and services. During fiscal 2016 fees from EPC were \$6.4 million and from RT were \$12.5 million.

Included in gain on sale – other are sales of structured settlement annuity and state lottery receivables. We engage in the wholesale and retail purchase of state lottery prize and structured settlement annuity payments. These payments are high credit quality deferred payment receivables having a state lottery commission or investment grade (top two tiers) insurance company payor. The Bank originates contracts for the retail purchase of such payments and classifies these under the heading of Factoring in the loan portfolio. Factoring yields are typically higher than mortgage loan rates. Typically, the gain received upon sale of these payment streams is greater than the gain received from an equivalent amount of mortgage loan sales. Since 2013, pools of structured settlement receivables have been originated for sale depending upon management's assessment of interest rate risk, liquidity, and offers containing favorable terms and are classified on our balance sheet as loans held for sale.

Non-interest Expense. The following table sets forth information regarding our non-interest expense for the periods shown:

(Dollars in thousands)	For the Fiscal Year Ended June 30,	
	2016	2015
Salaries and related costs	\$ 66,667	\$ 43,819
Data processing and internet	10,348	6,632
Advertising and promotional	6,867	6,060
Depreciation and amortization	4,795	3,273
Occupancy and equipment	4,326	3,091
Professional services	4,700	4,122
FDIC and regulator fees	4,632	3,434
Real estate owned and repossessed vehicles	(46)	(120)

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Other general and administrative	10,467	7,167
Total non-interest expense	\$ 112,756	\$ 77,478

Non-interest expense totaled \$112.8 million for the fiscal year ended June 30, 2016, an increase of \$35.3 million compared to fiscal 2015. Salaries and related costs increased \$22.8 million, or 52.1%, in fiscal 2016 due to increased staffing levels to support

growth in the Bank's staffing for lending, information technology and regulatory compliance. Our staff increased to 647 from 467 or 38.5% between fiscal 2016 and 2015.

Data processing and internet expense increased \$3.7 million, primarily due to growth in the number of customer accounts and enhancements to the Bank's core processing system.

Advertising and promotion expense increased \$0.8 million, primarily due to additional lead generation costs and increased deposit marketing.

Occupancy and equipment expense increased \$1.2 million, in order to support increased production and office space for additional employees.

Professional services, which include accounting and legal fees, increased \$0.6 million in fiscal 2016 compared to 2015. The increase in professional services was primarily due to increased legal expenses, partially offset by increased insurance reimbursements.

FDIC and regulator fees increased by \$1.2 million in fiscal 2016 compared to fiscal 2015, due to increased deposit balances.

Other general and administrative costs increased \$3.3 million in fiscal 2016 primarily related to contractual expenses tied to volumes of H&R Block-branded products.

Income Tax Expense. Income tax expense was \$85.6 million for the fiscal year ended June 30, 2016 compared to \$58.2 million for fiscal 2015. Our effective tax rates were 41.78% and 41.30% for the fiscal year ended June 30, 2016 and 2015, respectively. The changes in the tax rates are the result of changes in state tax allocations.

#### COMPARISON OF FINANCIAL CONDITION AT JUNE 30, 2017 AND JUNE 30, 2016

Our total assets increased \$902.4 million, or 11.9%, to \$8,501.7 million, as of June 30, 2017, up from \$7,599.3 million at June 30, 2016. The loan and lease portfolio increased a net \$1,019.8 million on a net basis, primarily from portfolio loan and lease originations and purchases of \$4,459.6 million less principal repayments and other adjustments of \$3,439.8 million. Investment securities decreased \$199.4 million primarily due to repayments and sales partially offset by purchases. Total liabilities increased by \$751.7 million or 10.9%, to \$7,667.4 million at June 30, 2017, up from \$6,915.7 million at June 30, 2016. The increase in total liabilities resulted primarily from growth in deposits of \$855.5 million partially offset by a decrease in Advances from FHLB of \$87.0 million.

Stockholders' equity increased by \$150.7 million, or 22.0%, to \$834.2 million at June 30, 2017, up from \$683.6 million at June 30, 2016. The increase was the result of \$134.7 million in net income for the fiscal year, \$8.4 million vesting and issuance of RSUs and stock-based compensation expense, and \$7.8 million unrealized gain in other comprehensive income, net of tax, less \$0.3 million in dividends declared on preferred stock.

## ASSET QUALITY AND ALLOWANCE FOR LOAN AND LEASE LOSSES

Non-performing loans and leases and foreclosed assets or “non-performing assets” consisted of the following:

(Dollars in thousands)	At June 30,					
	2017	2016	2015	2014	2013	
Non-performing assets:						
Non-accrual loans and leases:						
Single family real estate secured:						
Mortgage	\$23,377	\$28,400	\$22,842	\$12,396	\$11,353	
Home equity	16	33	9	168	37	
Multifamily real estate secured	4,255	2,218	5,399	4,302	2,882	
Commercial real estate secured	—	254	2,128	2,985	3,559	
Total non-accrual loans secured by real estate	27,648	30,905	30,378	19,851	17,831	
Auto and recreational vehicle secured	157	278	453	534	472	
Commercial & Industrial	314	—	—	—	—	
Other	274	676	—	—	—	
Total non-performing loans and leases	28,393	31,859	30,831	20,385	18,303	
Foreclosed real estate	1,353	207	1,225	—	1,865	
Repossessed vehicles	60	45	15	75	141	
Total non-performing assets	\$29,806	\$32,111	\$32,071	\$20,460	\$20,309	
Total non-performing loans and leases as a percentage of total loans and leases	0.38	% 0.50	% 0.62	% 0.57	% 0.80	%
Total non-performing assets as a percentage of total assets	0.35	% 0.42	% 0.55	% 0.46	% 0.66	%

Our non-performing assets decreased to \$29.8 million at June 30, 2017 from \$32.1 million at June 30, 2016. The decrease in non-performing assets during the fiscal year ended June 30, 2017 was comprised of a decrease in non-performing loans and leases of \$3.5 million partially offset by an increase in foreclosed real estate of \$1.1 million. The non-performing assets as a percentage of total assets decreased to 0.35% at June 30, 2017 from 0.42% at June 30, 2016. The absence of net change in non-performing assets during the fiscal year ended June 30, 2016 compared to June 30, 2015 was comprised of an increase in non-performing loans and leases of \$1.0 million offset by a decrease in foreclosed real estate of \$1.0 million.

Approximately 5.56% of our non-performing loans and leases at June 30, 2017 were considered TDRs, compared to 9.63% at June 30, 2016. Borrowers making timely payments after a troubled debt restructuring are considered non-performing for at least six months. Generally, after six months of timely payments, troubled debt restructured loans are reclassified from the non-performing loan and lease category to performing and any previously deferred interest income is recognized. Approximately 82.33% of the Bank’s non-performing loans and leases are single family first mortgages already written down in aggregate to 48.42% of the original appraisal value of the underlying properties.

At June 30, 2017, our \$23.4 million in single family non-performing loans represents 40 loans in 19 states ranging in amount from \$12,000 to \$5.0 million. At June 30, 2016, our \$28.4 million in single family non-performing loans represents 41 loans in 20 states ranging in amount from \$25,000 to \$6.3 million. The Bank has already taken impairment charge-offs of \$2.1 million on the non-performing single family loans at June 30, 2017. Our \$4.3 million in multifamily non-performing loans represents four loans in two states at June 30, 2017, with impairment charge-offs taken in the amount of \$0.1 million. At June 30, 2016 the \$2.2 million of non-performing multifamily loans represented five loans in four states, with impairment charge-offs taken in the amount of \$0.5 million. At June 30, 2017, we had no non-performing commercial real estate loans. At June 30, 2016, our \$0.3 million in commercial real estate non-performing loans represented one loan in one state with impairment charge-offs taken in the amount of \$0.3 million.

The \$157,000 in non-performing automobile and recreational vehicle (“RV”) loans represents 12 loans ranging in amount from \$200 to \$40,000 at June 30, 2017. The \$278,000 in non-performing automobile and RV loans

represented 24 loans ranging in amount from \$48 to \$45,000 at June 30, 2016. Foreclosed real estate of \$1.4 million at June 30, 2017 represents two single family properties. Foreclosed real estate of \$0.2 million at June 30, 2016 represented one multifamily property. All foreclosed real estate is measured at the lower of carrying value or fair value less costs to sell. Repossessed vehicles of \$60,000 includes five vehicles with fair values ranging in amount from \$6,000 to \$17,000 at June 30, 2017, compared to \$45,000 at June 30, 2016, which includes five vehicles with fair values ranging in amount from \$4,000 to \$18,000. Impaired loans are generally adjusted through charge-offs against the allowance for loan and lease losses.

The \$274,000 in non-performing other loans represents eight loans ranging in amount from \$5,000 to \$70,000 at June 30, 2017, compared to \$676,000 at June 30, 2016 which includes 17 loans ranging in amount from \$8,000 to \$168,000.

We have experienced growth in our non-performing single family mortgage loans over the last five years; however, we believe that the write-downs taken as of June 30, 2017 on these non-performing loans and the low average LTVs on the balance of our single family mortgage real estate loans in our portfolio make our future risk of loss better than other banks with significant exposure to real estate loans. If average nationwide residential housing values decline or if nationwide unemployment increases, we are likely to experience growth in the level of our non-performing loans and leases, foreclosed real estate and repossessed vehicles in future periods.

**Allowance for Loan and Lease Losses.** We maintain an allowance for loan and lease losses in an amount that we believe is sufficient to provide adequate protection against probable incurred losses in our loan and lease portfolio. We evaluate quarterly the adequacy of the allowance based upon reviews of individual loans and leases, recent loss experience, current economic conditions, risk characteristics of the various categories of loans and leases and other pertinent factors. The evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance is increased by the provision for loan and lease losses, which is charged against current period operating results. The allowance is decreased by the amount of charge-offs of loans and leases deemed uncollectible and increased by recoveries of loans and leases previously charged off.

The allowance for loan and lease losses includes specific and general reserves. Specific reserves are provided for impaired loans considered TDRs. All other impaired loans and leases are written down through charge-offs to their realizable value and no specific or general reserve is provided. A loan or lease is measured for impairment generally two different ways. If the loan or lease is primarily dependent upon the borrower to make payments, then impairment is calculated by comparing the present value of the expected future payments discounted at the effective interest rate to the carrying value of the loan or lease. If the loan or lease is collateral dependent, the net proceeds from the sale of the collateral is compared to the carrying value of the loan or lease. If the calculated amount is less than the carrying value of the loan or lease, the loan or lease has impairment.

A general reserve is included in the allowance for loan and lease losses and is determined by adding the results of a quantitative and a qualitative analysis to all other loans and leases not measured for impairment at the reporting date. The quantitative analysis determines the Bank's actual annual historic charge-off rates and applies the average historic rates to the outstanding loan and lease balances in each pool, the product of which is the general reserve amount. The qualitative analysis considers one or more of the following factors: changes in lending policies and procedures, changes in economic conditions, changes in the content of the portfolio, changes in lending management, changes in the volume of delinquency rates, changes to the scope of the loan and lease review system, changes in the underlying collateral of the loans and leases, changes in credit concentrations and any changes in the requirements to the credit loss calculations. A loss rate is estimated and applied to those loans and leases affected by the qualitative factors. The assessment of the adequacy of the Company's allowance for loan and lease losses is based upon a range of quantitative and qualitative factors, including levels and trends of past due and nonaccrual loans and leases, change in volume and mix of loans and leases, collateral values and charge-off history.

The Company provides general loan loss reserves for its auto and RV loans based upon the borrower credit score at the time of origination and the Company's loss experience to date. The Company obtains updated credit scores for its auto and RV borrowers approximately every six months. The updated credit score will result in a higher or lower general loan loss allowance depending on the change in borrowers' FICO scores and the resulting shift in loan balances among the five FICO bands from which the Company measures and calculates its reserves. For the general loss reserve, the Company does not use individually updated credit scores or valuations for the real estate collateralizing its real estate loans.

The allowance for loan and lease losses for the auto and RV loan portfolio at June 30, 2017 was determined by classifying each outstanding loan according to the original FICO score and providing loss rates. The Company had \$154,089 (dollars in thousands) of auto and RV loan balances subject to general reserves as follows: FICO greater than or equal to 770: \$74,180; 715 – 769: \$51,915; 700 – 714: \$13,010; 660 – 699: \$13,343 and less than 660: \$1,641.

The Company provides general loan loss reserves for mortgage loans based upon the size and class of the mortgage loan and the loan-to-value ratio ("LTV") at date of origination. The allowance for each class is determined by stratifying the outstanding unpaid balance for each loan by the LTV and applying a loss rate. At June 30, 2017, the LTV groupings for each significant mortgage class were as follows (dollars in thousands):

The Company had \$3,878,377 of single family mortgage portfolio loan balances subject to general reserves as follows: LTV less than or equal to 60%: \$2,093,625; 61% – 70%: \$1,377,727; 71% – 80%: \$406,828; and greater than 80%: \$197.

The Company had \$1,615,149 of multifamily mortgage portfolio loan balances subject to general reserves as follows: LTV less than or equal to 55%: \$791,860; 56% – 65%: \$525,066; 66% – 75%: \$287,966; 76% – 80%: \$10,257 and greater than 80%: \$0. During the quarter ended March 31, 2011, the Company divided the LTV analysis into two classes, separating the purchased loans from the loans underwritten directly by the Company.

Based on historical performance, the Company concluded that multifamily loans originated by the Bank require lower estimated loss rates than multifamily loans purchased. In fiscal years 2002 through 2004 the Company originated \$137 million of primarily 30-year multifamily mortgage loans using the same basic underwriting criteria and accounting for 20%, 25% and 19% of the total average balance of the loan portfolio for fiscal year 2004, 2003 and 2002, respectively. The Company intentionally slowed its multifamily and single family origination volume in 2005 through 2009 based upon the overall loosening of credit standards by competitors and the economic downturn. Since 2009, the economy has stabilized and competitive underwriting standards have strengthened allowing the Company to resume its originations. Since 2012, our weighted average of multifamily loans is equal to 24.5% of the total loan portfolio. For these reasons, the Company believes that its historical underwriting experience originating multifamily loans allows the Company to use its historical loss rate as a reasonable indicator of risk. The historic loss or quantitative component of the Company's general loan loss allowance is supplemented with a qualitative factor including a volume-based adjustment. At June 30, 2017 and June 30, 2016, all of the qualitative components of the general loan loss allowance for multifamily loans accounted for 100% and 97% of the total multifamily allowance, respectively.

The Bank originates and purchases mortgage loans with terms that may include repayments that are less than the repayments for fully amortizing loans, including interest only loans, option adjustable-rate mortgages, and other loan types that permit payments that may be smaller than interest accruals. The Bank's lending guidelines for interest only loans are adjusted for the increased credit risk associated with these loans by requiring borrowers with such loans to borrow at LTVs that are lower than standard amortizing ARM loans and by calculating debt to income ratios for qualifying borrowers based upon a fully amortizing payment, not the interest only payment. The Company's Credit Committee monitors and performs reviews of interest only loans. Adverse trends reflected in the Company's delinquency statistics, grading and classification of interest only loans would be reported to management and the Board of Directors. As of June 30, 2017, the Company had \$879.7 million of interest only loans and \$2.6 million of option ARM mortgage loans. Through June 30, 2017, the net amount of deferred interest on these loan types was not material to the financial position or operating results of the Company.

The Company had \$162,715 of commercial real estate loan balances subject to general reserves as follows: LTV less than or equal to 50%: \$69,358; 51% – 60%: \$36,008; 61% – 70%: \$47,092; 71% – 80%: \$10,257 and greater than 80%: \$0.

The Company's commercial secured portfolio consists of business loans well-collateralized by real estate. The Company's other portfolio consists of receivables factoring for businesses and consumers. The Company allocates its allowance for loan and lease losses for these asset types based on qualitative factors which consider the value of the collateral and the financial position of the issuer of the receivables.

We believe the weighted average LTV percentage at June 30, 2017 of 56.72% for our entire real estate loan portfolio is lower and more conservative than most banks which has resulted, and is expected to continue to result in the future, in lower average mortgage loan charge-offs when compared to the real estate loan portfolios of other comparable banks.



Edgar Filing: Bofl Holding, Inc. - Form 10-K

The following table sets forth the changes in our allowance for loan and lease losses, by portfolio class for the dates indicated:

(Dollars in thousands)	Single Family Real Estate Secured:										Total Allowance as a % of Total Loans
	Mortgage	Home Equity	Warehouse and Other	Multi-family Real Estate Secured	Commercial Real Estate Secured	Auto and RV Secured	Factoring	Commercial & Industrial	Other	Total	
Balance at June 30, 2012	4,030	192	108	2,558	398	2,159	86	102	3	9,636	0.55 %
Provision for loan losses	1,469	229	1,142	858	1,958	131	115	1,521	127	7,550	
Charge-offs	(730 )	(257 )	—	(420 )	(1,496 )	(867 )	—	—	(137 )	(3,907 )	
Recoveries	43	19	—	190	518	113	—	—	20	903	
Balance at June 30, 2013	4,812	183	1,250	3,186	1,378	1,536	201	1,623	13	14,182	0.62 %
Provision for loan and lease losses	3,214	3	9	708	12	(142 )	78	1,425	43	5,350	
Charge-offs	(125 )	(98 )	—	(359 )	(355 )	(620 )	—	—	(34 )	(1,591 )	
Recoveries	58	46	—	250	—	38	—	—	40	432	
Balance at June 30, 2014	7,959	134	1,259	3,785	1,035	812	279	3,048	62	18,373	0.51 %
Provision for loan and lease losses	6,305	(1 )	620	922	224	288	13	2,834	(5 )	11,200	
Charge-offs	(747 )	(43 )	—	(344 )	(156 )	(271 )	—	—	—	(1,561 )	
Recoveries	147	32	—	—	—	124	—	—	12	315	
Balance at June 30, 2015	13,664	122	1,879	4,363	1,103	953	292	5,882	69	28,327	0.57 %
Provision for loan and lease losses	5,040	(134)	806	(311 )	(1,056 )	854	(47 )	1,748	2,800	9,700	
Charge-offs	(205 )	(3 )	—	(114 )	(147 )	(339 )	—	—	—	(808 )	
Transfers to held for sale	—	—	—	—	—	—	—	—	(2,727)	(2,727 )	
Recoveries	167	38	—	—	982	147	—	—	—	1,334	
Balance at June 30, 2016	18,666	23	2,685	3,938	882	1,615	245	7,630	142	35,826	0.56 %
Provision for loan and lease losses	2,308	(6 )	(387 )	323	110	990	156	2,251	5,316	11,061	
Charge-offs	(1,115 )	(23 )	—	—	(23 )	(433 )	—	—	(3,502)	(5,096 )	
Transfers to held for sale	—	—	—	—	—	—	—	—	(1,828)	(1,828 )	
Recoveries	113	25	—	377	39	207	—	—	108	869	
Balance at June 30, 2017	\$19,972	\$19	\$2,298	\$4,638	\$1,008	\$2,379	\$401	\$9,881	\$236	\$40,832	0.55 %

At June 30, 2017, the entire allowance for loan and lease losses for each portfolio class was calculated as a contingent impairment (ASC 450, Contingencies for Gain and Loss). When specific loan and lease impairment analysis is performed under ASC 310-10, the impairment is either recorded as a charge-off to the loan and lease loss allowance or, if such loan is a TDR, the impairment is recorded as a specific loan and lease loss allowance.

The following table sets forth our allowance for loan and lease losses by portfolio class:

(Dollars in thousands)	At June 30, 2017		2016		2015		2014		2013	
	Loan Amount of Allowance	Category as a % of Total Loans	Loan Amount of Allowance	Category as a % of Total Loans	Loan Amount of Allowance	Category as a % of Total Loans	Loan Amount of Allowance	Category as a % of Total Loans	Loan Amount of Allowance	Category as a % of Total Loans
Single family real estate secured:										
Mortgage	\$19,972	52.4 %	\$18,666	57.5 %	\$13,664	59.6 %	\$7,959	53.4 %	\$4,812	46.5 %
Home equity	19	— %	23	— %	122	0.1 %	134	0.4 %	183	1.0 %
Warehouse & Other	2,298	6.1 %	2,685	8.4 %	1,879	7.7 %	1,259	10.3 %	1,250	8.9 %
Multifamily real estate secured	4,638	21.7 %	3,938	21.5 %	4,363	23.7 %	3,785	27.2 %	3,186	33.4 %
Commercial real estate secured	1,008	2.2 %	882	1.9 %	1,103	1.2 %	1,035	0.7 %	1,378	1.3 %
Auto & RV secured	2,379	2.1 %	1,615	1.2 %	953	0.3 %	812	0.4 %	1,536	0.8 %
Factoring	401	2.1 %	245	1.5 %	292	2.4 %	279	3.3 %	201	4.7 %
Commercial & Industrial	9,881	13.3 %	7,630	8.0 %	5,882	5.0 %	3,048	4.2 %	1,623	3.4 %
Other	236	0.1 %	142	— %	69	— %	62	0.1 %	13	— %
Total	\$40,832	100.0 %	\$35,826	100.0 %	\$28,327	100.0 %	\$18,373	100.0 %	\$14,182	100.0 %

The Company's allowance for loan and lease losses increased \$5.0 million or 14.0% from June 30, 2016 to June 30, 2017. As a percentage of the outstanding loan balance the Company's loan and lease loss allowance was 0.55% at June 30, 2017 and 0.56% at June 30, 2016. Provisions for loan loss were \$11.1 million for fiscal 2017 and \$9.7 million for fiscal 2016. The Company's loan and lease loss provisions for fiscal 2017 compared to 2016 increased by \$1.4 million due to loan and lease portfolio growth and a change in the loan and lease mix.

Charge-offs, net of recoveries, for fiscal 2017 increased \$1.0 million, decreased \$0.5 million and increased \$0.8 million for single family mortgage, multifamily and commercial real estate secured loans, respectively. Charge-offs, net of recoveries, for the auto & RV portfolio increased \$34,000 for fiscal 2017. For fiscal 2016 charge-offs, net of recoveries, decreased \$0.6 million, decreased \$0.2 million and decreased \$1.0 million for single family mortgage, multifamily and commercial real estate secured loans, respectively. Charge-offs, net of recoveries, attributable to the auto & RV portfolio increased \$45,000, for fiscal 2016.

Between June 30, 2016 and 2017, the Bank's total allowance for loan and lease losses as a proportion of the loan and lease portfolio decreased 1 basis point primarily due to a change in the loan and lease mix.

## LIQUIDITY AND CAPITAL RESOURCES

Liquidity. Our sources of liquidity include deposits, borrowings, payments and maturities of outstanding loans, sales of loans, maturities or gains on sales of investment securities and other short-term investments. While scheduled loan payments and maturing investment securities and short-term investments are relatively predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. We generally invest excess funds in overnight deposits and other short-term interest-earning assets. We use cash generated through retail deposits, our largest funding source, to offset the cash utilized in lending and investing activities. Our short-term interest-earning investment securities are also used to provide liquidity for lending and other operational requirements. As an additional source of funds, we have two credit agreements. BofI Federal Bank can borrow up to 40% of its total assets from the FHLB. Borrowings are collateralized by pledging certain mortgage loans and investment securities to the FHLB. Based on loans and securities pledged at June 30, 2017, we had a total borrowing availability of approximately \$1.2 billion and an additional \$157.6 million available with

additional collateral. The Bank can also borrow from the discount window at the FRB. FRB borrowings are collateralized by commercial loans, consumer loans and mortgage-backed securities pledged to the FRB. Based on loans and securities pledged at June 30, 2017, we had a total borrowing capacity of approximately \$1.3 million, all of which was available for use. At June 30, 2017, we also had \$35.0 million in unsecured fed funds purchase lines with two major banks under which there were no borrowings outstanding.

In the past, we have used long-term borrowings to fund our loans and to minimize our interest rate risk. Our future borrowings will depend on the growth of our lending operations and our exposure to interest rate risk. We expect to continue to use deposits and advances from the FHLB as the primary sources of funding our future asset growth.

In December 2004, we completed a transaction in which we formed a trust and issued \$5.0 million of trust-preferred securities. The net proceeds from the offering were used to purchase approximately \$5.2 million of junior subordinated debentures of our company with a stated maturity date of February 23, 2035. The debentures are the sole assets of the trust. The trust preferred securities are mandatorily redeemable upon maturity, or upon earlier redemption as provided in the indenture. We have the right to redeem the debentures in whole (but not in part) on or after specific dates, at a redemption price specified in the indenture plus any accrued but unpaid interest through the redemption date. Interest accrues at the rate of three-month LIBOR plus 2.4%, for a rate of 3.59% as of June 30, 2017, with interest paid quarterly starting in February 2005. We entered into this transaction to provide additional regulatory capital to our bank to support its growth.

In March 2012, we filed a shelf registration with the SEC which had a 3-year term and allowed us to raise capital up to \$250.0 million through the sale of debt securities, common stock, preferred stock and warrants. In February 2015, we filed a post-effective amendment to deregister all securities unsold under the March 2012 shelf registration and subsequently, we filed a new shelf registration with the SEC which allows us to issue up to \$350.0 million through the sale of debt securities, common stock, preferred stock and warrants.

In March 2016, we completed the sale of \$51.0 million aggregate principal amount of our 6.25% Subordinated Notes due February 28, 2026 (the “Notes”). We received \$51.0 million in gross proceeds as a part of this transaction, before the 3.15% underwriting discount and other offering expenses. The Notes mature on February 28, 2026 and accrue interest at a rate of 6.25% per annum, with interest payable quarterly. The Notes may be redeemed on or after March 31, 2021, which date may be extended at the our discretion, at a redemption price equal to principal plus accrued and unpaid interest, subject to certain conditions described in the Indenture.

#### AT-THE-MARKET OFFERINGS

On July 22, 2014, we entered into an At-the-Market (“ATM”) Equity Distribution Agreement with Keefe, Bruyette & Woods, Inc., Raymond James & Associates, Inc. and Sterne, Agee & Leach, Inc. (the “Distribution Agents”) pursuant to which we may issue and sell through the Distribution Agents from time to time shares of our common stock in at the market offerings with an aggregate offering price of up to \$50.0 million (the “ATM Offering”). The sales of shares of our common stock under the Equity Distribution Agreement are to be made in “at the market” offerings as defined in Rule 415 of the Securities Act of 1933, as amended, including sales made directly on the NASDAQ Global Select Market (the principal existing trading market for our common stock), or sales made through a market maker or any other trading market for our common stock, or (with our prior consent) in privately negotiated transactions at negotiated prices. The aggregate compensation payable to the Distribution Agents under the Distribution Agreement will not exceed 2.5% of the gross sales price of the shares sold under the agreement. We have also agreed to reimburse the Distribution Agents for up to \$75,000 in their expenses and have provided the Distribution Agents with customary indemnification rights.

In August 2014, we commenced sales of common stock through the ATM Offering. The details of the shares of common stock sold through the ATM Offering through January 31, 2015 are as follows (dollars in thousands, except per share data):

Distribution Agent	Month	WeightedNumber		Net	Compensation
		Average of	Shares		
		Per Share	Sold <sup>1</sup>		Distribution
		Price <sup>1</sup>			Agent
Keefe, Bruyette & Woods, Inc.	August 2014	\$ 19.68	177,668	\$ 3,409	\$ 87
Keefe, Bruyette & Woods, Inc.	September 2014	\$ 18.65	947,200	\$ 17,218	\$ 441
Keefe, Bruyette & Woods, Inc.	October 2014	\$ 17.56	200,000	\$ 3,423	\$ 88
Keefe, Bruyette & Woods, Inc.	November 2014	\$ 19.58	520,000	\$ 9,924	\$ 254
Keefe, Bruyette & Woods, Inc.	December 2014	\$ 19.69	267,200	\$ 5,130	\$ 132
Keefe, Bruyette & Woods, Inc.	January 2015	\$ 20.35	486,280	\$ 9,646	\$ 248

<sup>1</sup> Amounts have been retroactively restated for the fiscal year ended June 30, 2015 and prior periods presented to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015.

As of January 31, 2015, the total gross sales were \$50.0 million, which completed this offering.

On February 23, 2015, we entered into an ATM Equity Distribution Agreement with FBR Capital Markets & Co., Sterne, Agee & Leach, Inc. and Raymond James & Associates, Inc. (the “2015 Distribution Agents”) pursuant to which we may issue and sell through the 2015 Distribution Agents from time to time shares of our common stock in at the market offerings with an aggregate offering price of up to \$50.0 million (the “2015 ATM Offering”). The sales of shares of our common stock under the Equity Distribution Agreement are to be made in “at the market” offerings as defined in Rule 415 of the Securities Act of 1933, as amended, including sales made directly on the NASDAQ Global Select Market (the principal existing trading market for our common stock), or sales made through a market maker or any other trading market for our common stock, or (with our prior consent) in privately negotiated transactions at negotiated prices. The aggregate compensation payable to the 2015 Distribution Agents under the Distribution Agreement will not exceed 2.5% of the gross sales price of the shares sold under the agreement. We have also agreed to reimburse the 2015 Distribution Agents for up to \$75,000 in their expenses through September 30, 2015 and up to \$25,000 thereafter and have provided the 2015 Distribution Agents with customary indemnification rights. In February 2015, we commenced sales of common stock through the 2015 ATM Offering. The details of the shares of common stock sold through the 2015 ATM Offering through March 31, 2015 are as follows (dollars in thousands, except per share data):

Distribution Agent	Month	Weighted Number		Compensation	
		Average of Per Share Price <sup>1</sup>	Net Shares Sold <sup>1</sup>	to Proceeds	Distribution Agent
FBR Capital Markets & Co.	February 2015	\$ 22.68	40,000	\$ 884	\$ 23
FBR Capital Markets & Co.	March 2015	\$ 23.38	518,528	\$ 11,818	\$ 303
FBR Capital Markets & Co.	April 2015	\$ 23.10	265,088	\$ 5,971	\$ 153
FBR Capital Markets & Co.	May 2015	\$ 23.69	122,800	\$ 2,837	\$ 73
FBR Capital Markets & Co.	June 2015	\$ 24.69	251,592	\$ 6,057	\$ 155
FBR Capital Markets & Co.	July 2015	\$ 27.37	280,000	\$ 7,471	\$ 192
FBR Capital Markets & Co.	August 2015	\$ 32.81	40,000	\$ 1,279	\$ 33
FBR Capital Markets & Co.	September 2015	\$ 30.99	240,000	\$ 7,252	\$ 186
FBR Capital Markets & Co.	October 2015	\$ 32.43	163,808	\$ 5,181	\$ 132

<sup>1</sup> Amounts have been retroactively restated for the fiscal year ended June 30, 2015 and prior periods presented to reflect the four-for-one forward split of the Company’s common stock effected in the form of a stock dividend that was distributed on November 17, 2015.

As of December 31, 2015, the total gross sales were \$50.0 million, which completed this offering.

Off-Balance Sheet Commitments. At June 30, 2017, we had commitments to originate loans with an aggregate outstanding principal balance of \$495.1 million, commitments to sell loans with an aggregate outstanding principal balance at the time of sale of \$66.0 million, and no commitments to purchase loans, investment securities or any other unused lines of credit. See Item 3. Legal Proceedings for further information on pending litigation in which we are involved.

Contractual Obligations. The Company enters into contractual obligations in the normal course of business primarily as a source of funds for its asset growth and to meet required capital needs. Our time deposits due within one year of June 30, 2017 totaled \$187.5 million. If these maturing deposits do not remain with us, we may be required to seek other sources of funds, including other time deposits and borrowings. Depending on market conditions, we may be required to pay higher rates on deposits and borrowings than we currently pay on time deposits maturing within one year. We believe, however, based on past experience, that a significant portion of our time deposits will remain with us. We believe we have the ability to attract and retain deposits by adjusting interest rates offered.

The following table presents our contractual obligations for long-term debt, time deposits, and operating leases by payment date:

(Dollars in thousands)	At June 30, 2017			
	Total	Less than One to	Three to	More than

Edgar Filing: Bofl Holding, Inc. - Form 10-K

		One Year	Three Years	Five Years	Five Years
Long-term debt obligations <sup>1, 2</sup>	\$ 775,611	\$ 297,412	\$ 220,639	\$ 127,491	\$ 130,069
Time deposits <sup>2</sup>	923,096	205,399	120,841	65,958	530,898
Operating lease obligations <sup>3</sup>	17,397	4,406	9,632	1,854	1,505
Total	\$ 1,716,104	\$ 507,217	\$ 351,112	\$ 195,303	\$ 662,472

<sup>1</sup> Long-term debt includes advances from the FHLB, borrowings under repurchase agreements and Subordinated notes and debentures.

<sup>2</sup> Amounts include principal and interest due to recipient.

<sup>3</sup> Payments are for the lease of real property.



Capital Requirements. Our Company and Bank are subject to regulatory capital adequacy requirements promulgated by federal bank regulatory agencies. Failure by our Company or Bank to meet minimum capital requirements could result in certain mandatory and discretionary actions by regulators that could have a material adverse effect on our consolidated financial statements. The Federal Reserve establishes capital requirements for our Company and the OCC has similar requirements for our Bank. The following tables present regulatory capital information for our Company and Bank. Information presented for June 30, 2017, reflects the Basel III capital requirements that became effective January 1, 2015 for both our Company and Bank. Under these capital requirements and the regulatory framework for prompt corrective action, our Company and Bank must meet specific capital guidelines that involve quantitative measures of our Company and Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Our Company's and Bank's capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weightings and other factors.

Quantitative measures established by regulation require our Company and Bank to maintain certain minimum capital amounts and ratios. Federal bank regulators require our Company and Bank maintain minimum ratios of core capital to adjusted average assets of 4.0%, common equity tier 1 capital to risk-weighted assets of 4.5%, tier 1 capital to risk-weighted assets of 6.0% and total risk-based capital to risk-weighted assets of 8.0%. To be "well capitalized," our Company and Bank must maintain minimum leverage, common equity tier 1 risk-based, tier 1 risk-based and total risk-based capital ratios of at least 5.0%, 6.5%, 8.0% and 10.0%, respectively. At June 30, 2017, our Company and Bank met all the capital adequacy requirements to which they were subject to and were "well capitalized" under the regulatory framework for prompt corrective action. Management believes that no conditions or events have occurred since June 30, 2017 that would materially adversely change the Company's and Bank's capital classifications. From time to time, we may need to raise additional capital to support our Company's and Bank's further growth and to maintain their "well capitalized" status.

The Bank's and Company's capital amounts, capital ratios and requirements were as follows:

(Dollars in thousands)	BofI Holding, Inc.		BofI Federal Bank		"Well Capitalized" Ratio	Minimum Capital Ratio
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016		
<b>Regulatory Capital:</b>						
Tier 1	\$833,759	\$690,893	\$804,317	\$664,427		
Common equity tier 1	\$828,696	\$685,830	\$804,317	\$664,427		
Total capital (to risk-weighted assets)	\$925,720	\$777,834	\$845,278	\$700,368		
<b>Assets:</b>						
Average adjusted	\$8,380,909	\$7,575,526	\$8,374,509	\$7,566,865		
Total risk-weighted	\$5,651,522	\$4,755,242	\$5,645,112	\$4,747,496		

**Regulatory Capital Ratios:**

Tier 1 leverage (core) capital to adjusted average assets	9.95	% 9.12	% 9.60	% 8.78	% 5.00	% 4.00	%
Common equity tier 1 capital (to risk-weighted assets)	14.66	% 14.42	% 14.25	% 14.00	% 6.50	% 4.50	%
Tier 1 capital (to risk-weighted assets)	14.75	% 14.53	% 14.25	% 14.00	% 8.00	% 6.00	%
Total capital (to risk-weighted assets)	16.38	% 16.36	% 14.97	% 14.75	% 10.00	% 8.00	%

Beginning January 1, 2016, Basel III implements a requirement for all banking organizations to maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer is exclusively composed of common equity tier 1 capital, and it applies to each of the three risk-based capital ratios but not the leverage ratio. At June 30, 2017, the Company and Bank are in compliance with the capital conservation buffer requirement, which increases the three risk-based capital ratios by 0.625% each year through

2019, at which point, the common equity tier 1 risk based, tier 1 risk-based and total risk-based capital ratios will be 7.0%, 8.5% and 10.5%, respectively.

In connection with the approval of the acquisition of the H&R Block Bank deposits on September 1, 2015, the Bank executed a letter agreement with the OCC to maintain its Tier 1 leverage capital ratio at a minimum of 8.50% for the quarters ended in June, September and December and a minimum of 8.00% for the quarter ended in March, subject to certain adjustments. At June 30, 2017 the Bank is in compliance with this letter agreement.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is defined as the sensitivity of income and capital to changes in interest rates, foreign currency exchange rates, commodity prices and other relevant market rates or prices. The primary market risk to which we are exposed is interest rate risk. Changes in interest rates can have a variety of effects on our business. In particular, changes in interest rates affect our net interest income, net interest margin, net income, the value of our securities portfolio, the volume of loans originated, and the amount of gain or loss on the sale of our loans.

We are exposed to different types of interest rate risk. These risks include lag, repricing, basis, prepayment and lifetime cap risk, each of which is described in further detail below:

**Lag/Repricing Risk.** Lag risk results from the inherent timing difference between the repricing of our adjustable rate assets and our liabilities. Repricing risk is caused by the mismatch of repricing methods between interest-earning assets and interest-bearing liabilities. Lag/repricing risk can produce short-term volatility in our net interest income during periods of interest rate movements even though the effect of this lag generally balances out over time. One example of lag risk is the repricing of assets indexed to the monthly treasury average (“MTA”). The MTA index is based on a moving average of rates outstanding during the previous 12 months. A sharp movement in interest rates in a month will not be fully reflected in the index for 12 months resulting in a lag in the repricing of our loans and securities based on this index. We expect more of our interest-earning liabilities will mature or reprice within one year than will our interest-bearing assets, resulting in a one year negative interest rate sensitivity gap (the difference between our interest rate sensitive assets maturing or repricing within one year and our interest rate sensitive liabilities maturing or repricing within one year, expressed as a percentage of total interest-earning assets). In a rising interest rate environment, an institution with a positive gap would generally be expected, absent the effects of other factors, to experience a greater increase in its yield on assets relative to its cost on liabilities, and thus an increase in its net interest income.

**Basis Risk.** Basis risk occurs when assets and liabilities have similar repricing timing but repricing is based on different market interest rate indices. Our adjustable rate loans that reprice are directly tied to indices based upon U.S. Treasury rates, LIBOR, Eleventh District Cost of Funds and the Prime rate. Our deposit rates are not directly tied to these same indices. Therefore, if deposit interest rates rise faster than the adjustable rate loan indices and there are no other changes in our asset/liability mix, our net interest income will likely decline due to basis risk.

**Prepayment Risk.** Prepayment risk results from the right of customers to pay their loans prior to maturity. Generally, loan prepayments increase in falling interest rate environments and decrease in rising interest rate environments. In addition, prepayment risk results from the right of customers to withdraw their time deposits before maturity. Generally, early withdrawals of time deposits increase during rising interest rate environments and decrease in falling interest rate environments. When estimating the future performance of our assets and liabilities, we make assumptions as to when and how much of our loans and deposits will be prepaid. If the assumptions prove to be incorrect, the asset or liability may perform differently than expected. In the last three fiscal years, the Bank has experienced high rates of loan prepayments due to historically low interest rates and a low LTV loan portfolio.

**Lifetime Cap Risk.** Our adjustable rate loans have lifetime interest rate caps. In periods of rising interest rates, it is possible for the fully indexed interest rate (index rate plus the margin) to exceed the lifetime interest rate cap. This feature prevents the loan from repricing to a level that exceeds the cap’s specified interest rate, thus adversely affecting net interest income in periods of relatively high interest rates. On a weighted average basis, our adjustable rate loans at June 30, 2017 had lifetime rate caps that were 606 basis points greater than their current stated note rates. If market rates rise by more than the interest rate cap, we will not be able to increase these loan rates above the interest rate cap. The principal objective of our asset/liability management is to manage the sensitivity of Market Value of Equity (“MVE”) to changing interest rates. Asset/liability management is governed by policies reviewed and approved annually by our board of directors. Our board of directors has delegated the responsibility to oversee the administration of these policies to the asset/liability committee (“ALCO”). The interest rate risk strategy currently deployed by ALCO is to primarily use “natural” balance sheet hedging. ALCO makes precise adjustments to the overall MVE sensitivity by recommending investment and borrowing strategies. The management team then executes the recommended strategy by increasing or decreasing the duration of the investments and borrowings, resulting in the appropriate level of market risk the board wants to maintain. Other examples of ALCO policies designed to reduce our interest rate risk

include limiting the premiums paid to purchase mortgage loans or mortgage-backed securities. This policy addresses mortgage prepayment risk by capping the yield loss from an unexpected high level of mortgage loan prepayments. At least once a quarter, ALCO members report to our board of directors the status of our interest rate risk profile. We measure interest rate sensitivity as the difference between amounts of interest-earning assets and interest-bearing liabilities that mature within a given period of time. The difference, or the interest rate sensitivity gap, provides an indication of the extent to which an institution's interest rate spread will be affected by changes in interest rates. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities and negative when the amount of interest rate sensitive liabilities exceeds the amount of interest rate sensitive assets.

In a rising interest rate environment, an institution with a positive gap would be in a better position than an institution with a negative gap to invest in higher yielding assets or to have its asset yields adjusted upward, which would result in the yield on its assets to increase at a faster pace than the cost of its interest-bearing liabilities.

During a period of falling interest rates, however, an institution with a positive gap would tend to have its assets mature at a faster rate than one with a negative gap, which would tend to reduce the growth in its net interest income. The following table sets forth the interest rate sensitivity of our assets and liabilities:

(Dollars in thousands)	Term to Repricing, Repayment, or Maturity at					
	June 30, 2017	Over Six	Over One	Over Five	Total	
	Six Months or Less	Months Through One Year	Year through Five Years	Years		
<b>Interest-earning assets:</b>						
Cash and cash equivalents	\$643,541	\$—	\$—	\$—	\$643,541	
Mortgage-backed and other investment securities <sup>1</sup>	251,599	2,694	12,679	5,825	272,797	
Stock of the FHLB, at cost	63,207	—	—	—	63,207	
Loans, net of allowance for loan and lease losses <sup>2</sup>	2,545,071	930,038	3,776,547	122,837	7,374,493	
Loans held for sale	25,407	—	—	—	25,407	
Total interest-earning assets	3,528,825	932,732	3,789,226	128,662	8,379,445	
<b>Non-interest-earning assets</b>						
Total assets	\$3,528,825	\$932,732	\$3,789,226	\$128,662	\$8,501,680	
<b>Interest-bearing liabilities:</b>						
Interest-bearing deposits <sup>3</sup>	\$165,063	\$5,266,923	\$127,428	\$491,549	\$6,050,963	
Securities sold under agreements to repurchase <sup>4</sup>	20,000	—	—	—	20,000	
Advances from the FHLB	240,000	25,000	317,500	57,500	640,000	
Other borrowings	5,225	—	—	49,238	54,463	
Total interest-bearing liabilities	430,288	5,291,923	444,928	598,287	6,765,426	
<b>Other non-interest-bearing liabilities</b>						
Stockholders' equity	—	—	—	—	834,247	
Total liabilities and equity	\$430,288	\$5,291,923	\$444,928	\$598,287	\$8,501,680	
Net interest rate sensitivity gap	\$3,098,537	\$(4,359,191)	\$3,344,298	\$(469,625)	\$1,614,019	
Cumulative gap	\$3,098,537	\$(1,260,654)	\$2,083,644	\$1,614,019	\$1,614,019	
Net interest rate sensitivity gap—as a % of interest-earning assets	36.98	% (52.02)	)% 39.91	% (5.60)	)% 19.26	%
Cumulative gap—as a % of cumulative interest-earning assets	36.98	% (15.04)	)% 24.87	% 19.26	% 19.26	%

<sup>1</sup> Comprised of U.S. government securities, mortgage-backed securities and other securities, which are classified as trading and available-for-sale. The table reflects contractual repricing dates.

<sup>2</sup> The table reflects either contractual repricing dates, or maturities.

<sup>3</sup> The table assumes that the principal balances for demand deposit and savings accounts will reprice in the first year.

<sup>4</sup> Securities sold under agreements to repurchase reflect contractual maturities. Under terms of the agreements, repayment and repricing of repurchase may be accelerated if market rates rise.

Although “gap” analysis is a useful measurement device available to management in determining the existence of interest rate exposure, its static focus as of a particular date makes it necessary to utilize other techniques in measuring exposure to changes in interest rates. For example, gap analysis is limited in its ability to predict trends in future

earnings and makes no assumptions about changes in prepayment tendencies, deposit or loan maturity preferences or repricing time lags that may occur in response to a change in the interest rate environment.

Our net interest margin for the fiscal year ended June 30, 2017 increased to 3.95% compared to 3.91% for the fiscal year ended June 30, 2016. During the fiscal year ended June 30, 2017, interest income earned on loans and on mortgage backed securities was influenced by the amortization of premiums and discounts on purchases, and interest expense paid on deposits and new borrowings were influenced by the Fed Funds rate.

The following table indicates the sensitivity of net interest income movements to parallel instantaneous shocks in interest rates for the 1-12 months and 13-24 months' time periods. For purposes of modeling net interest income sensitivity the Bank assumes no growth in the balance sheet other than for retained earnings:

(Dollars in thousands)	As of June 30, 2017					
	First 12 Months			Next 12 Months		
	Net Interest Income	Percentage Change from Base	Net Interest Income	Percentage Change from Base	Net Interest Income	Percentage Change from Base
Up 200 basis points	\$379,557	9.0 %	\$365,926	4.2 %		
Base	\$348,301	— %	\$351,124	— %		
Down 200 basis points	\$304,853	(12.5 )%	\$304,526	(13.3 )%		

We attempt to measure the effect market interest rate changes will have on the net present value of assets and liabilities, which is defined as MVE. We analyze the MVE sensitivity to an immediate parallel and sustained shift in interest rates derived from the current treasury and LIBOR yield curves. For rising interest rate scenarios, the base market interest rate forecast was increased by 100, 200 and 300 basis points. For the falling interest rate scenarios, we used a 100 basis points decrease due to limitations inherent in the current rate environment.

The following table indicates the sensitivity of MVE to the interest rate movement as described above:

(Dollars in thousands)	As of June 30, 2017					
	Market Value of Equity	Percentage Change from Base	MVE as a Percentage of Assets	Market Value of Equity	Percentage Change from Base	MVE as a Percentage of Assets
Up 300 basis points	\$1,041,282	3.0 %	12.6 %			
Up 200 basis points	\$1,062,441	5.1 %	12.6 %			
Up 100 basis points	\$1,060,918	5.0 %	12.4 %			
Base	\$1,010,553	— %	11.7 %			
Down 100 basis points	\$893,166	(11.6 )%	10.3 %			

The computation of the prospective effects of hypothetical interest rate changes is based on numerous assumptions, including relative levels of interest rates, asset prepayments, runoffs in deposits and changes in repricing levels of deposits to general market rates, and should not be relied upon as indicative of actual results. Furthermore, these computations do not take into account any actions that we may undertake in response to future changes in interest rates.

#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Quantitative and Qualitative Disclosures About Market Risk.”

#### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA

The following financial statements are filed as a part of this report beginning on page F – 1:

DESCRIPTION	PAGE
Reports of Independent Registered Public Accounting Firms	<u>F-1</u>
Consolidated Balance Sheets at June 30, 2017 and 2016	<u>F-2</u>
Consolidated Statements of Income for the years ended June 30, 2017, 2016 and 2015	<u>F-3</u>
Consolidated Statements of Comprehensive Income for the years ended June 30, 2017, 2016 and 2015	<u>F-4</u>
Consolidated Statements of Stockholders’ Equity for the years ended June 30, 2017, 2016 and 2015	<u>F-5</u>
Consolidated Statements of Cash Flows for the years ended June 30, 2017, 2016 and 2015	<u>F-6</u>
Notes to Consolidated Financial Statements	<u>F-8</u>

#### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

54

---



#### ITEM 9A. CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures.** Our management, under supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e). Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2017, the disclosure controls and procedures were effective to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

**Management's Report On Internal Control Over Financial Reporting.** Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(1) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of; our principal executive and principal financial officers and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions of our assets;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of June 30, 2017. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control – Integrated Framework (2013 version). Based on this assessment, management has determined that our internal control over financial reporting as of June 30, 2017 is effective.

BDO USA, LLP has audited the effectiveness of the company's internal control over financial reporting as of June 30, 2017, as stated in their report dated August 23, 2017.

**Changes in Internal Control Over Financial Reporting.** There have been no changes in our internal control over financial reporting that occurred during the quarter ending June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm  
Board of Directors and Stockholders  
BofI Holding, Inc.  
San Diego, California

We have audited BofI Holding, Inc.'s internal control over financial reporting as of June 30, 2017, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). BofI Holding, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, BofI Holding, Inc. maintained, in all material respects, effective internal control over financial reporting as of June 30, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of BofI Holding, Inc. as of June 30, 2017 and 2016, and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended June 30, 2017 and our report dated August 23, 2017 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP  
San Diego, California

August 23, 2017

**ITEM 9B. OTHER INFORMATION**

On August 22, 2017, the Board of Directors of BofI Holding, Inc. adopted an amendment to the BofI Holding, Inc. 2014 Stock Incentive Plan (“Plan”). The amendment revises Section 5.1 of the Plan to extend to all share-based awards the maximum individual annual limitation on shares currently applicable to stock options and stock appreciation rights, which is currently 480,000 shares during any calendar year. The text of the amendment has been filed as Exhibit 10.10 to this Annual Report on Form 10-K.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information called for by this item with respect to directors and executive officers is incorporated herein by reference to the information contained in the section captioned “Election of Directors” and “Executive Compensation” in our definitive Proxy Statement for the 2017 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after June 30, 2017 (the “Proxy Statement”).

The information with respect to our audit committee and our audit committee financial expert is incorporated herein by reference to the information contained in the section captioned “Committees of the Board of Directors” in the Proxy Statement. The information with respect to our Code of Ethics is incorporated herein by reference to the information contained in the section captioned “Corporate Governance—Code of Business Conduct” in the Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

The information called for by this item is incorporated herein by reference to the information contained in the section captioned “Executive Compensation” in the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information called for by this item is incorporated herein by reference to the information contained in the sections captioned “Principal Holders of Common Stock” and “Security Ownership of Directors and Executive Officers” in the Proxy Statement.

Information regarding securities authorized for issuance under equity compensation plans is disclosed above in Item 5, which information is incorporated herein by this reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information called for by this item is incorporated herein by reference to the information contained in the sections captioned “Related Transactions And Other Matters” and “Corporate Governance—Board of Directors Composition and Independence” in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information called for by this item is incorporated herein by reference to the information contained in the section captioned “Independent Public Accountants” in the Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1). Financial Statements: See Part II, Item 8—Financial Statements and Supplementary data.

(a)(2). Financial Statement Schedules: All financial statement schedules have been omitted as they are either not required, not applicable, or the information is otherwise included.

(a)(3). Exhibits:

Exhibit Number	Description	Incorporated By Reference to
3.1	Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on July 6, 1999	Exhibit 3.1 to the Registration Statement on Form S-1/A (File No. 333-121329) filed on January 26, 2005.
3.1.1	Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on August 19, 1999	Exhibit 3.5 to the Registration Statement on Form S-1/A (File No. 333-121329) filed on January 26, 2005.
3.1.2	Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on February 25, 2003	Exhibit 3.6 to the Registration Statement on Form S-1/A (File No. 333-121329) filed on January 26, 2005.
3.1.3	Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on January 25, 2005	Exhibit 3.2 to the Registration Statement on Form S-1/A (File No. 333-121329) filed on January 26, 2005.
3.1.4	Certificate Eliminating Reference to a Series of Shares from the Certificate of Incorporation of the Company	Exhibit 3.3 to the Current Report on Form 8-K filed on September 7, 2011.
3.1.5	Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on October 25, 2013	Exhibit 3.1 to the Current Report on Form 8-K filed on October 28, 2013.
3.1.6	Certificate of Amendment of Certificate of Incorporation of the Company, filed with the Delaware Secretary of State on November 5, 2015	Exhibit 3.1 to the Current Report on Form 8-K filed on November 6, 2015.
3.2	By-laws	Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-121329) filed on December 16, 2004 and amended January 26, 2005; February 24, 2005 and March 11, 2005.
4.1	Certificate of Designation-Series A – 6% Cumulative Nonparticipating Perpetual Preferred Stock, Convertible through January 1, 2009	Exhibit 3.3 to the Registration Statement on Form S-1/A (File No. 333-121329) filed on January 26, 2005.
4.2	Subordinated Indenture, dated as of March 3, 2016, between BofI Holding, Inc. and U.S. Bank National Association, as trustee.	Exhibit 4.1 to the Current Report on Form 8-K filed on February 26, 2016.
4.3	First Supplemental Indenture, dated as of March 3, 2016, between BofI Holding, Inc. and U.S. Bank National Association, as trustee.	Exhibit 4.2 to the Current Report on Form 8-K filed on February 26, 2016.
4.4	Global Note to represent the 6.25% Subordinated Notes due February 28, 2026 of BofI Holding, Inc.	Exhibit 4.3 to the Current Report on Form 8-K filed on February 26, 2016.
4.5	Amendment No.1 dated March 24, 2016 to First Supplemental Indenture, dated as of March 3, 2016, between BofI Holding, Inc. and U.S. Bank National Association, as trustee.	Exhibit 4.1 to the Current Report on Form 8-K filed on March 24, 2016.
10.1	Form of Indemnification Agreement between the Company and each of its executive officers and	Exhibit 10.1 to the Registration Statement on Form S-1/A (File No. 333-121329) filed on February 24,

Edgar Filing: BofI Holding, Inc. - Form 10-K

	directors	2005.
10.2*	Amended and Restated 1999 Stock Option Plan, as amended	Exhibit 10.2 to the Registration Statement on Form S-1 (File No. 333-121329) filed on December 16, 2004.
10.3*	2004 Stock Incentive Plan, as amended November 20, 2007	Exhibit 10.3 to the Registration Statement on Form S-1 (File No. 333-121329) filed on December 16, 2004.
10.4*	2004 Employee Stock Purchase Plan, including forms of agreements thereunder	Exhibit 10.4 to the Registration Statement on Form S-1 (File No. 333-121329) filed on December 16, 2004.
10.5*	First Amended Employment Agreement, dated April 22, 2010, between Bank of Internet USA and Andrew J. Micheletti.	Exhibit 99.1 to the Current Report on Form 8-K filed on April 28, 2010.
10.6	Amended and Restated Declaration of Trust of BofI Trust I dated December 16, 2004	Exhibit 10.10 to the Registration Statement on Form S-1/A (File No. 333-121329) filed on January 26, 2005.
10.7*	Amended and Restated Employment Agreement, dated May 26, 2011, between the Company and subsidiaries, and Gregory Garrabrants	Exhibit 99.1 to the Current Report on Form 8-K filed on May 27, 2011.

Edgar Filing: BofI Holding, Inc. - Form 10-K

Exhibit Number	Description	Incorporated By Reference to
10.7.1*	Second Amended and Restated Employment Agreement, dated June 30, 2017, between the Company and subsidiaries, and Gregory Garrabrants	Exhibit 99.1 to the Current Report on Form 8-K filed on July 7, 2017.
10.8	Lease Agreement dated December 5, 2011 between La Jolla Village, LLC and the Company	Exhibit 99.1 to the Current Report on Form 8-K filed on December 9, 2011.
10.9*	BofI Holding, Inc. 2014 Stock Incentive Plan	Appendix A to the Definitive Proxy Statement on Schedule 14A, filed on September 8, 2014.
10.10*	Amendment to BofI Holding, Inc. 2014 Stock Incentive Plan	Filed herewith.
10.11*	Description of Amendment to Employment Letter between Eshel Bar-Adon and BofI Federal Bank	Exhibit 10.2 to the Quarterly Report on Form 10-Q filed on May 6, 2014.
10.12*	Description of Amendment to Employment Letter between Brian Swanson and BofI Federal Bank	Exhibit 10.4 to the Quarterly Report on Form 10-Q filed on May 6, 2014.
10.12.1*	Description of Amendment to Employment Letter between Brian Swanson and BofI Federal Bank	Exhibits 99.1 and 99.2 to the Current Report on Form 8-K filed on January 15, 2015.
10.13	Program Management Agreement, dated August 31, 2015, by and among BofI Federal Bank, H&R Block and Emerald Financial Services, LLC	Exhibit 10.1 (Program Management Agreement) to Form 8-K filed by H&R Block, Inc. on September 1, 2015. ***
10.13.1	Emerald Advance Receivables Participation Agreement, dated August 31, 2015, by and among BofI Federal Bank, H&R Block, Emerald Financial Services, LLC and HRB Participant I, LLC	Exhibit 10.2 to Form 8-K filed by H&R Block, Inc. on September 1, 2015. ***
10.13.2	Guaranty Agreement, dated August 31, 2015, by and among BofI Federal Bank and H&R Block	Exhibit 10.3 to Form 8-K filed by H&R Block, Inc. on September 1, 2015. ***
10.14*	Description of Amendment to Employment Letter between Thomas Constantine and BofI Federal Bank	Exhibit 10.16 to the Annual Report on Form 10-K filed on August 26, 2015.
21.1	Subsidiaries of the Company consist of BofI Federal Bank (federal charter) and BofI Trust I (Delaware charter)	
23.1	Consent of BDO USA, LLP, Independent Registered Public Accounting Firm	Filed herewith.
24.1	Power of Attorney, incorporated by reference to the signature page to this report.	Signature page to this report.
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith.
32.2	Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith.
101.INS**	XBRL Instance Document	Filed herewith.
101.SCH**	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.

Edgar Filing: Bofl Holding, Inc. - Form 10-K

101.LAB\*\*XBRL Taxonomy Extension Label Linkbase Document Filed herewith.

101.PRE\*\*XBRL Taxonomy Extension Presentation Linkbase Document Filed herewith.

\*Indicates management contract or compensatory plan, contract or arrangement.

\*\*XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

\*\*\*Certain schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company agrees to furnish supplementally to the Securities and Exchange Commission upon request copies of any omitted schedule. A list of the omitted schedules and exhibits is set forth on the final page of the exhibit, and is incorporated herein by reference.



SIGNATURES

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

BOFI HOLDING, INC.

Date: August 23, 2017 By: /s/ Gregory Garrabrants  
Gregory Garrabrants  
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gregory Garrabrants and Andrew J. Micheletti, jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Report on Form 10-K, and file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant as of August 23, 2017 in the capacities indicated:

Signature	Title
/s/ Gregory Garrabrants Gregory Garrabrants	Chief Executive Officer (Principal Executive Officer), Director
/s/ Andrew J. Micheletti Andrew J. Micheletti	Chief Financial Officer (Principal Financial Officer)
/s/ Derrick K. Walsh Derrick K. Walsh	Chief Accounting Officer (Principal Accounting Officer)
/s/ Paul Grinberg Paul Grinberg	Chairman
/s/ Nicholas A. Mosich Nicholas A. Mosich	Vice Chairman
/s/ James S. Argalas James S. Argalas	Director
/s/ Gary Burke Gary Burke	Director
/s/ James Court James Court	Director
/s/ Edward J. Ratinoff Edward J. Ratinoff	Director
/s/ Uzair Dada Uzair Dada	Director

BOFI HOLDING, INC.  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

DESCRIPTION	PAGE
Report of Independent Registered Public Accounting Firm	<u>F-1</u>
Consolidated Balance Sheets at June 30, 2017 and 2016	<u>F-2</u>
Consolidated Statements of Income for the years ended June 30, 2017, 2016 and 2015	<u>F-3</u>
Consolidated Statements of Comprehensive Income for the years ended June 30, 2017, 2016 and 2015	<u>F-4</u>
Consolidated Statements of Stockholders' Equity for the years ended June 30, 2017, 2016 and 2015	<u>F-5</u>
Consolidated Statements of Cash Flows for the years ended June 30, 2017, 2016 and 2015	<u>F-6</u>
Notes to Consolidated Financial Statements	<u>F-8</u>

---

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

BofI Holding, Inc.

San Diego, California

We have audited the accompanying consolidated balance sheets of BofI Holding, Inc. as of June 30, 2017 and 2016 and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended June 30, 2017. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of BofI Holding, Inc. at June 30, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2017, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), BofI Holding, Inc.'s internal control over financial reporting as of June 30, 2017, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated August 23, 2017 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

San Diego, California

August 23, 2017

F-1

---

**BOFI HOLDING, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS**

	At June 30,	
(Dollars in thousands, except par and stated value)	2017	2016
<b>ASSETS</b>		
Cash and due from banks	\$628,172	\$486,627
Federal funds sold	15,369	100
Total cash and cash equivalents	643,541	486,727
Securities:		
Trading	8,327	7,584
Available for sale	264,470	265,447
Held to maturity—fair value of \$0 at June 2017 and \$202,677 at June 2016	—	199,174
Stock of the Federal Home Loan Bank, at cost	63,207	57,123
Loans held for sale, carried at fair value	18,738	20,871
Loans held for sale, carried at lower of cost or fair value	6,669	33,530
Loans and leases—net of allowance for loan and lease losses of \$40,832 as of June 2017 and \$35,826 as of June 2016	7,374,493	6,354,679
Accrued interest receivable	20,781	26,201
Furniture, equipment and software—net	16,659	13,995
Deferred income tax	34,341	39,171
Cash surrender value of life insurance	6,174	5,990
Mortgage servicing rights, carried at fair value	7,200	3,943
Other real estate owned and repossessed vehicles	1,413	252
Other assets	35,667	84,617
<b>TOTAL ASSETS</b>	<b>\$8,501,680</b>	<b>\$7,599,304</b>
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Deposits:		
Non-interest bearing	\$848,544	\$588,774
Interest bearing	6,050,963	5,455,277
Total deposits	6,899,507	6,044,051
Securities sold under agreements to repurchase	20,000	35,000
Advances from the Federal Home Loan Bank	640,000	727,000
Subordinated notes and debentures and other	54,463	56,016
Accrued interest payable	1,284	1,667
Accounts payable and accrued liabilities and other liabilities	52,179	51,980
Total liabilities	7,667,433	6,915,714
<b>COMMITMENTS AND CONTINGENCIES (Note 14)</b>		
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock—\$0.01 par value; 1,000,000 shares authorized; Series A—\$10,000 stated value and liquidation preference per share; 515 shares issued and outstanding as of June 2017 and June 2016	5,063	5,063
Common stock—\$0.01 par value; 150,000,000 shares authorized, 65,115,932 shares issued and 63,536,244 shares outstanding as of June 2017, 64,513,494 shares issued and 63,219,392 shares outstanding as of June 2016	651	645
Additional paid-in capital	346,117	331,156
Accumulated other comprehensive income (loss)—net of tax	487	(7,304 )
Retained earnings	519,246	384,815
	(37,317 )	(30,785 )

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Treasury stock, at cost; 1,579,688 shares as of June 2017 and 1,294,102 shares as of June 2016

Total stockholders' equity	834,247	683,590
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$8,501,680</b>	<b>\$7,599,304</b>

See accompanying notes to the consolidated financial statements.

F-2

---

BOFI HOLDING, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except earnings per share)	Year Ended June 30,		
	2017	2016	2015
<b>INTEREST AND DIVIDEND INCOME:</b>			
Loans and leases, including fees	\$358,849	\$291,058	\$220,486
Investments	28,437	26,649	23,878
Total interest and dividend income	387,286	317,707	244,364
<b>INTEREST EXPENSE:</b>			
Deposits	56,494	42,667	34,733
Advances from the Federal Home Loan Bank	12,403	11,175	8,910
Other borrowings	5,162	2,854	1,776
Total interest expense	74,059	56,696	45,419
Net interest income	313,227	261,011	198,945
Provision for loan and lease losses	11,061	9,700	11,200
Net interest income, after provision for loan and lease losses	302,166	251,311	187,745
<b>NON-INTEREST INCOME:</b>			
Realized gain (loss) on sale of securities	3,920	1,427	587
<b>Other-than-temporary loss on securities:</b>			
Total impairment losses	(10,937 )	(3,472 )	(6,805 )
Loss (gain) recognized in other comprehensive income	8,973	2,907	4,440
Net impairment loss recognized in earnings	(1,964 )	(565 )	(2,365 )
Fair value gain (loss) on trading securities	743	(248 )	(234 )
Total unrealized loss on securities	(1,221 )	(813 )	(2,599 )
Prepayment penalty fee income	4,574	2,914	4,695
Gain on sale – other	4,487	15,540	5,793
Mortgage banking income	14,284	11,076	15,264
Banking service fees and other income	42,088	36,196	6,850
Total non-interest income	68,132	66,340	30,590
<b>NON-INTEREST EXPENSE:</b>			
Salaries and related costs	81,821	66,667	43,819
Data processing and internet	13,323	10,348	6,632
Advertising and promotional	9,367	6,867	6,060
Depreciation and amortization	6,094	4,795	3,273
Occupancy and equipment	5,612	4,326	3,091
Professional services	4,980	4,700	4,122
FDIC and regulatory fees	4,330	4,632	3,434
Real estate owned and repossessed vehicles	498	(46 )	(120 )
Other general and administrative	11,580	10,467	7,167
Total non-interest expense	137,605	112,756	77,478
<b>INCOME BEFORE INCOME TAXES</b>	<b>232,693</b>	<b>204,895</b>	<b>140,857</b>
<b>INCOME TAXES</b>	<b>97,953</b>	<b>85,604</b>	<b>58,175</b>
<b>NET INCOME</b>	<b>\$134,740</b>	<b>\$119,291</b>	<b>\$82,682</b>
<b>NET INCOME ATTRIBUTABLE TO COMMON STOCK</b>	<b>\$134,431</b>	<b>\$118,982</b>	<b>\$82,373</b>
<b>COMPREHENSIVE INCOME</b>	<b>\$142,531</b>	<b>\$121,386</b>	<b>\$83,649</b>
Basic earnings per share <sup>1</sup>	\$2.07	\$1.85	\$1.35
Diluted earnings per share <sup>1</sup>	\$2.07	\$1.85	\$1.34

1- Per share amounts have been retroactively restated for the fiscal year ended June 30, 2015 to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015.

See accompanying notes to the consolidated financial statements.

F-3

---



BOFI HOLDING, INC. AND SUBSIDIARY  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands)	Year Ended June 30,		
	2017	2016	2015
NET INCOME	\$134,740	\$119,291	\$82,682
Net unrealized gain (loss) from available-for-sale securities, net of tax expense (benefit) of \$3,363, \$(68), and \$132 for the years ended June 30, 2017, 2016 and 2015, respectively.	5,218	(94	) 180
Other-than-temporary impairment on securities recognized in other comprehensive income, net of tax expense (benefit) of \$3,195, \$2,177 and \$832 for the years ended June 30, 2017, 2016 and 2015, respectively.	4,957	3,018	1,139
Reclassification of net (gain) loss from available-for-sale securities included in income, net of tax expense (benefit) of \$1,536, \$598 and \$235 for the years ended June 30, 2017, 2016 and 2015, respectively.	(2,384	) (829	) (352
Other comprehensive income (loss)	7,791	2,095	967
Comprehensive income	\$142,531	\$121,386	\$83,649

See accompanying notes to the consolidated financial statements.

BOFI HOLDING, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Dollars in thousands)	Convertible Preferred Stock		Common Stock			Additional Paid-in Capital <sup>1</sup>	Retained Earnings	Accumulated Other Comprehensive Income (Loss), Net of Income Tax	Treasury Stock	Total	
	Shares	Amount	Number of Shares Issued <sup>1</sup>	Treasury	Outstanding <sup>1</sup>						
Balance as of June 30, 2014	515	\$5,063	58,779,522	(971,922)	57,807,600	\$587	\$207,146	\$183,460	\$(10,366)	\$(15,112)	\$37,407
Net income	—	—	—	—	—	—	—	82,682	—	—	82,682
Other comprehensive income (loss)	—	—	—	—	—	—	—	—	967	—	967
Cash dividends on preferred stock	—	—	—	—	—	—	—	(309)	—	—	(309)
Issuance of common stock	—	—	3,796,356	—	3,796,356	38	75,947	—	—	—	75,985
Stock-based compensation expense	—	—	—	—	—	—	6,648	—	—	—	6,648
Restricted stock unit vesting and tax benefits	—	—	350,947	(56,151)	294,796	4	2,426	—	—	(5,310)	(2,880)
Stock option exercises and tax benefits	—	—	218,539	(42,287)	176,252	2	3,875	—	—	(4,222)	(343)
Balance as of June 30, 2015	515	\$5,063	63,145,364	(1,070,360)	62,075,004	\$631	\$296,042	\$265,833	\$(9,399)	\$(24,644)	\$53,407
Net income	—	—	—	—	—	—	—	119,291	—	—	119,291
Other comprehensive income (loss)	—	—	—	—	—	—	—	—	2,095	—	2,095
Cash dividends on preferred stock	—	—	—	—	—	—	—	(309)	—	—	(309)
Issuance of common stock	—	—	723,808	—	723,808	7	21,113	—	—	—	21,120
Stock-based compensation expense	—	—	25,394	—	25,394	1	11,325	—	—	—	11,320
Restricted stock unit vesting and tax benefits	—	—	536,528	(223,742)	312,786	5	1,520	—	—	(6,141)	(4,615)
	—	—	82,400	—	82,400	1	1,156	—	—	—	1,152

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Stock option exercises and tax benefits												
Balance as of June 30, 2016	515	\$5,063	64,513,494	(1,294,102)	63,219,392	\$645	\$331,156	\$384,815	\$(7,304)	)	\$(30,785)	\$68
Net income	—	—	—	—	—	—	—	134,740	—	—	—	134,740
Other comprehensive income (loss)	—	—	—	—	—	—	—	—	7,791	—	—	7,791
Cash dividends on preferred stock	—	—	—	—	—	—	—	(309)	)	—	—	(309)
Stock-based compensation expense	—	—	31,674	—	31,674	—	14,535	—	—	—	—	14,535
Restricted stock unit vesting and tax benefits	—	—	570,764	(285,586)	285,178	6	426	—	—	—	(6,532)	(6,532)
Balance as of June 30, 2017	515	\$5,063	65,115,932	(1,579,688)	63,536,244	\$651	\$346,117	\$519,246	\$487	—	\$(37,317)	\$83

1- Common stock amounts have been retroactively restated for the fiscal year ended June 30, 2015 and prior periods presented to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015. The par value of common stock remains unchanged at \$0.01 per share after the aforementioned forward stock split. As a result, the stated capital attributable to common stock increased proportionately and the additional paid-in capital decreased by the amount by which the stated capital increased.

See accompanying notes to the consolidated financial statements.

BOFI HOLDING, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)	Year Ended June 30,		
	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 134,740	\$ 119,291	\$ 82,682
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Accretion of discounts on securities	(2,766 )	(5,276 )	(5,517 )
Net accretion of discounts on loans and leases	(4,859 )	959	(27 )
Amortization of borrowing costs	208	72	5
Stock-based compensation expense	14,535	11,326	6,648
Tax benefit from exercise of common stock options and vesting of restricted stock units	(432 )	(2,531 )	(5,526 )
Valuation of financial instruments carried at fair value	(743 )	248	234
Net gain on sale of investment securities	(3,920 )	(1,427 )	(587 )
Impairment charge on securities	1,964	565	2,365
Provision for loan and lease losses	11,061	9,700	11,200
Deferred income taxes	(2,220 )	(6,647 )	(8,818 )
Origination of loans held for sale	(1,375,443 )	(1,363,025 )	(1,048,982 )
Unrealized (gain) loss on loans held for sale	222	(97 )	119
Gain on sales of loans held for sale	(18,771 )	(26,616 )	(21,057 )
Proceeds from sale of loans held for sale	1,420,031	1,523,113	1,114,097
Change in fair value of mortgage servicing rights	(31 )	889	265
(Gain) loss on sale of other real estate and foreclosed assets	(42 )	(145 )	(283 )
Depreciation and amortization of furniture, equipment and software	6,094	4,795	3,273
Net changes in assets and liabilities which provide (use) cash:			
Accrued interest receivable	4,511	(6,070 )	(6,405 )
Other assets	45,762	(54,784 )	(17,953 )
Accrued interest payable	(383 )	401	(84 )
Accounts payable and accrued liabilities	(5,634 )	5,903	10,453
Net cash provided by (used) in operating activities	223,884	210,644	116,102
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of investment securities	(249,909 )	(161,395 )	(10,464 )
Proceeds from sales of available-for-sale securities	161,048	14,969	9,539
Proceeds from repayment of securities	307,456	80,009	80,546
Purchase of stock of the Federal Home Loan Bank	(66,294 )	(136,952 )	(60,870 )
Proceeds from redemption of stock of Federal Home Loan Bank	60,210	146,099	37,370
Origination of loans held for investment	(4,068,990 )	(3,582,766 )	(3,242,828 )
Origination of mortgage warehouse loans, net	(113,711 )	(51,145 )	(29,083 )
Proceeds from sales of other real estate owned and repossessed assets	367	1,478	1,518
Purchases of loans and leases, net of discounts and premiums	(269,886 )	(140,493 )	(2,452 )
Principal repayments on loans and leases	3,427,818	2,253,017	1,847,665
Purchases of furniture, equipment and software	(8,758 )	(10,239 )	(5,117 )
Net cash used in investing activities	(820,649 )	(1,587,418 )	(1,374,176 )

BOFI HOLDING, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)	Year Ended June 30,		
	2017	2016	2015
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net increase in deposits	\$855,456	\$1,592,134	\$1,410,381
Proceeds from the Federal Home Loan Bank advances	1,117,000	920,000	734,000
Repayment of the Federal Home Loan Bank advances	(1,204,000)	(946,000)	(891,000)
Repayments of other borrowings and securities sold under agreements to repurchase	(15,000)	—	(10,000)
Proceeds from exercise of common stock options	—	151	781
Proceeds from issuance of common stock	—	21,120	75,985
Tax benefit from exercise of common stock options and vesting of restricted stock grants	432	2,531	5,526
Cash dividends paid on preferred stock	(309)	(309)	(309)
Proceeds from issuance of subordinated notes	—	51,000	—
Net cash provided by financing activities	753,579	1,640,627	1,325,364
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	156,814	263,853	67,290
<b>CASH AND CASH EQUIVALENTS—Beginning of year</b>	\$486,727	\$222,874	\$155,584
<b>CASH AND CASH EQUIVALENTS—End of year</b>	\$643,541	\$486,727	\$222,874
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Interest paid on deposits and borrowed funds	\$74,442	\$56,296	\$45,503
Income taxes paid	\$102,482	\$89,184	\$68,481
Transfers to other real estate and repossessed vehicles	\$1,982	\$571	\$2,484
Transfers from loans and leases held for investment to loans held for sale	\$2,935	\$72,920	\$30,000
Transfers from loans held for sale to loans and leases held for investment	\$2,790	\$21,488	\$7,237
Securities transferred from held-to-maturity to available-for-sale portfolio	\$194,153	\$—	\$—

See accompanying notes to the consolidated financial statements.

BOFI HOLDING, INC. AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED JUNE 30, 2017, 2016 AND 2015

(Dollars in thousands, except per share and stated value amounts)

1. ORGANIZATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Presentation and Consolidation.** The consolidated financial statements include the accounts of BofI Holding, Inc. and its wholly owned subsidiary, BofI Federal Bank (collectively, the “Company”). All significant intercompany balances have been eliminated in consolidation. Certain reclassifications were made to previously reported amounts in the unaudited condensed consolidated financial statements and notes thereto to make them consistent with the current period presentation.

BofI Holding, Inc. was incorporated in the State of Delaware on July 6, 1999 for the purpose of organizing and launching an Internet-based savings bank. BofI Federal Bank (the “Bank”), which opened for business over the Internet on July 4, 2000, is subject to regulation and examination by the Office of the Comptroller of the Currency (“OCC”), its primary regulator. The Federal Deposit Insurance Corporation (“FDIC”) insures the Bank’s deposit accounts up to the maximum allowable amount.

On November 17, 2015, the Company completed a four-for-one forward stock split in the form of a stock dividend. References made to outstanding shares or per share amounts in the condensed consolidated financial statements and accompanying notes have been retroactively restated to reflect this four-for-one forward stock split. In November 2015, the number of authorized shares of common stock available for issuance was increased from 50,000,000 to 150,000,000 as approved by the Company’s Board of Directors and stockholders.

**Use of Estimates.** In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan and lease losses, the assessment for other-than-temporary impairment on investment securities and the fair value of certain financial instruments.

**Business.** The Bank provides consumer and business banking products through the branchless distribution channels and affinity partners. The Bank’s deposit products are demand accounts, savings accounts and time deposits marketed to consumers and businesses located in all 50 states. The Bank’s primary lending products are residential single family and multifamily mortgage loans. The Bank’s business is primarily concentrated in the state of California and is subject to the general economic conditions of that state.

**Cash and cash equivalents.** The Bank’s cash, due from banks, money market mutual funds and federal funds sold, all of which have original maturities within 90 days, consist of cash and cash equivalents. Net cash flows are reported for customer deposit transactions.

**Restrictions on Cash.** Federal Reserve Board regulations require depository institutions to maintain certain minimum reserve balances. Included in cash were balances required by the Federal Reserve Bank of San Francisco of \$57,529 and \$35,159 at June 30, 2017 and 2016, respectively.

**Interest Rate Risk.** The Bank’s assets and liabilities are generally monetary in nature and interest rate changes have an effect on the Bank’s performance. The Bank decreases the effect of interest rate changes on its performance by striving to match maturities and interest sensitivity between loans and deposits. A significant change in interest rates could have a material effect on the Bank’s results of operations.

**Concentration of Credit Risk.** The Bank’s loan portfolio was collateralized by various forms of real estate with approximately 69.6% of the mortgage portfolio located in California at June 30, 2017. The Bank’s loan portfolio contains concentrations of credit in multifamily, single family, commercial, and home equity loans. The Bank believes its underwriting standards combined with its low LTV requirements substantially mitigate the risk of loss which may result from these concentrations.

Brand Partnership Products. The Bank has agreements with multiple partners to offer a variety of banking products. Through our agreement with H&R Block, Inc. (“H&R Block”) and its wholly-owned subsidiaries the Bank provides H&R Block-branded financial products and services. The products and services that represent the primary focus and the majority of transactional volume that the Bank processes are described in detail below.

F-8

---

The first product is Emerald Prepaid MasterCard® services. The Bank entered into agreements to offer this product in August 2015. Under the agreements, the Bank is responsible for the primary oversight and control of the prepaid card programs of a wholly-owned subsidiary of H&R Block. The Bank holds the prepaid card customer deposits for those cards issued under the prepaid programs in non-interest bearing accounts and earns a fixed fee paid by H&R Block's subsidiary for each automated clearing house ("ACH") transaction processed through the prepaid card customer accounts. A portion of H&R Block's customers use the Emerald Card as an option to receive federal and state income tax refunds. The prepaid customer deposits are included in non-interest bearing deposit liabilities on the balance sheet of the Company and the ACH fee income is included in the income statement under the line banking service fees and other income.

The second product is Refund Transfer. The Bank entered into agreements to offer this product in August 2015. The Bank is responsible for the primary oversight and control of the refund transfer program of a wholly-owned subsidiary of H&R Block. The Bank opens a temporary bank account for each H&R Block customer who is receiving an income tax refund and elects to defer payment of his or her tax preparation fees. After the Internal Revenue Service and any state income tax authorities transfer the refund into the customer's account, the net funds are transferred to the customer and the temporary deposit account is closed. The Bank earns a fixed fee paid by H&R Block for each of the H&R Block customers electing a Refund Transfer. The fees are earned primarily in the quarters ending March 31st and are included in the income statement under the line banking service fees and other income.

The third product is Emerald Advance. The Bank entered into agreements to offer this product in August 2015. Under the agreements the Bank is responsible for the underwriting guidelines and credit policies for unsecured consumer lines of credit offered to H&R Block customers. The Bank offers and funds unsecured lines of credit to consumers primarily through the H&R Block tax preparation offices and earns interest income and fee income. The Bank retains 10% of the Emerald Advance and sells the remainder to H&R Block. The lines of credit are included in loans and leases on the balance sheet of the Company and the interest income and fee income are included in the income statement under the line loans and leases interest and dividend income.

The fourth product is an Individual Retirement Account ("IRA"). The Bank entered into agreements to offer this product in August 2015, and the initial offering of this product through H&R Block offices occurred in conjunction with the tax season ended April 18, 2017. The Bank is responsible for the primary oversight and control of the IRA product. During a tax preparation session with an H&R Block tax preparer, the customer is given an option to open a traditional IRA or Roth IRA savings account with the Bank. If the customer elects the option to open an account and meets the Bank's requirements, an account is opened on the Bank's core operating system under the Bank's oversight and control. The customer has the option to deposit funds for the IRA through check or ACH. The Bank provides IRA custodial services, earns a nominal fee paid by the customers for any account closures or transfers out, and pays customers interest based on their IRA balance. The fees are included in the income statement under the line banking service fees and other income and interest paid is included under the line deposit interest expense.

The fifth product is an interest-free Refund Advance loan. The Bank entered into agreements in October 2016 to offer this product during the 2017 tax season. Under the agreements the Bank purchases the Refund Advance loans from a third-party bank at a discount. The Refund advance loans are interest-free loans to consumers and offered primarily through the H&R Block tax preparation offices. The Bank has a limited guarantee from H&R Block that reduces the Bank's credit exposure on the Refund Advance loans. The Bank retains the Refund Advance loans that it purchases and includes the Refund Advance loans in loans and leases on the balance sheet of the Company and records the accretion of the loan discount as interest income, which is included in the income statement under the line loans and leases interest and dividend income.

The H&R Block-branded financial services products introduce seasonality into the Company's quarterly reports on Form 10-Q in the unaudited condensed consolidated income statements through the banking and service fees category of non-interest income and the other general and administrative category of non-interest expense, with the peak income and expense in these categories typically occurring during the Company's third fiscal quarter ended March 31. Securities. Debt securities are classified as held-to-maturity and carried at amortized cost when management has both the positive intent and ability to hold them to maturity. Debt securities are classified as available-for-sale when they might be sold before maturity. Trading securities refer to certain types of assets that banks hold for resale at a profit or



when the Company elects to account for certain securities at fair value. Increases or decreases in the fair value of trading securities are recognized in earnings as they occur. Securities available-for-sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax. During the quarter ended September 30, 2016, the Company elected to reclassify all of its held-to-maturity securities to available-for-sale. See Note 3 – “Securities” for further information.

F-9

---

Gains and losses on securities sales are based on a comparison of sales proceeds and the amortized cost of the security sold using the specific identification method. Purchases and sales are recognized on the trade date. Interest income includes amortization of purchase premiums or discounts. Premiums and discounts on securities are amortized or accreted using the level-yield method without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated. The Company's portfolios of held-to-maturity and available-for-sale securities are reviewed quarterly for other-than-temporary impairment. In performing this review, management considers (1) the length of time and extent that fair value has been less than amortized cost, (2) the financial condition and near term prospects of the issuer, (3) the impact of changes in market interest rates on the market value of the security and (4) how to record an impairment by assessing whether the Company intends to sell it or is more likely than not that it will be required to sell a security in an unrealized loss position before the Company recovers the security's amortized cost. If either of these criteria for (4) is met, the entire difference between amortized cost and fair value is recognized in earnings. Alternatively, if the criteria for (4) is not met, the amount of impairment recognized in earnings is limited to the amount related to credit losses, while impairment related to other factors is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis.

**Loans and Leases.** Loans and leases that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal balance outstanding, net of unearned interest, deferred purchase premiums and discounts, deferred loan and lease origination fees and costs, and an allowance for loan and lease losses. Interest income is accrued on the unpaid principal balance. Premiums and discounts on loans purchased as well as loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the level-yield method.

The Company provides equipment financing to its customers through a variety of lease arrangements. The most common arrangement is a direct financing (capital) lease. For direct financing leases, lease receivables are recorded on the balance sheet but the leased property is not, although the Company generally retains legal title to the leased property until the end of each lease. Direct financing leases are stated at the net amount of minimum lease payments receivable, plus any unguaranteed residual value, less the amount of unearned income and net acquisition discount at the reporting date. Direct lease origination costs are amortized over the weighted average life of the lease portfolio. Leases acquired in an acquisition are initially measured and recorded at their fair value on the acquisition date. Purchase discounts or premiums on acquired leases are recognized as an adjustment to interest income over the contractual life of the leases using the effective interest method or taken into income when the related leases are paid off. Direct financing leases are subject to our allowance for loans and leases.

Recognition of interest income on all portfolio segments is generally discontinued at the time the loan or lease is 90 days delinquent unless the loan and lease is well secured and in process of collection. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not received for loans and leases placed on nonaccrual, is reversed against interest income.

Interest received on such loans is accounted for on the cash-basis or cost recovery method, until qualifying for return to accrual status. Loans and leases are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

**Loans Held for Sale.** U.S. government agency ("agency") loans originated and intended for sale in the secondary market are carried at fair value. Net unrealized gains and losses are recognized through the income statement. The Bank sells its mortgage loans with either servicing released or servicing retained depending upon market pricing. Gains and losses on loan sales are recorded as mortgage banking income or other gains on sale, based on the difference between sales proceeds and carrying value. Non-agency loans held for sale as of June 30, 2017 were carried at the lower of cost or fair value.

Loans that were originated with the intent and ability to hold for the foreseeable future (loans held in portfolio) but which have been subsequently designated as being held for sale for risk management or liquidity needs are carried at the lower of cost or fair value calculated using pools of loans with similar characteristics.

There may be times when loans have been classified as held for sale and cannot be sold. Loans transferred to a long-term investment classification from held-for-sale are transferred at the lower of cost or market value on the transfer date. Any difference between the carrying amount of the loan and its outstanding principal balance is recognized as an adjustment to yield by the interest method. A loan cannot be classified as a long-term investment unless the Bank has both the ability and the intent to hold the loan for the foreseeable future or until maturity.

F-10

---

Allowance for Loan and Lease Losses. The allowance for loan and lease losses is maintained at a level estimated to provide for probable incurred losses in the loan and lease portfolio. Management determines the adequacy of the allowance based on reviews of individual loans and leases and pools of loans, recent loss experience, current economic conditions, the risk characteristics of the various categories of loans and other pertinent factors. This evaluation is inherently subjective and requires estimates that are susceptible to significant revision as more information becomes available. The allowance is increased by the provision for loan and lease losses, which is charged against current period operating results, and recoveries of loans and leases previously charged-off. The allowance is decreased by the amount of charge-offs of loans and leases deemed uncollectible. Allocations of the allowance may be made for specific loans and leases but the entire allowance is available for any loan or lease that, in management's judgment, should be charged off.

The allowance for loan and lease losses includes general reserves and may include specific reserves. Specific reserves may be provided for impaired loans and leases considered Troubled Debt Restructurings ("TDRs"). All other impaired loans and leases are written down through charge-offs to the fair value of collateral, less estimated selling cost, and no specific or general reserve is provided. A loan or lease is impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan or lease agreement. Loans and leases for which terms have been modified resulting in a concession and for which the borrower is experiencing financial difficulties are considered TDRs and classified as impaired. A loan or lease is measured for impairment generally two different ways. If the loan or lease is primarily dependent upon the borrower to make payments, then impairment is calculated by comparing the present value of the expected future payments discounted at the effective loan rate to the carrying value of the loan. If the loan or lease is collateral dependent, the net proceeds from the sale of the collateral is compared to the carrying value of the loan or lease. If the calculated amount is less than the carrying value of the loan or lease, the loan or lease has impairment.

A general reserve is included in the allowance for loan and lease losses and is determined by adding the results of a quantitative and a qualitative analysis to all other loans and leases not measured for impairment at the reporting date. The quantitative analysis determines the Bank's actual annual historic charge-off rates for the previous three fiscal years and applies the average historic rates to the outstanding loan and lease balances in each pool, the product of which is the general reserve amount. The qualitative analysis considers one or more of the following factors: changes in lending policies and procedures, changes in economic conditions, changes in the content of the portfolio, changes in lending management, changes in the volume of delinquency rates, changes to the scope of the loan and lease review system, changes in the underlying collateral of the loans and leases, changes in credit concentrations and any changes in the requirements to the credit loss calculations. A loss rate is estimated and applied to those loans and leases affected by the qualitative factors. The following portfolio segments have been identified: single family secured mortgage, home equity secured mortgage, single family warehouse and other, multi-family secured mortgage, commercial real estate and land secured mortgage, auto secured and recreational vehicles, factoring, commercial and industrial ("C&I") and other.

General loan and lease loss reserves are calculated by grouping each mortgage loan or lease by collateral type and by grouping the LTV ratios of each loan within the collateral type. An estimated allowance rate for each LTV group within each type of loan and lease is multiplied by the total principal amount in the group to calculate the required general reserve attributable to that group. Management uses an allowance rate that provides a larger loss allowance for loans with greater LTV ratios. General loan loss reserves for C&I loans are determined through a loan level grading system to base its projected loss rates. A matrix was created with a base loss rate with additional potential industry and volume risk adjustments, to calculate a loss rating for each deal. Given the lack of historical loss experience for this segment at the Company, an allowance loss range is based upon historical peer loss rates. General loan loss reserves for consumer loans are calculated by grouping each loan by credit score (e.g. FICO) at origination and applying an estimated allowance rate to each group. In addition to credit score grading, general loan loss reserves are increased for all consumer loans determined to be 90 days or more past due. Specific reserves or direct charge-offs are calculated when an internal asset review of a loan or lease identifies a significant adverse change in the financial position of the borrower or the value of the collateral. The specific reserve or direct charge-off is based on discounted cash flows, observable market prices or the estimated value of underlying collateral.

Specific loan or lease charge-offs on impaired loans or leases are recorded as a write-off and a decrease to the allowance in the period the impairment is identified. A loan or lease is classified as a TDR when management determines that an existing borrower is in financial distress and the borrower's loan or lease terms are modified to provide the borrower a financial concession (e.g. lower payment) that would not otherwise be provided by another lender based upon borrower's current financial condition. TDRs are separately identified for impairment disclosures and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a TDR is considered to be a collateral dependent loan or lease, the loan or lease is reported, net, at the fair value of the collateral less cost to sell. For TDRs that subsequently default, the Company determines the amount of reserve in accordance with the accounting policy for the allowance for loan and lease losses.

F-11

---

If the present value of estimated cash flows under the modified terms of a TDR discounted at the original loan or lease effective rate is less than the book value of the loan or lease before the TDR, the excess is specifically allocated to the loan or lease in the allowance for loan and lease losses.

**Mortgage Servicing Rights.** Mortgage servicing rights are recorded as separate assets on our consolidated balance sheets when the Company retains the right to service loans that we have sold.

**Mortgage Banking Derivatives.** Commitments to fund mortgage loans (interest rate locks) to be sold into the secondary market and forward commitments for the future delivery of these mortgage loans are accounted for as free standing derivatives. Fair values of these mortgage derivatives are estimated based on changes in mortgage interest rates from the date the interest on the loan is locked. The Company enters into forward commitments for the future delivery of mortgage loans when interest rate locks are entered into, in order to hedge the change in interest rates resulting from its commitments to fund the loans. Changes in the fair values of these derivatives are included in mortgage banking income.

**Furniture, Equipment and Software.** Fixed asset purchases in excess of five hundred dollars are capitalized and recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which are three to seven years. Leasehold improvements are amortized over the lesser of the assets' useful lives or the lease term.

**Income Taxes.** Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred income tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws. The Company records a valuation allowance when management believes it is more likely than not that deferred tax assets will not be realized. An income tax position will be recognized as a benefit only if it is more likely than not that it will be sustained upon IRS examination, based upon its technical merits. Once that status is met, the amount recorded will be the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The Company recognizes interest and/or penalties related to income tax matters in income tax expense.

**Earnings per Share.** Earnings per share ("EPS") are presented under two formats: basic EPS and diluted EPS. Basic EPS is computed by dividing the net income attributable to common stock (net income after deducting dividends on preferred stock) by the sum of the weighted-average number of common shares outstanding during the year and the unvested average of restricted stock unit shares. Diluted EPS is computed by dividing the sum of net income attributable to common stock and dividends on diluted preferred stock by the sum of the weighted-average number of common shares outstanding during the year and the impact of dilutive potential common shares, such as stock options and convertible preferred stock.

**Stock-Based Compensation.** Compensation cost is recognized for stock options and restricted stock awards issued to employees, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate fair value of the stock options, while market price of the Company's common stock at the date of grant is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award.

**Federal Home Loan Bank ("FHLB") stock.** The Bank is a member of the FHLB system. Members are required to own a certain amount of FHLB stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value.

**Cash Surrender Value of Life Insurance.** The Bank has purchased life insurance policies on certain key executives. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other amounts due that are probable at settlement.

**Loan Commitments and Related Financial Instruments.** Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or

ability to repay. Such financial instruments are recorded when they are funded.

**Comprehensive Income.** Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains and losses on securities available-for-sale, which are also recognized as separate components of equity.

F-12

---

**Loss Contingencies.** Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there are now such matters that will have a material effect on the financial statements.

**Dividend Restriction.** Banking regulations require maintaining certain capital levels and may limit the dividends paid by the Bank to the holding company. As of June 30, 2017, there are no dividend restrictions on the Bank or the Company.

**Fair Value of Financial Instruments.** Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note 2. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

**Operating Segments.** While the chief decision-makers monitor the revenue streams of the various products and services, operations are managed and financial performance is evaluated on a Company-wide basis. Accordingly, all of the financial service operations are considered by management to be one reportable operating segment.

**H&R Block Bank Deposit Acquisition and Program Management Agreement.** On August 31, 2015, the Bank completed the acquisition of approximately \$419 million in deposits consisting of checking, individual retirement savings, and CD accounts from H&R Block Bank and its parent company, H&R Block, Inc. (“H&R Block”). Additionally, the Bank and Emerald Financial Services, LLC (“EFS”), a Delaware limited liability company and wholly-owned subsidiary of H&R Block, entered into the Program Management Agreement (“PMA”), dated August 31, 2015; the Bank and H&R Block, EFS, HRB Participant I, LLC, a Delaware limited liability company and wholly-owned subsidiary of H&R Block, entered into the Emerald Receivables Participation Agreement, dated August 31, 2015; and the Bank and H&R Block entered into the Guaranty Agreement (together, the “PMA and related Agreements”), dated August 31, 2015. Through the PMA and related Agreements the Bank will provide H&R Block-branded financial services products and services. The products and services that represent the primary focus and the majority of transactional volume that the Bank will process are described above in Brand Partnership Products.

**Pacific Western Equipment Finance Asset Acquisition.** On March 31, 2016, the Bank entered into an Asset Purchase Agreement with Pacific Western Bank to acquire approximately \$140 million of equipment leases from Pacific Western Equipment Finance and assumed certain insignificant operations and related liabilities. The purchase price and consideration paid for the assets consisted of the fair market value of the acquired assets and assumed liabilities plus a lease purchase price premium of approximately 2.5%.

**New Accounting Pronouncements.** In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers (Topic 606), which completes the joint effort by the FASB and the International Accounting Standards Board to improve financial reporting by creating common revenue recognition guidance for GAAP and the International Financial Reporting Standards. ASU 2014-09, which clarifies the principles for recognizing revenue from contracts with customers, does not apply to financial instruments. ASU 2015-14 provided an extension to the original effective date and the amendments are effective for annual and interim periods, beginning after December 2017. The Company is currently evaluating the potential impact of ASU 2014-09, but does not expect it to have a material impact on the Company’s consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, Interest – Imputation of Interest (Subtopic 835-30); Simplifying the Presentation of Debt Issuance Costs. Under the amended guidance, debt issuance costs related to a recognized debt liability are required to be presented as deductions from the carrying amounts of the corresponding debt liabilities, consistent with the presentation of debt discounts and premiums. The amended guidance was adopted for the quarter ended September 30, 2016 and applied retrospectively in accordance with the amended guidance, wherein the balance sheet of each individual period presented has been adjusted to reflect the period-specific effects of applying the amended guidance. The adoption of this guidance did not materially impact our consolidated financial position or consolidated results of operations.



In February 2016, the FASB issued ASU No. 2016-02 (“ASU 2016-02”), Leases. The new standard establishes a right-of-use model that requires a lessee to record a right of use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is currently evaluating the potential impact of ASU 2016-02, but the Company does not expect ASU 2016-02 to have a material impact on the Company’s consolidated financial statements.

F-13

---

In March 2016, the FASB issued ASU 2016-09 Improvements to Employee Share-Based Payment Accounting (“ASU 2016-09”), which simplifies several areas of accounting for share-based payment transactions, including tax provision, classification in the cash-flow statement, forfeitures, and statutory tax withholding requirements. The guidance will be effective for the Company’s financial statements for interim and annual periods beginning after December 15, 2016. The Company is currently evaluating the impact of ASU 2016-09, but the Company does not expect ASU 2016-09 to have a material impact on the Company’s consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13 Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASU 2016-13”), which (i) significantly changes the impairment model for most financial assets that are measured at amortized cost and certain other instruments from an incurred loss model to an expected loss model; and (ii) provides for recording credit losses on available-for-sale debt securities through an allowance account. ASU 2016-13 also requires certain incremental disclosures. ASU 2016-13 should be applied on a modified-retrospective transition approach that would require a cumulative-effect adjustment to the opening retained earnings in the statement of financial condition as of the date of adoption. A prospective transition approach is required for debt securities for which an other-than-temporary impairment had been recognized before the effective date. The guidance will be effective for the Company’s financial statements that include periods beginning July 1, 2020. Early adoption is permitted beginning July 1, 2019. The Company is currently evaluating the impact of ASU 2016-13 and the Company expects ASU 2016-13 to have a material impact on the Company’s consolidated financial statements.

## 2. FAIR VALUE

Fair value is defined as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets include securities with quoted prices that are traded less frequently than exchange-traded instruments and whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models such as discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

When available, the Company generally uses quoted market prices to determine fair value. In some cases where a market price is available, the Company will make use of acceptable practical expedients (such as matrix pricing) to calculate fair value, in which case the items are classified in Level 2.

The Company considers relevant and observable market prices in its valuations where possible. The frequency of transactions, the size of the bid-ask spread and the nature of the participants are some of the factors the Company uses to help determine whether a market is active and orderly or inactive and not orderly. Price quotes based upon transactions that are not orderly are not considered to be determinative of fair value and are given little, if any, weight in measuring fair value.

If quoted market prices are not available, fair value is based upon internally developed valuation techniques that use, where possible, current market-based or independently sourced market parameters, such as interest rates, credit

spreads, housing value forecasts, etc. Items valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified in Level 3 even though there may be some significant inputs that are readily observable.

F-14

---

The following section describes the valuation methodologies used by the Company to measure various financial instruments at fair value, including an indication of the level in the fair-value hierarchy in which each instrument is generally classified:

**Securities—trading.** Trading securities are recorded at fair value. The trading portfolio consists of two different issues of floating-rate debt securities collateralized by pools of bank trust preferred securities. Liquidity and economic uncertainty have made the market for collateralized debt obligations less active or inactive. As quoted market prices are not available, the Level 3 fair values for these securities are determined by the Company utilizing industry-standard tools to calculate the net present value of the expected cash flows available to the securities from the underlying assets. The Company's expected cash flows are calculated for each security and include the impact of actual and forecasted bank defaults within each collateral pool as well as structural features of the security's tranche such as lock outs, subordination and over-collateralization. The forecast of underlying bank defaults in each pool is based upon a quarterly financial update including the trend in non-performing assets, the allowance for loan and lease losses and the underlying bank's capital ratios. Also a factor is the Company's loan and lease loss experience in the local economy in which the bank operates. At June 30, 2017, the Company's forecast of cash flows for both securities includes actual and forecasted defaults and deferrals totaling 17.2% of all banks in the collateral pools, compared to 17.1% of the banks actually in default as of June 30, 2017. The expected cash flows reflect the Company's best estimate of all pool losses which are then applied to the over-collateralization reserve and the subordinated tranches to determine the cash flows. The Company selects a discount rate margin based upon the spread between U.S. Treasury rates and the market rates for active credit grades for financial companies. The discount margin when added to the U.S. Treasury rate determines the discount rate, reflecting primarily market liquidity and interest rate risk since expected credit loss is included in the cash flows. At June 30, 2017, the Company used a weighted average discount margin of 450 basis points above U.S. Treasury rates to calculate the net present value of the expected cash flows and the fair value of its trading securities.

The Level 3 fair values determined by the Company for its trading securities rely heavily on management's assumptions as to the future credit performance of the collateral banks, the impact of the global and regional economic factors, the timing of forecasted defaults and the discount rate applied to cash flows. The fair value of the trading securities at June 30, 2017 is sensitive to an increase or decrease in the discount rate. An increase in the discount margin of 100 basis points would have reduced the total fair value of the trading securities and decreased net income before income tax by \$828. A decrease in the discount margin of 100 basis points would have increased the total fair value of the trading securities and increased net income before income tax by \$956.

**Securities—available-for-sale and held-to-maturity.** Available-for-sale securities are recorded at fair value and consist of residential mortgage-backed securities ("RMBS") issued by U.S. agencies, RMBS issued by non-agencies, municipal securities as well as other debt securities. Held-to-maturity securities are recorded at amortized cost and consist of RMBS issued by U.S. agencies, RMBS issued by non-agencies, as well as municipal securities. Fair value for U.S. agency securities and municipal securities are generally based on quoted market prices of similar securities used to form a dealer quote or a pricing matrix. There continues to be significant illiquidity in the market for RMBS issued by non-agencies, impacting the availability and reliability of transparent pricing. As orderly quoted market prices are not available, the Level 3 fair values for these securities are determined by the Company utilizing industry-standard tools to calculate the net present value of the expected cash flows available to the securities from the underlying mortgage assets. The Company computes Level 3 fair values for each non-agency RMBS in the same manner (as described below) whether available-for-sale or held-to-maturity.

To determine the performance of the underlying mortgage loan pools, the Company estimates prepayments, defaults, and loss severities based on a number of macroeconomic factors, including housing price changes, unemployment rates, interest rates and borrower attributes such as credit score and loan documentation at the time of origination. The Company inputs for each security a projection of monthly default rates, loss severity rates and voluntary prepayment rates for the underlying mortgages for the remaining life of the security to determine the expected cash flows. The projections of default rates are derived by the Company from the historic default rate observed in the pool of loans collateralizing the security, increased by and decreased by the forecasted increase or decrease in the national unemployment rate. The projections of loss severity rates are derived by the Company from the historic loss severity

rate observed in the pool of loans, increased by or decreased by the forecasted increase or decrease in the national home price appreciation (“HPA”) index. The largest factors influencing the Company’s modeling of the monthly default rate are unemployment and HPA, as a strong correlation exists. The most updated unemployment rate reported in May 2017 was 4.3%. Consensus estimates for unemployment are that the rate will continue to decline. Going forward, the Company is projecting lower monthly default rates. The Company projects that severities will continue to improve.

F-15

---

To determine the discount rates used to compute the present value of the expected cash flows for these non-agency RMBS securities, the Company separates the securities by the borrower characteristics in the underlying pool. Specifically, “prime” securities generally have borrowers with higher FICO scores and better documentation of income. “Alt-A” securities generally have borrowers with a lower FICO and less documentation of income. “Pay-option ARMs” are Alt-A securities with borrowers that tend to pay the least amount of principal (or increase their loan balance through negative amortization). The Company calculates separate discount rates for prime, Alt-A and Pay-option ARM non-agency RMBS securities using market-participant assumptions for risk, capital and return on equity. The range of annual default rates used in the Company’s projections at June 30, 2017 are from 2.5% up to 23.4% with prime securities tending toward the lower end of the range and Alt-A and Pay-option ARMs tending toward the higher end of the range. The range of loss severity rates applied to each default used in the Company’s projections at June 30, 2017 are from 40.0% up to 68.8% based upon individual bond historical performance. The default rates and the severities are projected for every non-agency RMBS security held by the Company and will vary monthly based upon the actual performance of the security and the macroeconomic factors discussed above. The Company applies its discount rates to the projected monthly cash flows, which already reflect the full impact of all forecasted losses using the assumptions described above. When calculating present value of the expected cash flows at June 30, 2017, the Company computed its discount rates as a spread between 264 and 584 basis points over the LIBOR Index using the LIBOR forward curve with prime securities tending toward the lower end of the range and Alt-A and Pay-option ARMs tending toward the higher end of the range.

The Bank’s estimate of fair value for non-agency securities using Level 3 pricing is highly subjective and is based on the Bank’s estimate of voluntary prepayments, default rates, severities and discount margins, which are forecasted monthly over the remaining life of each security. Changes in one or more of these assumptions can cause a significant change in the estimated fair value. For further details see the table later in this note that summarizes quantitative information about level 3 fair value measurements.

Loans Held for Sale. Loans held for sale at fair value are primarily single-family residential loans. The fair value of residential loans held for sale is determined by pricing for comparable assets or by existing forward sales commitment prices with investors.

Impaired Loans and Leases. Impaired loans and leases are loans and leases which are inadequately protected by the current net worth and paying capacity of the borrowers or the collateral pledged. The accrual of interest income has been discontinued for impaired loans and leases. The impaired loans and leases are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. The Company assesses loans and leases individually and identifies impairment when the loan or lease is classified as impaired or has been restructured or management has serious doubts about the future collectibility of principal and interest, even though the loans and leases may currently be performing. The fair value of an impaired loan or lease is determined based on an observable market price or current appraised value of the underlying collateral. The fair value of impaired loans and leases with specific write-offs or allocations of the allowance for loan and lease losses are generally based on recent real estate appraisals or internal valuation analyses consistent with the methodology used in real estate appraisals and include other third-party valuations and analysis of cash flows. These appraisals and analyses are updated at least on an annual basis. The Company primarily obtains real estate appraisals and in the rare cases where an appraisal cannot be obtained, the Company performs an internal valuation analysis. These appraisals and analyses may utilize a single valuation approach or a combination of approaches including comparable sales and income approaches. The sales comparison approach uses at least three recent similar property sales to help determine the fair value of the property being appraised. The income approach is calculated by taking the net operating income generated by the collateral property of the rent collected and dividing it by an assumed capitalization rate. Adjustments are routinely made in the process by the appraisers to account for differences between the comparable sales and income data available. When measuring the fair value of the impaired loan or lease based upon the projected sale of the underlying collateral, the Company subtracts the costs expected to be incurred for the transfer of the underlying collateral, which includes items such as sales commissions, delinquent taxes and insurance premiums. These adjustments to the estimated fair value of non-performing loans and leases may result in increases or decreases to the provision for loan and lease losses recorded in current earnings. Such adjustments are typically significant and result in a Level 3 classification for the

inputs for determining fair value.

Other Real Estate Owned. Non-recurring adjustments to certain commercial and residential real estate properties classified as other real estate owned (“OREO”) are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property, resulting in a Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized.

F-16

---

**Mortgage Servicing Rights.** The Company initially records all mortgage servicing rights (“MSRs”) at fair value and accounts for MSRs at fair value during the life of the MSR, with changes in fair value recorded through current period earnings. Fair value adjustments encompass market-driven valuation changes as well as modeled amortization involving the run-off of value that occurs due to the passage of time as individual loans are paid by borrowers. Market expectations about loan duration, and correspondingly the expected term of future servicing cash flows, may vary from time to time due to changes in expected prepayment activity, especially when interest rates rise or fall. Market expectations of increased loan prepayment speeds may negatively impact the fair value of the single family MSRs. Fair value is also dependent on the discount rate used in calculating present value, which is imputed from observable market activity and market participants and results in Level 3 classification. Management reviews and adjusts the discount rate on an ongoing basis. An increase in the discount rate would reduce the estimated fair value of the MSRs asset.

**Mortgage Banking Derivatives.** Fair value for mortgage banking derivatives are either securities based upon prices in active markets for identical securities or based on quoted market prices of similar assets used to form a dealer quote or a pricing matrix, resulting in a Level 2 classification, or derivatives requiring unobservable inputs resulting in Level 3 classification.

The Company’s valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company’s valuation methodologies are appropriate and consistent with or, in some cases, more conservative than other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the relevant reporting date.



The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

(Dollars in thousands)	June 30, 2017			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>ASSETS:</b>				
Securities—Trading: Collateralized Debt Obligations	\$ —	\$ —	\$ 8,327	\$ 8,327
Securities—Available-for-Sale:				
Agency RMBS	—27,206	—	—	27,206
Non-Agency RMBS	—	—	71,503	71,503
Municipal	—27,163	—	—	27,163
Other Debt Securities	—138,598	—	—	138,598
Total—Securities—Available-for-Sale	\$ 192,967	\$ 71,503	\$ 71,503	\$ 264,470
Loans Held for Sale	\$ 18,738	\$ —	\$ —	\$ 18,738
Mortgage servicing rights	\$ —	\$ —	\$ 7,200	\$ 7,200
Other assets—Derivative instruments	\$ —	\$ —	\$ 1,194	\$ 1,194
<b>LIABILITIES:</b>				
Other liabilities—Derivative instruments	\$ —	\$ —	\$ 168	\$ 168

  

(Dollars in thousands)	June 30, 2016			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>ASSETS:</b>				
Securities—Trading: Collateralized Debt Obligations	\$ —	\$ —	\$ 7,584	\$ 7,584
Securities—Available-for-Sale:				
Agency RMBS	—33,722	—	—	33,722
Non-Agency RMBS	—	—	9,364	9,364
Municipal	—34,719	—	—	34,719
Other Debt Securities	—187,642	—	—	187,642
Total—Securities—Available-for-Sale	\$ 256,083	\$ 9,364	\$ 9,364	\$ 265,447
Loans Held for Sale	\$ 20,871	\$ —	\$ —	\$ 20,871
Mortgage servicing rights	\$ —	\$ —	\$ 3,943	\$ 3,943
Other assets—Derivative Instruments	\$ —	\$ —	\$ 2,202	\$ 2,202
<b>LIABILITIES:</b>				
Other liabilities—Derivative instruments	\$ —	\$ —	\$ 884	\$ 884

Edgar Filing: BofI Holding, Inc. - Form 10-K

The following table presents additional information about assets measured at fair value on a recurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

(Dollars in thousands)	Year Ended June 30, 2017				
	Securities- Trading: Collateral Debt Obligations	Securities- Available-for- Sale Agency MBS <sup>1</sup>	Non- Servicing Rights	Derivative Instruments, net	Total
Assets:					
Opening Balance	\$7,584	\$ 9,364	\$ 3,943	\$ 1,318	\$22,209
Transfers into Level 3	—	124,547	—	—	124,547
Transfers out of Level 3	—	—	—	—	—
Total gains or losses for the period:					
Included in earnings—Sale of mortgage-backed securities	—	(1,509 )	—	—	(1,509 )
Included in earnings—Fair value gain(loss) on trading securities	743	—	—	—	743
Included in earnings—Mortgage banking income	—	—	697	(292 )	405
Included in other comprehensive income	—	13,933	—	—	13,933
Purchases, issues, sales and settlements:					
Purchases	—	—	2,560	—	2,560
Issues	—	—	—	—	—
Sales	—	(59,896 )	—	—	(59,896 )
Settlements	—	(12,972 )	—	—	(12,972 )
Other-than-temporary impairment	—	(1,964 )	—	—	(1,964 )
Closing balance	\$8,327	\$ 71,503	\$ 7,200	\$ 1,026	\$88,056
Change in unrealized gains or losses for the period included in earnings for assets held at the end of the reporting period	\$743	\$ (1,509 )	\$ 697	\$ (292 )	\$(361 )

<sup>1</sup> See Note 3 – “Securities” for further information on transfers.

(Dollars in thousands)	Year Ended June 30, 2016				
	Securities- Trading: Collateral Debt Obligations	Securities- Available-for- Sale Agency MBS	Non- Servicing Rights	Derivative Instruments, net	Total
Assets:					
Opening Balance	\$7,832	\$ 26,633	\$ 2,098	\$ 2,261	\$38,824
Transfers into Level 3	—	—	—	—	—
Transfers out of Level 3	—	—	—	—	—
Total gains or losses for the period:					
Included in earnings—Sale of mortgage-backed securities	—	(1,174 )	—	—	(1,174 )
Included in earnings—Fair value gain(loss) on trading securities	(248 )	—	—	—	(248 )
Included in earnings—Mortgage banking income	—	—	(889 )	(943 )	(1,832 )
Included in other comprehensive income	—	(2,380 )	—	—	(2,380 )
Purchases, issues, sales and settlements:					
Purchases	—	—	2,734	—	2,734
Issues	—	—	—	—	—
Sales	—	(6,974 )	—	—	(6,974 )
Settlements	—	(6,313 )	—	—	(6,313 )
Other-than-temporary impairment	—	(428 )	—	—	(428 )

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Closing balance	\$7,584	\$ 9,364	\$ 3,943	\$ 1,318	\$22,209
Change in unrealized gains or losses for the period included in earnings for assets held at the end of the reporting period	\$(248 )	\$( 1,174 )	\$(889 )	\$( 943 )	\$(3,254 )

F-19

---

Edgar Filing: Bofl Holding, Inc. - Form 10-K

The table below summarizes the quantitative information about Level 3 fair value measurements at the periods indicated:

		June 30, 2017		
(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Securities – Trading	\$ 8,327	Discounted Cash Flow	Total Projected Defaults, Discount Rate over Treasury	12.2 to 21.8% (16.8%) 4.5 to 4.5% (4.5%) 2.5 to 23.4% (12.5%)
Securities – Non-agency MBS	\$ 71,503	Discounted Cash Flow	Projected Constant Prepayment Rate, Projected Constant Default Rate, Projected Loss Severity, Discount Rate over LIBOR	1.5 to 18.9% (5.3%) 40.0 to 68.8% (57.9%) 2.6 to 5.8% (3.3%) 6.3 to 26.9% (9.5%)
Mortgage Servicing Rights	\$ 7,200	Discounted Cash Flow	Projected Constant Prepayment Rate, Life (in years), Discount Rate	2.5 to 7.8 (6.6) 9.5 to 13.0% (9.7%)
Derivative Instruments	\$ 1,026	Sales Comparison Approach	Projected Sales Profit of Underlying Loans	0.3 to 0.6% (0.5%)

		June 30, 2016		
(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Securities – Trading	\$7,584	Discounted Cash Flow	Total Projected Defaults, Discount Rate over Treasury	11.7 to 21.0% (16.5%) 5.0 to 5.0% (5.0%)
Securities – Non-agency MBS	\$9,364	Discounted Cash Flow	Projected Constant Prepayment Rate, Projected Constant Default Rate, Projected Loss Severity, Discount Rate over LIBOR	9.1 to 20.6% (14.2%) 1.5 to 13.6% (6.1%) 40.0 to 68.8% (51.5%) 2.5 to 2.9% (2.8%)
Mortgage Servicing Rights	\$3,943	Discounted Cash Flow	Projected Constant Prepayment Rate, Life (in years), Discount Rate	7.8 to 21.8% (10.6%) 3.5 to 7.1 (6.2) 9.5 to 10.5% (9.5%)
Derivative Instruments	\$1,318	Sales Comparison Approach	Projected Sales Profit of Underlying Loans	0.3 to 0.6% (0.4%)

The significant unobservable inputs used in the fair value measurement of the Company's residential mortgage-backed securities are projected prepayment rates, probability of default, and projected loss severity in the event of default. Significant increases (decreases) in any of those inputs in isolation would result in a significantly lower (higher) fair value measurement. Generally, a change in the assumption used for the probability of default is accompanied by a

directionally similar change in the assumption used for the projected loss severity and a directionally opposite change in the assumption used for projected prepayment rates.

The table below summarizes changes in unrealized gains and losses and interest income recorded in earnings for Level 3 trading assets and liabilities that are still held at the periods indicated:

	Year Ended June 30,		
(Dollars in thousands)	2017	2016	2015
Interest income on investments	\$311	\$245	\$223
Fair value adjustment	743	(248 )	(234 )
Total	\$1,054	\$(3 )	\$(11 )

F-20

---

The table below summarizes the fair value of assets measured for impairment on a non-recurring basis:

(Dollars in thousands)	June 30, 2017			Balance
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Impaired loans and leases:				
Single family real estate secured:				
Mortgage	\$—	—	\$ 23,377	\$23,377
Home equity	—	—	16	16
Multifamily real estate secured	—	—	4,255	4,255
Auto and RV secured	—	—	157	157
Commercial & Industrial	—	—	314	314
Other	—	—	274	274
Total	\$—	—	\$ 28,393	\$28,393
Other real estate owned and foreclosed assets:				
Single family real estate	\$—	—	\$ 1,353	\$1,353
Autos and RVs	—	—	60	60
Total	\$—	—	\$ 1,413	\$1,413

(Dollars in thousands)	June 30, 2016			Balance
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Impaired loans and leases:				
Single family real estate secured:				
Mortgage	\$—	—	\$ 28,610	\$28,610
Home equity	—	—	33	33
Multifamily real estate secured	—	—	2,218	2,218
Commercial real estate secured	—	—	254	254
Auto and RV secured	—	—	278	278
Other	—	—	676	\$676
Total	\$—	—	\$ 32,069	\$32,069
Other real estate owned and foreclosed assets:				
Multifamily real estate	—	—	207	207
Autos and RVs	—	—	45	45
Total	\$—	—	\$ 252	\$252
HTM Securities – Non-agency MBS	\$—	—	\$ 79,164	\$79,164

Impaired loans and leases measured for impairment on a non-recurring basis using the fair value of the collateral for collateral-dependent loans have a carrying amount of \$28,393 at June 30, 2017 and life to date charge-offs of \$3,691.

Impaired loans had a related allowance of \$1,058 at June 30, 2017. At June 30, 2016, such impaired loans had a carrying amount of \$32,069 and life to date charge-offs of \$4,990, and a related allowance of \$692.

Other real estate owned and foreclosed assets, which are measured at the lower of carrying value or fair value less costs to sell, had a net carrying amount of \$1,413 after charge-offs of \$332 at June 30, 2017. Our other real estate owned and foreclosed assets had a net carrying amount was \$252 after charge-offs of \$116 during the year ended June 30, 2016.

There were no held-to-maturity securities at June 30, 2017. At June 30, 2016 held-to-maturity securities measured for impairment on a non-recurring basis had a carrying amount of \$77,122 after charges to income of \$137 and charges to other comprehensive income of \$4,467 during the fiscal year ended June 30, 2016. These held-to-maturity securities are valued using Level 3 inputs.

F-21

---

The Company has elected the fair value option for Agency loans held for sale. These loans are intended for sale and the Company believes that the fair value is the best indicator of the resolution of these loans. Interest income is recorded based on the contractual terms of the loan and in accordance with the Company's policy on loans held for investment. None of these loans are 90 days or more past due nor on non-accrual as of June 30, 2017 and June 30, 2016.

The aggregate fair value, contractual balance (including accrued interest), and gain was as follows:

	At June 30,		
(Dollars in thousands)	2017	2016	2015
Aggregate fair value	\$18,738	\$20,871	\$25,430
Contractual balance	18,311	20,226	24,886
Gain	\$427	\$645	\$544

The total amount of gains and losses from changes in fair value included in earnings for the period indicated below for loans held for sale were:

	At June 30,		
(Dollars in thousands)	2017	2016	2015
Interest income	\$602	\$826	\$671
Change in fair value	(514 )	(846 )	1,505
Total change in fair value	\$88	\$(20 )	\$2,176

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at the periods indicated:

	June 30, 2017			Range
(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Input	(Weighted Average) <sup>1</sup>
Impaired loans and leases:				
Single family real estate secured:				
Mortgage	\$23,377	Sales comparison approach	Adjustment for differences between the comparable sales	-38.5 to 79.8% (6.4%)
Home equity	\$16	Sales comparison approach	Adjustment for differences between the comparable sales	-6.1 to 26.1% (7.8%)
Multifamily real estate secured	\$4,255	Sales comparison approach and income approach	Adjustment for differences between the comparable sales and adjustments for differences in net operating income expectations, capitalization rate	-24.2 to 48.7% (2.4%)
Auto and RV secured	\$157	Sales comparison approach	Adjustment for differences between the comparable sales	-17.2 to 42.4% (-5.5%)
Commercial & Industrial	\$314	Discounted cash flow	Discount Rate	34.8 to 34.8% (34.8%)
Other	\$274	Discounted cash flow	Projected Constant Prepayment Rate, Projected Constant Default Rate, Projected Loss Severity, Discount Rate	0.0 to 0.0% (0.0%) 0.0 to 10.0% (5.0%) 100.0 to 100.0% (100.0%)



				4.5 to 5.2% (4.9%)
Other real estate owned and foreclosed assets:				
Single family real estate	\$1,353	Sales comparison approach	Adjustment for differences between the comparable sales	-10.5 to 12.5% (0.1%)
Autos and RVs	\$60	Sales comparison approach	Adjustment for differences between the comparable sales	-17.0 to 20.5% (6.2%)

<sup>1</sup> For impaired loans and other real estate owned the ranges shown may vary positively or negatively based on the comparable sales reported in the current appraisal. In certain instances, the range can be significant due to small sample sizes and in some cases the property being valued having limited comparable sales with similar characteristics at the time the current appraisal is conducted.

F-22

---

Edgar Filing: BofI Holding, Inc. - Form 10-K

June 30, 2016

(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Input	Range (Weighted Average) <sup>1</sup>
Impaired loans and leases:				
Single family real estate secured:				
Mortgage	\$28,610	Sales comparison approach	Adjustment for differences between the comparable sales	-40.6 to 69.5% (6.2%)
Home equity	\$33	Sales comparison approach	Adjustment for differences between the comparable sales	-27.2 to 0.0% (-11.1%)
Multifamily real estate secured	\$2,218	Sales comparison approach and income approach	Adjustment for differences between the comparable sales and adjustments for differences in net operating income expectations, capitalization rate	-29.7 to 58.0% (3.0%)
Commercial real estate secured	\$254	Sales comparison approach and income approach	Adjustment for differences between the comparable sales and adjustments for differences in net operating income expectations, capitalization rate	0.0 to 66.7% (33.3%)
Auto and RV secured	\$278	Sales comparison approach	Adjustment for differences between the comparable sales	0.0 to 22.8% (10.6%)
Other	\$676	Discounted cash flow	Projected Constant Prepayment Rate, Projected Constant Default Rate, Projected Loss Severity, Discount Rate	0.0 to 0.0% (0.0%) 0.0 to 10.0% (5.0%) 100.0 to 100.0% (100.0%) 6.6 to 8.0% (7.3%)
Other real estate owned and foreclosed assets:				
Multifamily real estate	\$207	Sales comparison approach and income approach	Adjustment for differences between the comparable sales and adjustments for differences in net operating income expectations, capitalization rate	0.0 to 25.0% (12.5%)
Autos and RVs	\$45	Sales comparison approach	Adjustment for differences between the comparable sales	0.0 to 20.6% (10.2%) 2.6 to 48.8% (12.0%)
HTM Securities – Non-agency MBS	\$79,164	Discounted cash flow	Projected Constant Prepayment Rate, Projected Constant Default Rate, Projected Loss Severity, Discount Rate over LIBOR	1.5 to 17.8% (5.7%) 40.0 to 65.9% (56.5%) 2.9 to 8.2% (5.7%)

<sup>1</sup> For impaired loans and other real estate owned the ranges shown may vary positively or negatively based on the comparable sales reported in the current appraisal. In certain instances, the range can be significant due to small sample sizes and in some cases the property being valued having limited comparable sales with similar characteristics at the time the current appraisal is conducted.

F-23

---

## FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount and estimated fair values of financial instruments at year-end were as follows:

(Dollars in thousands)	June 30, 2017				
	Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Financial assets:					
Cash and cash equivalents	\$643,541	\$643,541	\$ —	—\$	—\$643,541
Securities trading	8,327	—	—	8,327	8,327
Securities available-for-sale	264,470	—	192,967	71,503	264,470
Loans held for sale, at fair value	18,738	—	18,738	—	18,738
Loans held for sale, at lower of cost or fair value	6,669	—	—	7,328	7,328
Loans and leases held for investment—net	7,374,493	—	—	7,521,281	7,521,281
Accrued interest receivable	20,781	—	—	20,781	20,781
Mortgage servicing rights	7,200	—	—	7,200	7,200
Financial liabilities:					
Total deposits	6,899,507	—	6,544,056	—	6,544,056
Securities sold under agreements to repurchase	20,000	—	20,152	—	20,152
Advances from the Federal Home Loan Bank	640,000	—	645,339	—	645,339
Subordinated notes and debentures	54,463	—	52,930	—	52,930
Accrued interest payable	1,284	—	1,284	—	1,284
(Dollars in thousands)	June 30, 2016				
	Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Financial assets:					
Cash and cash equivalents	\$486,727	\$486,727	\$ —	—\$	—\$486,727
Securities trading	7,584	—	—	7,584	7,584
Securities available-for-sale	265,447	—	256,083	9,364	265,447
Securities held-to-maturity	199,174	—	77,415	125,262	202,677
Loans held for sale, at fair value	20,871	—	20,871	—	20,871
Loans held for sale, at lower of cost or fair value	33,530	—	—	33,530	33,530
Loans and leases held for investment—net	6,354,679	—	—	6,640,918	6,640,918
Accrued interest receivable	26,201	—	—	26,201	26,201
Mortgage servicing rights	3,943	—	—	3,943	3,943
Financial liabilities:					
Total deposits	6,044,051	—	5,946,991	—	5,946,991
Securities sold under agreements to repurchase	35,000	—	36,391	—	36,391
Advances from the Federal Home Loan Bank	727,000	—	747,940	—	747,940
Subordinated notes and debentures	58,066	—	58,299	—	58,299
Accrued interest payable	1,667	—	1,667	—	1,667

The methods and assumptions, not previously presented, used to estimate fair value are described as follows: Carrying amount is the estimated fair value for cash and cash equivalents, interest bearing deposits, accrued interest receivable and payable, demand deposits, short-term debt, and variable rate loans and leases or deposits that reprice frequently and fully. For fixed rate loans, deposits, borrowings or subordinated debt and for variable rate loans and leases, deposits, borrowings or subordinated debt with infrequent repricing or repricing limits, fair value is based on discounted cash flows using current market rates applied to the estimated life and credit risk. A discussion of the methods of valuing trading securities, available for sale securities and loans held for sale can be found earlier in this footnote. The carrying amount of stock of the Federal Home Loan Bank (“FHLB”) approximates the estimated fair value of this investment. The fair value of off-balance sheet items is not considered material.





and still use the HTM classification for any remaining securities. The Company concluded that such exceptions may not apply to all results and elected to reclassify all HTM securities to AFS understanding that such reclassification immediately eliminated the Company's ability to use the HTM classification for its securities portfolio for a period of time not to be less than one year. The Company will perform periodic assessments in the future to determine whether the above referenced uncertainties have been resolved and that management has the positive intent and ability to hold securities until maturity. The net carrying amount of the securities reclassified in September 2016 from HTM to AFS was \$194,153 and the fair value of AFS securities at June 30, 2017 is reflected in the Consolidated Balance Sheets. The reclassification resulted in an unrealized gain recognized through other comprehensive income of \$3,618 in the Consolidated Statements of Comprehensive Income for the year ended June 30, 2017.

F-25

---

The Company's non-agency RMBS available-for-sale portfolio with a total fair value of \$71,503 at June 30, 2017 consists of thirty-eight different issues of super senior securities with a fair value of \$69,138, two mezzanine z-tranche securities, negative-amortizing support tranches, with a fair value of \$13 collateralized by seasoned prime and Alt-A first-lien mortgages and one senior support security that it acquired at a significant discount that evidenced credit deterioration at acquisition, with a fair value of \$2,352. The Company acquired its mezzanine z-tranche securities in fiscal 2010 and accounts for them by measuring the excess of cash flows expected at acquisition over the purchase price (accretable yield) and recognizes interest income over the remaining life of the security.

Debt securities with evidence of credit quality deterioration since issuance and for which it is probable at purchase that the Company will be unable to collect all of the par value of the security are accounted for under ASC Topic 310-30, Accounting for Certain Loans or Debt Securities Acquired in a Transfer. Under ASC Topic 310-30, the excess of cash flows expected at acquisition over the purchase price is referred to as the accretable yield and is recognized in interest income over the remaining life of the security. The Company has one senior support security that it acquired at a significant discount that evidenced credit deterioration at acquisition and is accounted for under ASC Topic 310. For a cost of \$17,740, the Company acquired the senior support security with a contractual par value of \$30,560 and accretable and non-accretable discounts that were projected to be \$9,015 and \$3,805, respectively. Since acquisition, repayments from the security have been received more rapidly than projected at acquisition, but expected total payments have declined, resulting in a determination that the security was other-than-temporarily impaired. The security realized an other-than-temporary loss of \$1,461 in fiscal 2017 and zero in fiscal 2016. At June 30, 2017, the security had a remaining contractual par value of zero and amortizable and non-amortizable premium are currently projected to be zero and \$1,010, respectively.

The face amounts of debt securities available-for-sale and held-to-maturity that were pledged to secure borrowings at June 30, 2017 and 2016 were \$6,183 and \$39,961 respectively.



Edgar Filing: BofI Holding, Inc. - Form 10-K

The securities with unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows:

June 30, 2017												
	Available-for-sale securities in loss position for						Held-to-maturity securities in loss position for					
	Less Than 12		More Than 12		Total		Less Than 12		More Than 12		Total	
	Months		Months				Months		Months			
(Dollars in thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>RMBS:</b>												
U.S. agencies	\$17,161	\$(374)	\$2,348	\$(85)	\$19,509	\$(459)	\$—	\$—	\$—	\$—	\$—	\$—
Non-agency	2,487	(16)	25,097	(1,288)	27,584	(1,304)	—	—	—	—	—	—
Total RMBS securities	19,648	(390)	27,445	(1,373)	47,093	(1,763)	—	—	—	—	—	—
<b>Other debt:</b>												
Municipal debt	13,431	(420)	1,757	(4)	15,188	(424)	—	—	—	—	—	—
Non-agency	27,750	(91)	—	—	27,750	(91)	—	—	—	—	—	—
Total other debt securities	41,181	(511)	1,757	(4)	42,938	(515)	—	—	—	—	—	—
Total debt securities	\$60,829	\$(901)	\$29,202	\$(1,377)	\$90,031	\$(2,278)	\$—	\$—	\$—	\$—	\$—	\$—

June 30, 2016												
	Available-for-sale securities in loss position for						Held-to-maturity securities in loss position for					
	Less Than 12		More Than 12		Total		Less Than 12		More Than 12		Total	
	Months		Months				Months		Months			
(Dollars in thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>RMBS:</b>												
U.S. agencies	\$—	\$—	\$5,094	\$(23)	\$5,094	\$(23)	\$129	\$(1)	\$—	\$—	\$129	\$(1)
Non-agency	—	—	—	—	—	—	15,011	(419)	53,372	(9,625)	68,383	(10,044)
Total RMBS securities	—	—	5,094	(23)	5,094	(23)	15,140	(420)	53,372	(9,625)	68,512	(10,045)
<b>Other debt:</b>												
Municipal debt	10,267	(10)	—	—	10,267	(10)	—	—	—	—	—	—
Non-agency	5,566	(5)	16,963	(169)	22,529	(174)	—	—	—	—	—	—
Total other debt securities	15,833	(15)	16,963	(169)	32,796	(184)	—	—	—	—	—	—
Total debt securities	\$15,833	\$(15)	\$22,057	\$(192)	\$37,890	\$(207)	\$15,140	\$(420)	\$53,372	\$(9,625)	\$68,512	\$(10,045)

There were sixteen securities that were in a continuous loss position at June 30, 2017 for a period of more than 12 months. There were twenty-six securities that were in a continuous loss position at June 30, 2016 for a period of more than 12 months.

F-27

---

The following table summarizes amounts of anticipated credit loss recognized in the income statement through other-than-temporary impairment charges, which reduced non-interest income:

(Dollars in thousands)	At June 30,		
	2017	2016	2015
Beginning balance	\$(20,865)	\$(20,503)	\$(18,138)
Additions for the amounts related to the credit loss for which an other-than-temporary impairment was not previously recognized	(342 )	(112 )	(742 )
Increases to the amount related to the credit loss for which other-than-temporary impairment was previously recognized	(1,622 )	(453 )	(1,623 )
Credit losses realized for securities sold	7,301	203	\$—
Ending balance	\$(15,528)	\$(20,865)	\$(20,503)

At June 30, 2017, twenty-two non-agency RMBS with a total carrying amount of \$43,268 were determined to have cumulative credit losses of \$15,528. Of this amount \$2,365 was recognized in earnings during fiscal 2015, \$565 was recognized in earnings during fiscal 2016 and \$1,964 was recognized in earnings during fiscal 2017. This year's other-than-temporary impairment of \$1,964 is related to six non-agency RMBS with a total carrying amount of \$13,126. The Company measures its non-agency RMBS in an unrealized loss position at the end of the reporting period for other-than-temporary impairment by comparing the present value of the cash flows currently expected to be collected from the security with its amortized cost basis. If the calculated present value is lower than the amortized cost, the difference is the credit component of other-than-temporary impairment of its debt securities. The excess of present value over the fair value of the security, if any, is the noncredit component of the other-than-temporary impairment. If the Company does not intend to sell the security and will not be required to sell the security before recovery of its amortized cost basis, the credit component of other-than-temporary impairment is recorded as a loss in earnings and the noncredit component of other-than-temporary impairment is recorded in comprehensive income, net of the related income tax benefit. If the Company does not intend to hold the security, or will be required to sell the security prior to a recovery of the amortized cost basis of the security, the credit component and noncredit component of the other-than-temporary impairment is recorded as a loss in earnings.

To determine the cash flows expected to be collected and to calculate the present value for purposes of testing for other-than-temporary impairment, the Company utilizes the same industry-standard tool and the same cash flows as those calculated for Level 3 fair values as discussed in Note 2 – Fair Value. The discount rates used to compute the present value of the expected cash flows for purposes of testing for the credit component of the other-than-temporary impairment are either the implicit rate calculated in each of the Company's securities at acquisition or the last accounting yield. The Company calculates the implicit rate at acquisition based on the contractual terms of the security, considering scheduled payments (and minimum payments in the case of pay-option ARMs) without prepayment assumptions. Once the discount rate (or discount margin in the case of floating rate securities) is calculated as described above, the discount is used in the industry-standard model to calculate the present value of the cash flows.

During the current fiscal year ended June 30, 2017, the company sold seventy available-for-sale securities with a carrying value of \$156,219 resulting in a \$3,920 gain.

The gross gains and losses realized through earnings upon the sale of available-for-sale securities were as follows:

(Dollars in thousands)	At June 30,		
	2017	2016	2015
Proceeds	\$161,048	\$14,969	\$9,614
Gross realized gains	\$7,386	\$1,427	\$587
Gross realized loss	(3,466 )	—	—
Net gain on securities	\$3,920	\$1,427	\$587

The Company records unrealized gains and unrealized losses in accumulated other comprehensive loss as follows:

	At June 30,	
(Dollars in thousands)	2017	2016
Available-for-sale debt securities—net unrealized gains	\$6,949	\$2,288
Available-for-sale debt securities—non-credit related	(6,115)	(138)
Held-to-maturity debt securities—non-credit related	—	(14,129)
Subtotal	834	(11,979)
Tax (provision) benefit	(347)	4,675
Net unrealized gain (loss) on investment securities in accumulated other comprehensive loss	\$487	\$(7,304)

The expected maturity distribution of the Company's mortgage-backed securities and the contractual maturity distribution of the Company's other debt securities classified as available-for-sale and held-to-maturity were:

(Dollars in thousands)	June 30, 2017				
	Available-for-sale Amortized Cost	Fair Value	Held-to-maturity Carrying Amount	Fair Value	Trading Fair Value
RMBS—U.S. agencies					
Due within one year	\$1,612	\$1,599	\$ —	\$ —	\$ —
Due one to five years	5,469	5,445	—	—	—
Due five to ten years	5,208	5,211	—	—	—
Due after ten years	15,090	14,951	—	—	—
Total RMBS—U.S. agencies	27,379	27,206	—	—	—
RMBS—Non-agency:					
Due within one year	8,874	9,445	—	—	—
Due one to five years	26,783	28,817	—	—	—
Due five to ten years	19,214	20,893	—	—	—
Due after ten years	10,530	12,348	—	—	—
Total RMBS—Non-agency	65,401	71,503	—	—	—
Other debt:					
Due within one year	56,628	57,983	—	—	117
Due one to five years	94,283	94,356	—	—	93
Due five to ten years	—	—	—	—	420
Due after ten years	13,829	13,422	—	—	7,697
Total other debt	164,740	165,761	—	—	8,327
Total	\$257,520	\$264,470	\$ —	\$ —	—\$8,327

<sup>1</sup> Residential mortgage-backed security (RMBS) distributions include impact of expected prepayments and other timing factors.

#### 4. LOANS, LEASES & ALLOWANCE FOR LOAN AND LEASE LOSSES

For the Company's single family, commercial and multifamily loans, the allowance methodology takes into consideration the risk that the original borrower information may have adversely changed in two ways. First, in calculating the quantitative factor for the Company's general loan and lease loss allowance, the actual loss experience is tracked and stratified by original LTV and year of origination. As a result, the Company uses relatively higher loss rates across the LTV bands for loans originated and purchased in years 2005 through 2008 compared to the same LTV ranges for loans originated before 2005 or after 2008. Second, the Company uses a number of qualitative factors to reflect additional risk. One qualitative loss factor is real estate valuation risk which is applied to each LTV band primarily based upon the year the real estate loan was originated or purchased. Based upon price appreciation indices, multifamily property values in years 2005 through 2008 experienced significant declines. As a result, the Company applies a relatively higher qualitative loss factor rate across the LTV bands for loans originated and purchased in years 2005 through 2008 compared to the same LTV ranges for loans originated or purchased before 2005 or after 2008.

For the Company's home equity loans, the allowance methodology takes into consideration the risk that the original borrower information may have adversely changed in two ways. First, in calculating the quantitative factor for the Company's general loan loss allowance, the actual loss experience is tracked and stratified by original combined LTV ("CLTV") of the first and second liens. As a result, the Company allocates higher loss rates in proportion to the greater the CLTV. Second, the Company uses a number of qualitative factors to reflect additional risk. The Company does not have any individual purchased home equity loans in its portfolio and given the limited time frame under which the Company originated home equity loans, 2006-2009, no additional risk allocation is used.

For the Company's single family – warehouse lines, the allowance methodology takes into consideration the structure of these loans, as they remain in the portfolio for a short period (usually less than a month) and have higher credit protection allocated compared to traditional single family originations. A matrix was created to reflect most current operating levels of capital and line usage, which calculates a loss rating to assign to each originator.

For the Company's factoring loans, the allowance methodology takes into consideration the credit quality of the insurance company or state securing the loan. The Company obtains credit ratings for these entities through agencies such as AM Best and allocates an allowance allocation based on these ratings.

For the Company's C&I leveraged loans, equipment finance leases and bridge loans, the allowance methodology incorporates a loan level grading system, which generally aligns with the credit rating. Industry loss rates are applied to determine the loss allowance for each of these loans based upon their internal grading. The credit rating incorporates multiple borrower attributes including, but not limited to, underlying collateral and pledged assets, income generated by the property or assets, borrower's liquidity and access to liquid funds, strength of the borrower's industry, stability of the borrower's market, the size of the company, collateral diversity, facility exit strategies and borrower guarantees.

For the Company's automobile ("auto") and recreational vehicle ("RV") loan portfolio, the allowance methodology takes into consideration potential adverse changes to the borrower's financial condition since time of origination. The general loan loss reserves for auto and RV are stratified based upon borrower FICO scores. First, to account for potential deterioration of borrower's credit history since time of origination, due to downturn in the economy or other factors, the Company refreshes the FICO scores used to drive the allowance on a semi-annual basis. The Company believes that current borrower credit history is a better predictor of potential loss than that was used at time of origination. Second, the Company uses a number of qualitative factors to capture additional risk when finalizing its calculation of the allowance for loan and lease losses.

The following table sets forth the composition of the loan and lease portfolio as of the dates indicated:

(Dollars in thousands)	At June 30,	
	2017	2016
Single family real estate secured:		
Mortgage	\$3,901,754	\$3,678,520
Home equity	2,092	2,470
Warehouse and other <sup>1</sup>	452,390	537,714
Multifamily real estate secured	1,619,404	1,373,216
Commercial real estate secured	162,715	121,746
Auto and RV secured	154,246	73,676
Factoring	160,674	98,275
Commercial & Industrial	992,232	514,300
Other	3,754	2,542
Total gross loans and leases	7,449,261	6,402,459
Allowance for loan and lease losses	(40,832 )	(35,826 )
Unaccreted discounts and loan and lease fees	(33,936 )	(11,954 )
Total net loans and leases	\$7,374,493	\$6,354,679

<sup>1</sup> The balance of single family warehouse loans was \$187,034 at June 30, 2017 and \$173,148 at June 30, 2016. The remainder of the balance was attributable to single family lender finance loans.

The following table summarizes activity in the allowance for loan and lease losses for the periods indicated:

(Dollars in thousands)	At June 30,		
	2017	2016	2015
Balance—beginning of period	\$35,826	\$28,327	\$18,373
Provision for loan and lease loss	11,061	9,700	11,200
Charged off	(5,096 )	(808 )	(1,561 )
Transfers to held for sale	(1,828 )	(2,727 )	—
Recoveries	869	1,334	315
Balance—end of period	\$40,832	\$35,826	\$28,327

The following table summarizes the composition of the impaired loans and leases:

(Dollars in thousands)	At June 30,		
	2017	2016	2015
Non-performing loans and leases—90+ days past due plus other non-accrual loans and leases	\$26,815	\$28,790	\$25,873
Troubled debt restructured loans and leases—non-accrual	1,578	3,069	4,958
Troubled debt restructured loans and leases—performing	—	210	217
Total impaired loans and leases	\$28,393	\$32,069	\$31,048

At June 30, 2017, the carrying value of impaired loans and leases is net of write offs of \$2,436. At June 30, 2017, \$28,393 of impaired loans and leases had no specific allowance allocations. The average carrying value of impaired loans and leases was \$34,154 and \$28,913 for the fiscal years ended June 30, 2017 and 2016, respectively. The interest income recognized during the periods of impairment is insignificant for those loans and leases impaired at June 30, 2017 or 2016. At June 30, 2017 and 2016, there were no loans or leases still accruing past due 90 days or more, unless the Company received principal and interest from the servicer despite the borrower's delinquency. The Company considers the servicer's recovery of such advances in evaluating whether such loans should continue to accrue. A loan or lease is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan or lease agreement. Factors that we consider in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans or leases that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan or lease's effective interest rate or the fair value of the collateral if repayment of the loan or lease is expected from the sale of collateral.

The Company has allocated \$44 and \$1 of the allowance to customers whose loans have been restructured and were determined to be TDRs as of June 30, 2017 and 2016, respectively. The Company does not have any commitments to fund TDR loans at June 30, 2017.

At June 30, 2017 and 2016, approximately 69.57% and 67.97%, respectively, of the Company's real estate loans are collateralized by real property located in California and therefore exposed to economic conditions within this market region.

In the ordinary course of business, the Company has granted related party loans collateralized by real property to principal officers, directors and their affiliates. There were no new related party loans granted during the fiscal year ended June 30, 2017. During the fiscal year 2016, the Company originated no new related party loans and did not execute any interest rate modifications of existing loans. Total principal payments on related party loans were \$353 and \$334 during the years ended June 30, 2017 and 2016, respectively. At June 30, 2017 and 2016, these loans amounted to \$9,297 and \$10,209, respectively, and are included in loans held for investment. Interest earned on these loans was \$95 and \$102 during the years ended June 30, 2017 and 2016, respectively.

The Company's loan and lease portfolio consists of approximately 15.87% fixed interest rate loans and 84.13% adjustable interest rate loans as of June 30, 2017. The Company's adjustable rate loans are generally based upon indices using U.S. Treasuries, London Interbank Offered Rate ("LIBOR"), and 11th District cost of funds.

At June 30, 2017 and 2016, purchased loans serviced by others were \$84,363 or 1.13% and \$105,376 or 1.65% respectively, of the loan portfolio.

**Allowance for Loan and Lease Losses.** The Company is committed to maintaining the allowance for loan and lease losses at a level that is considered to be commensurate with estimated probable incurred credit losses in the portfolio. Although the adequacy of the allowance is reviewed quarterly, management performs an ongoing assessment of the risks inherent in the portfolio. While the Company believes that the allowance for loan and lease losses is adequate at June 30, 2017, future additions to the allowance will be subject to continuing evaluation of estimated and known, as well as inherent, risks in the loan and lease portfolio.

**Allowance for Credit Loss Disclosures.** The assessment of the adequacy of the Company's allowance for loan and lease losses is based upon a number of quantitative and qualitative factors, including levels and trends of past due and nonaccrual loans, changes in the volume and mix of loans, collateral values and charge-off history. Based on historical performance, the Company divides the LTV analysis into two classes, separating purchased loans from the loans underwritten directly by the Company since mortgage loans originated by the Company experience lower estimated loss rates.

The Company provides general loan loss reserves for its auto and RV loans based upon the borrower's credit score at the time of origination and the Company's loss experience to date. The Company obtains updated credit scores for its auto and RV borrowers approximately every six months. The updated credit score will result in a higher or lower general loan loss allowance depending on the change in borrowers' FICO scores and the resulting shift in loan balances

among the five FICO bands from which the Company measures and calculates its reserves. For the general loss reserve, the Company does not use individually updated credit scores or valuations for the real estate collateralizing its real estate loans.

The allowance for loan and lease losses for the auto and RV loan portfolio at June 30, 2017 was determined by classifying each outstanding loan according to the original FICO score and providing loss rates. The Company had \$154,089 of auto and RV loan balances subject to general reserves as follows: FICO score greater than or equal to 770: \$74,180; 715 – 769: \$51,915; 700 – 714: \$13,010; 660 – 699: \$13,343 and less than 660: \$1,641.

F-32

---



The Company provides general loan loss reserves for mortgage loans based upon the size and class of the mortgage loan and the LTV at date of origination. The allowance for each class is determined by dividing the outstanding unpaid balance for each loan by the LTV and applying a loss rate. At June 30, 2017, the LTV groupings for each significant mortgage class were as follows:

The Company had \$3,878,377 of single family mortgage portfolio loan balances subject to general reserves as follows: LTV less than or equal to 60%: \$2,093,625; 61% – 70%: \$1,377,727; 71% – 80%: \$406,828 and greater than 80%: \$197.

The Company had \$1,615,149 of multifamily mortgage portfolio loan balances subject to general reserves as follows: LTV less than or equal to 55%: \$791,860; 56% – 65%: \$525,066; 66% – 75%: \$287,966; 76% – 80%: \$10,257 and greater than 80%: \$0.

The Company originates and purchases mortgage loans with terms that may include repayments that are less than the repayments for fully amortizing loans, including interest only loans, option adjustable-rate mortgages, and other loan types that permit payments that may be smaller than interest accruals. The Companies lending guidelines for interest-only loans are adjusted for the increased credit risk associated with these loans by requiring borrowers with such loans to borrow at LTVs that are lower than standard amortizing ARM loans and by calculating debt to income ratios for qualifying borrowers based upon a fully amortizing payment, not the interest only payment. The Company's Credit Committee monitors and performs reviews of interest only loans. Adverse trends reflected in the Company's delinquency statistics, grading and classification of interest only loans would be reported to management and the Board of Directors. As of June 30, 2017, the Company had \$879.7 million of interest only loans and \$2.6 million of option adjustable-rate mortgage loans. Through June 30, 2017, the net amount of deferred interest on these loan types was not material to the financial position or operating results of the Company.

The Company's commercial real estate secured portfolio consists of loans well collateralized by commercial real estate. The Company had \$162,715 of commercial real estate loan balances subject to general reserves as follows: LTV less than or equal to 50%: \$69,358; 51% – 60%: \$36,008; 61% – 70%: \$47,092; 71% – 80%: \$10,257 and greater than 80%: \$0.

The Company's commercial and industrial portfolio consists of well-collateralized asset-backed business loans. The Company's other portfolios consists of receivables factoring for businesses and consumers and other small balance business and consumer loans. The Company allocates its allowance for loan and lease losses for these asset types based on qualitative factors which consider various attributes captured in the credit rating, the value of the collateral and the financial position of the entity.

Edgar Filing: BofI Holding, Inc. - Form 10-K

The following tables summarize activity in the allowance for loan and lease losses by segment for the periods indicated:

June 30, 2017										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi-family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Balance at July 1, 2016	\$18,666	\$ 23	\$ 2,685	\$ 3,938	\$ 882	\$ 1,615	\$ 245	\$ 7,630	\$ 142	\$ 35,826
Provision for loan and lease loss	2,308	(6 )	(387 )	323	110	990	156	2,251	5,316	11,061
Charge-offs	(1,115 )	(23 )	—	—	(23 )	(433 )	—	—	(3,502 )	(5,096 )
Transfers to held for sale	—	—	—	—	—	—	—	—	(1,828 )	(1,828 )
Recoveries	113	25	—	377	39	207	—	—	108	869
Balance at June 30, 2017	\$19,972	\$ 19	\$ 2,298	\$ 4,638	\$ 1,008	\$ 2,379	\$ 401	\$ 9,881	\$ 236	\$ 40,832
June 30, 2016										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi-family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Balance at July 1, 2015	\$13,664	\$122	\$ 1,879	\$4,363	\$ 1,103	\$953	\$ 292	\$ 5,882	\$ 69	\$28,327
Provision for loan and lease loss	5,040	(134 )	806	(311 )	(1,056 )	854	(47 )	1,748	2,800	9,700
Charge-offs	(205 )	(3 )	—	(114 )	(147 )	(339 )	—	—	—	(808 )
Transfers to held for sale	—	—	—	—	—	—	—	—	(2,727 )	(2,727 )
Recoveries	167	38	—	—	982	147	—	—	—	1,334
Balance at June 30, 2016	\$18,666	\$23	\$ 2,685	\$3,938	\$ 882	\$ 1,615	\$ 245	\$ 7,630	\$ 142	\$ 35,826
June 30, 2015										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi-family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Consumer & Other	Total
Balance at July 1, 2014	\$7,959	\$134	\$ 1,259	\$3,785	\$ 1,035	\$ 812	\$ 279	\$ 3,048	\$ 62	\$18,373
Provision for loan and lease loss	6,305	(1 )	620	922	224	288	13	2,834	(5 )	11,200
Charge-offs	(747 )	(43 )	—	(344 )	(156 )	(271 )	—	—	—	(1,561 )
Recoveries	147	32	—	—	—	124	—	—	12	315
Balance at June 30, 2015	\$13,664	\$122	\$ 1,879	\$4,363	\$ 1,103	\$ 953	\$ 292	\$ 5,882	\$ 69	\$28,327



Edgar Filing: BofI Holding, Inc. - Form 10-K

The following tables present our loans and leases evaluated individually for impairment by portfolio class for the periods indicated:

		June 30, 2017						Related	Related
(Dollars in thousands)	Unpaid Principal Balance	Principal Balance Adjustment <sup>1</sup>	Unpaid Book Balance	Accrued Interest/Origination Fees	Recorded Investment	Allocation of General Allowance	Allocation of Specific Allowance		
With no related allowance recorded:									
Single family real estate secured:									
Mortgage									
In-house originated	\$4,240	\$ 1,032	\$3,208	\$ 205	\$3,413	\$—	\$ —		
Purchased	4,563	1,903	2,660	—	2,660	—	—		
Multifamily real estate secured									
Purchased	492	215	277	—	277	—	—		
Auto and RV secured									
In-house originated	418	295	123	3	126	—	—		
With an allowance recorded:									
Single family real estate secured:									
Mortgage									
In-house originated	16,124	12	16,112	—	16,112	643	—		
Purchased	1,429	32	1,397	17	1,414	37	—		
Home equity									
In-house originated	18	2	16	—	16	1	—		
Multifamily real estate secured									
In-house originated	4,170	192	3,978	186	4,164	19	—		
Auto and RV secured									
In-house originated	42	8	34	2	36	1	—		
Commercial & Industrial	314	—	314	—	314	314	—		
Other	274	—	274	—	274	43	—		
Total	\$32,084	\$ 3,691	\$28,393	\$ 413	\$28,806	\$ 1,058	\$ —		
As a % of total gross loans and leases	0.43	% 0.05	% 0.38	% 0.01	% 0.39	% 0.01	% — %		

		June 30, 2016						Related	Related
(Dollars in thousands)	Unpaid Principal Balance	Principal Balance Adjustment <sup>1</sup>	Unpaid Book Balance	Accrued Interest/Origination Fees	Recorded Investment	Allocation of General Allowance	Allocation of Specific Allowance		
With no related allowance recorded:									
Single family real estate secured:									
Mortgage									
In-house originated	\$8,989	\$ 727	\$8,262	\$ 657	\$8,919	\$ —	\$ —		
Purchased	5,852	2,132	3,720	110	3,830	—	—		

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Multifamily real estate secured								
Purchased	2,520	1,093	1,427	—	1,427	—	—	
Commercial real estate secured								
Purchased	629	375	254	61	315	—	—	
Auto and RV secured								
In-house originated	902	663	239	10	249	—	—	
With an allowance recorded:								
Single family real estate secured:								
Mortgage								
In-house originated	14,707	11	14,696	65	14,761	575	—	
Purchased	1,976	44	1,932	5	1,937	46	—	
Home equity								
In-house originated	35	2	33	—	33	1	—	
Multifamily real estate secured								
In-house originated	795	4	791	65	856	1	—	
Auto and RV secured								
In-house originated	46	7	39	4	43	2	—	
Other	676	—	676	—	676	67	—	
Total	\$37,127	\$ 5,058	\$32,069	\$ 977	\$33,046	\$ 692	\$ —	
As a % of total gross loans and leases	0.58	% 0.08	% 0.50	% 0.02	% 0.52	% 0.01	% —	%

<sup>1</sup> Impaired loans with an allowance recorded do not have any charge-offs. Principal balance adjustments on impaired loans with an allowance recorded represent interest payments that have been applied to the book balance as a result of the loans' non-accrual status.

Edgar Filing: Bofl Holding, Inc. - Form 10-K

The following tables present the balance in the allowance for loan and lease losses and the recorded investment in loans and leases by portfolio segment and based on impairment evaluation method:

June 30, 2017										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi-family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Allowance for loan and lease losses:										
Ending allowance balance attributable to loans and leases:										
Individually evaluated for impairment—	\$680	\$1	\$—	\$19	\$—	\$1	\$—	\$314	\$43	\$1,058
general allowance										
Collectively evaluated for impairment	19,292	18	2,298	4,619	1,008	2,378	401	9,567	193	39,774
Total ending allowance balance	\$19,972	\$19	\$2,298	\$4,638	\$1,008	\$2,379	\$401	\$9,881	\$236	\$40,832
Loans and leases:										
Loans and leases individually evaluated for impairment	\$23,377	\$16	\$—	\$4,255	\$—	\$157	\$—	\$314	\$274	\$28,393
Loans and leases collectively evaluated for impairment	3,878,377	2,076	452,390	1,615,149	162,715	154,089	160,674	991,918	3,480	7,420,868
Principal loan and lease balance	3,901,754	2,092	452,390	1,619,404	162,715	154,246	160,674	992,232	3,754	7,449,261

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Unaccrued discounts and loan and lease fees	10,486	34	(1,702 )	4,586	744	2,054	(49,350 )	(640 )	(148 )	(33,936 )
Accrued interest receivable	8,831	1	(766 )	4,946	377	284	213	4,757	13	18,656
Total recorded investment in loans and leases	\$3,921,071	\$2,127	\$449,922	\$1,628,936	\$163,836	\$156,584	\$111,537	\$996,349	\$3,619	\$7,433,981

<sup>1</sup> Loans and leases evaluated for impairment include TDRs that have been performing for more than six months.

June 30, 2016

Single Family

(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi-family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Allowance for loan and lease losses: Ending allowance balance attributable to loans and leases: Individually evaluated for impairment	\$621	\$1	\$—	\$1	\$—	\$2	\$—	\$—	\$67	\$692
Collectively evaluated for impairment	18,045	22	2,685	3,937	882	1,613	245	7,630	75	35,134
Total ending allowance balance	\$18,666	\$23	\$2,685	\$3,938	\$882	\$1,615	\$245	\$7,630	\$142	\$35,826
Loans and leases: Loans and leases individually evaluated for impairment	\$28,610	\$33	\$—	\$2,218	\$254	\$278	\$—	\$—	\$676	\$32,069

1

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Loans and leases collectively evaluated for impairment	3,649,910	2,437	537,714	1,370,998	121,492	73,398	98,275	514,300	1,866	6,370,390
Principal loan and lease balance	3,678,520	2,470	537,714	1,373,216	121,746	73,676	98,275	514,300	2,542	6,402,459
Unaccrued discounts and loan and lease fees	13,142	24	(2,200 )	3,957	542	975	(30,533 )	2,172	(33 )	(11,954 )
Accrued interest receivable	12,460	2	1,870	5,409	389	169	327	2,202	3	22,831
Total recorded investment in loans and leases	\$3,704,122	\$2,496	\$537,384	\$1,382,582	\$122,677	\$74,820	\$68,069	\$518,674	\$2,512	\$6,413,336

<sup>1</sup> Loans and leases evaluated for impairment include TDRs that have been performing for more than six months.



Credit Quality Disclosure. Non-performing loans and leases consisted of the following as of the dates indicated:

(Dollars in thousands)	At June 30,	
	2017	2016
Nonaccrual loans and leases:		
Single Family Real Estate Secured:		
Mortgage		
In-house originated	\$19,320	\$22,958
Purchased	4,057	5,442
Home Equity		
In-house originated	16	33
Multifamily Real Estate Secured		
In-house originated	3,978	791
Purchased	277	1,427
Commercial Real Estate Secured		
Purchased	—	254
Total nonaccrual loans secured by real estate	27,648	30,905
Auto and RV Secured	157	278
Commercial and Industrial	314	—
Other	274	676
Total nonperforming loans and leases	\$28,393	\$31,859
Nonperforming loans and leases to total loans and leases	0.38	% 0.50

The decrease in non-performing loans and leases as a percentage of total loans and leases is primarily the result of improved performance by single family residential loans during the quarter ended June 30, 2017, partially offset by an increase in non-performing loans by multifamily real estate secured loans. Approximately 5.56% of our non-performing loans and leases at June 30, 2017 were considered TDRs, compared to 9.63% at June 30, 2016.

Borrowers who make timely payments after TDRs are considered non-performing for at least six months.

Generally, after six months of timely payments, those TDRs are reclassified from the non-performing loan and lease category to performing and any previously deferred interest income is recognized. Approximately 82.33% of the Bank's non-performing loans and leases are single family first mortgages already written down to 48.42% in aggregate, of the original appraisal value of the underlying properties.

The following tables provide the outstanding unpaid balance of loans and leases that are performing and non-performing by portfolio class as of the dates indicated:

June 30, 2017

Single Family

(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi-family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Performing	\$3,878,377	\$2,076	\$452,390	\$1,615,149	\$162,715	\$154,089	\$160,674	\$991,918	\$3,480	\$7,420,868
Non-performing	23,377	16	—	4,255	—	157	—	314	274	28,393
Total	\$3,901,754	\$2,092	\$452,390	\$1,619,404	\$162,715	\$154,246	\$160,674	\$992,232	\$3,754	\$7,449,261

June 30, 2016

Single Family

(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi-family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Performing	\$3,650,120	\$2,437	\$537,714	\$1,370,998	\$121,492	\$73,398	\$98,275	\$514,300	\$1,866	\$6,370,600
Non-performing	28,400	33	—	2,218	254	278	—	—	676	31,859
Total	\$3,678,520	\$2,470	\$537,714	\$1,373,216	\$121,746	\$73,676	\$98,275	\$514,300	\$2,542	\$6,402,459

The Company divides loan balances when determining general loan loss reserves between purchases and originations as follows:

June 30, 2017

Single Family Real Estate Secured: Mortgage

Multifamily Real Estate Secured

Commercial Real Estate Secured

(Dollars in thousands)	Single Family Real Estate Secured: Mortgage			Multifamily Real Estate Secured			Commercial Real Estate Secured		
	Origination	Purchase	Total	Origination	Purchase	Total	Origination	Purchase	Total
Performing	\$3,827,649	\$50,728	\$3,878,377	\$1,528,912	\$86,237	\$1,615,149	\$150,880	\$11,835	\$162,715
Non-performing	19,320	4,057	23,377	3,978	277	4,255	—	—	—
Total	\$3,846,969	\$54,785	\$3,901,754	\$1,532,890	\$86,514	\$1,619,404	\$150,880	\$11,835	\$162,715

June 30, 2016

Single Family Real Estate Secured: Mortgage

Multifamily Real Estate Secured

Commercial Real Estate Secured

(Dollars in thousands)	Single Family Real Estate Secured: Mortgage			Multifamily Real Estate Secured			Commercial Real Estate Secured		
	Origination	Purchase	Total	Origination	Purchase	Total	Origination	Purchase	Total
Performing	\$3,578,629	\$71,491	\$3,650,120	\$1,270,379	\$100,619	\$1,370,998	\$109,370	\$12,122	\$121,492
Non-performing	22,958	5,442	28,400	791	1,427	2,218	—	254	254
Total	\$3,601,587	\$76,933	\$3,678,520	\$1,271,170	\$102,046	\$1,373,216	\$109,370	\$12,376	\$121,746

From time to time the Company modifies loan terms temporarily for borrowers who are experiencing financial stress. These loans are performing and accruing and will generally return to the original loan terms after the modification term expires.

Edgar Filing: BofI Holding, Inc. - Form 10-K

During the temporary period of modification, the company classifies these loans as performing TDRs that consisted of the following as of the dates indicated:

June 30, 2017										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi- family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Performing loans temporarily modified as TDR	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—
Non-performing loans and leases	23,377	16	—	4,255	—	157	—	314	274	28,393
Total impaired loans and leases	\$23,377	\$ 16	\$—	\$4,255	\$—	\$ 157	\$—	\$ 314	\$274	\$28,393

Year Ended June 30, 2017										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi- family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Interest income recognized on performing TDRs	\$7	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$7
Average balances of performing TDRs	\$125	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$125
Average balances of impaired loans and leases	\$28,823	\$ 34	\$—	\$4,409	\$ 144	\$ 231	\$—	\$ 63	\$450	\$34,154

June 30, 2016										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi- family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Performing loans temporarily modified as TDR	\$210	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$210
Non-performing loans and leases	28,400	33	—	2,218	254	278	—	—	676	31,859
Total impaired loans and leases	\$28,610	\$ 33	\$—	\$2,218	\$ 254	\$ 278	\$—	\$—	\$676	\$32,069

Year Ended June 30, 2016										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi- family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Interest income recognized on performing TDRs	\$9	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$9

Edgar Filing: Bofl Holding, Inc. - Form 10-K

Average balances of performing TDRs	\$214	\$ —	\$ —	—\$—	\$ —	\$ —	\$ —	—\$	—\$—	\$214
Average balances of impaired loans and leases	\$22,969	\$ 18	\$ —	—\$4,495	\$ 969	\$ 327	\$ —	—\$	—\$135	\$28,913

F-39

---

June 30, 2015										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi- family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Performing loans temporarily modified as TDR	\$217	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	-\$217
Non-performing loans	22,842	9	—	5,399	2,128	453	—	—	—	30,831
Total impaired loans	\$23,059	\$ 9	\$ —	-\$5,399	\$ 2,128	\$ 453	\$ —	\$ —	\$ —	-\$31,048

Year Ended June 30, 2015										
Single Family										
(Dollars in thousands)	Mortgage	Home Equity	Warehouse & Other	Multi- family real estate secured	Commercial real estate secured	Auto and RV secured	Factoring	Commercial & Industrial	Other	Total
Interest income recognized on performing TDRs	\$17	\$ —	\$ —	\$ —	\$ 20	\$ —	\$ —	\$ —	\$ —	-\$37
Average balances of performing TDRs	\$500	\$ —	\$ —	\$ —	\$ 278	\$ —	\$ —	\$ —	\$ —	-\$778
Average balances of impaired loans	\$21,106	\$ 51	\$ —	-\$5,320	\$ 3,028	\$ 462	\$ —	\$ —	\$ —	-\$29,967

Interest recognized on performing loans temporarily modified as TDRs was \$7, \$9, and \$37 for the years ended June 30, 2017, 2016 and 2015 respectively. The average balances of performing TDRs and non-performing loans was \$125 and \$34,154 for the year ended June 30, 2017, \$214 and \$28,913 for the year ended June 30, 2016 and \$778 and \$29,967 for the year ending June 30, 2015, respectively.

The Company's loan modifications included Single Family, Multifamily, Commercial and Other loans of which included one or a combination of the following: a reduction of the stated interest rate, extended payment due dates or delinquent property taxes that were paid by the Bank and either repaid by the borrower over a one-year period or capitalized and amortized over the remaining life of the loan. The Company's loan modifications also included RV loans in which borrowers were able to make interest-only payments for a period of six months to one year which then reverted back to fully amortizing.

The following tables present the loans modified as TDRs during the period indicated:

(Dollars in thousands)	Year Ended June 30,		
	2017	2016	2015
Single family real estate secured:			
Mortgage			
In-house originated	\$ —	\$ —	-\$ 36
Total TDR loans secured by real estate	\$ —	\$ —	-\$ 36
Other	259	—	—
Total loans modified as TDRs	\$259	\$ —	-\$ 36

The following tables present loans by class modified as troubled debt restructurings that occurred during the periods indicated:

(Dollars in thousands)	Year Ended June 30, 2017		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Other	7	259	259
Total	7	\$ 259	\$ 259

(Dollars in thousands)	Year Ended June 30, 2016		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
In-house originated	—	\$ —	\$ —
Total	—	\$ —	\$ —

(Dollars in thousands)	Year Ended June 30, 2015		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
In-house originated	1	\$ 36	\$ 36
Total	1	\$ 36	\$ 36

The Company had no loans modified as TDRs within the previous twelve months for which there was a payment default for the fiscal years ended June 30, 2017 and June 30, 2016, respectively. The Company defines a payment default as 90 days past due.

**Credit Quality Indicators.** The Company categorizes loans and leases into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans and leases individually by classifying the loans and leases as to credit risk. The Company uses the following definitions for risk ratings.

**Pass.** Loans and leases classified as pass are well protected by the current net worth and paying capacity of the obligor or by the fair value, less cost to acquire and sell, of any underlying collateral in a timely manner.

**Special Mention.** Loans and leases classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or lease or of the institution's credit position at some future date.

**Substandard.** Loans and leases classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans and leases so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful. Loans and leases classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

F-41

---

Edgar Filing: Bofl Holding, Inc. - Form 10-K

The Company reviews and grades loans and leases following a continuous loan and lease review process, featuring coverage of all loan and lease types and business lines at least quarterly. Continuous reviewing provides more effective risk monitoring because it immediately tests for potential impacts caused by changes in personnel, policy, products or underwriting standards.

The following tables present the composition of our loan and lease portfolio by credit quality indicator as of the dates indicated:

	June 30, 2017				
(Dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Single family real estate secured:					
Mortgage					
In-house originated	\$3,808,886	\$18,763	\$19,320	\$ —	\$3,846,969
Purchased	49,893	538	4,354	—	54,785
Home equity					
In-house originated	2,076	—	16	—	2,092
Warehouse and other					
In-house originated	452,390	—	—	—	452,390
Multifamily real estate secured					
In-house originated	1,526,931	1,981	3,978	—	1,532,890
Purchased	84,775	452	1,287	—	86,514
Commercial real estate secured					
In-house originated	150,880	—	—	—	150,880
Purchased	9,868	1,967	—	—	11,835
Auto and RV secured					
In-house originated	153,994	77	175	—	154,246
Factoring					
Commercial & Industrial	160,674	—	—	—	160,674
Other	991,918	—	314	—	992,232
Total	3,480	—	274	—	3,754
Total	\$7,395,765	\$23,778	\$29,718	\$ —	\$7,449,261
As of % of gross loans and leases	99.3	% 0.3	% 0.4	% —	% 100.0

	June 30, 2016				
(Dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Single family real estate secured:					
Mortgage					
In-house originated	\$3,563,430	\$10,938	\$27,219	\$ —	\$3,601,587
Purchased	71,111	—	5,822	—	76,933
Home equity					
In-house originated	2,420	17	33	—	2,470
Warehouse and other					
In-house originated	534,868	2,846	—	—	537,714
Multifamily real estate secured					
In-house originated	1,262,384	4,721	4,065	—	1,271,170
Purchased	96,792	2,769	2,485	—	102,046
Commercial real estate secured					
In-house originated	109,370	—	—	—	109,370
Purchased	10,110	2,012	254	—	12,376
Auto and RV secured					
In-house originated	73,192	97	387	—	73,676



Edgar Filing: Bofl Holding, Inc. - Form 10-K

Factoring	98,275	—	—	—	98,275
Commercial & Industrial	513,310	—	990	—	514,300
Other	1,715	151	676	—	2,542
Total	\$6,336,977	\$23,551	\$41,931	\$ —	\$6,402,459
As of % of gross loans and leases	99.0	% 0.4	% 0.6	% — %	100.0 %

F-42

---

The Company considers the performance of the loan and lease portfolio and its impact on the allowance for loan and lease losses. The Company also evaluates credit quality based on the aging status of its loans and leases. During the year, the Company holds certain short-term loans that do not have a fixed maturity date that are treated as delinquent if not paid in full 90 days after the origination date.

The following tables provide the outstanding unpaid balance of loans and leases that are past due 30 days or more by portfolio class as of the dates indicated:

(Dollars in thousands)	June 30, 2017			
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total
Single family real estate secured:				
Mortgage				
In-house originated	\$4,892	\$ 2,325	\$19,297	\$26,514
Purchased	244	101	1,751	2,096
Home equity				
In-house originated	—	—	16	16
Multifamily real estate secured				
In-house originated	—	—	3,978	3,978
Auto and RV secured				
In-house originated	149	77	3	229
Commercial & Industrial	—	—	314	314
Other	—	—	274	274
Total	\$5,285	\$ 2,503	\$25,633	\$33,421
As a % of gross loans and leases	0.07 %	0.03 %	0.35 %	0.45 %
(Dollars in thousands)	June 30, 2016			
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total
Single family real estate secured:				
Mortgage				
In-house originated	\$5,192	\$ 1,866	\$21,722	\$28,780
Purchased	572	—	2,538	3,110
Home equity				
In-house originated	—	17	29	46
Multifamily real estate secured				
In-house originated	3,594	—	791	4,385
Commercial real estate secured				
Purchased	—	—	254	254
Auto and RV secured				
In-house originated	200	136	104	440
Commercial & Industrial	142	—	—	142
Other	62	151	676	889
Total	\$9,762	\$ 2,170	\$26,114	\$38,046
As a % of gross loans and leases	0.15 %	0.03 %	0.41 %	0.59 %

## 5. FURNITURE, EQUIPMENT AND SOFTWARE

A summary of the cost and accumulated depreciation and amortization for leasehold improvements, furniture, equipment and software is as follows:

(Dollars in thousands)	At June 30,	
	2017	2016
Leasehold improvements	\$ 1,983	\$ 1,803
Furniture and fixtures	5,083	4,401
Computer hardware and equipment	14,254	12,525
Software	17,228	11,051
Total	38,548	29,780
Less accumulated depreciation and amortization	(21,889 )	(15,785 )
Furniture, equipment and software — net	\$ 16,659	\$ 13,995

Depreciation and amortization expense for the years ended June 30, 2017, 2016 and 2015 amounted to \$6,094, \$4,795, and \$3,273, respectively.

## 6. DEPOSITS

Deposit accounts are summarized as follows:

(Dollars in thousands)	At June 30,			
	2017		2016	
	Amount	Rate <sup>1</sup>	Amount	Rate <sup>1</sup>
Non-interest bearing	\$ 848,544	— %	\$ 588,774	— %
Interest bearing:				
Demand	2,593,491	0.89 %	1,916,525	0.63 %
Savings	2,651,176	0.81 %	2,484,994	0.69 %
	5,244,667	0.85 %	4,401,519	0.66 %
Time deposits:				
\$250 and under <sup>2</sup>	774,627	2.54 %	1,017,451	2.00 %
Greater than \$250	31,669	0.39 %	36,307	0.63 %
Total time deposits	806,296	2.46 %	1,053,758	1.96 %
Total interest bearing <sup>2</sup>	6,050,963	1.06 %	5,455,277	0.91 %
Total deposits	\$ 6,899,507	0.93 %	\$ 6,044,051	0.82 %

<sup>1</sup> Based on weighted-average stated interest rates at end of period.

<sup>2</sup> The total interest-bearing includes brokered deposits of \$1,104 million and \$800.7 million as of June 30, 2017 and June 30, 2016, respectively, of which \$611.0 million and \$537.4 million, respectively, are time deposits classified as \$250 and under.

The scheduled maturities of time deposits are as follows:

	At June 30,
(Dollars in thousands) 2017	
Within 12 months	\$187,536
13 to 24 months	14,149
25 to 36 months	74,631
37 to 48 months	3,305
49 to 60 months	35,343
Thereafter	491,332
Total	\$806,296

At June 30, 2017 and 2016, the Company had deposits from principal officers, directors and their affiliates in the amount of \$1,220 and \$2,354, respectively.

#### 7. ADVANCES FROM THE FEDERAL HOME LOAN BANK

At June 30, 2017 and 2016, the Company's fixed-rate FHLB advances had interest rates that ranged from 1.00% to 4.32% with a weighted average of 1.79% and ranged from 0.47% to 5.62% with a weighted average of 1.53%, respectively.

Fixed-rate advances from FHLB are scheduled to mature as follows:

(Dollars in thousands)	At June 30,		2016		2017	
	Amount	Weighted-Average Rate	Amount	Weighted-Average Rate	Amount	Weighted-Average Rate
Within one year	\$265,000	1.28 %	\$322,000	0.70 %		
After one but within two years	147,500	1.98 %	30,000	2.80 %		
After two but within three years	55,000	1.79 %	147,500	1.98 %		
After three but within four years	65,000	2.30 %	55,000	1.79 %		
After four but within five years	50,000	2.47 %	65,000	2.30 %		
After five years	57,500	2.47 %	107,500	2.47 %		
Total	\$640,000	1.79 %	\$727,000	1.53 %		

At June 30, 2017, a total of \$5,000 of FHLB advances include agreements that allow the FHLB, at its option, to put the advances back to the Company after specified dates. Under the terms of the puttable advances, the Company could be required to repay all of the principal and accrued interest before the maturity date. The weighted-average remaining contractual maturity period of the \$5,000 in advances is 0.57 years and the weighted average remaining period before such advances could be put to the Company is 0.07 years.

The Company's advances from the FHLB were collateralized by certain real estate loans with an aggregate unpaid balance of \$3,989,070 and \$3,486,939 at June 30, 2017 and 2016, respectively, by the Company's investment in capital stock of the FHLB of San Francisco and by its investment in mortgage-backed securities. Generally, each advance carries a prepayment penalty and is payable in full at its maturity date.

The maximum amounts advanced at any month-end during the period from the FHLB were \$1,317,000, \$1,129,000, and \$1,075,000 during the years ended June 30, 2017, 2016, and 2015, respectively. At June 30, 2017, the Company had \$1,248,696 available immediately and an additional \$157,575 available with additional collateral for advances from the FHLB for terms up to ten years.

#### 8. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

At June 30, 2017, the Company has sold securities under various agreements to repurchase for total proceeds of \$20,000. The repurchase agreements have fixed interest rates between 3.75% and 4.75%, with a weighted average rate of 4.25%, and scheduled maturities between August 2017 and December 2017. Under these agreements, the Company may be required to repay the \$20,000 and repurchase its securities before the scheduled maturity if the issuer requests repayment on scheduled quarterly call dates. The weighted-average remaining contractual maturity period is 0.28 years and the weighted average remaining period before such repurchase agreements could be called is 0.22 years.



## 9. SUBORDINATED NOTES AND DEBENTURES

**Subordinated Notes.** In March 2016, the Company completed the sale of \$51,000 aggregate principal amount of its 6.25% Subordinated Notes due February 28, 2026 (the “Notes”). The Company received \$51,000 in gross proceeds as a part of this transaction, before the 3.15% underwriting discount and other offering expenses. The Notes mature on February 28, 2026 and accrue interest at a rate of 6.25% per annum, with interest payable quarterly. The Notes may be redeemed on or after March 31, 2021, which date may be extended at the Company’s discretion, at a redemption price equal to principal plus accrued and unpaid interest, subject to certain conditions.

**Junior Subordinated Debentures.** On December 13, 2004, the Company entered into an agreement to form an unconsolidated trust which issued \$5,000 of trust preferred securities in a transaction that closed on December 16, 2004. The net proceeds from the offering were used to purchase \$5,155 of junior subordinated debentures (“Debentures”) of the Company with a stated maturity date of February 23, 2035. The Debentures are the sole assets of the trust. The trust preferred securities are mandatorily redeemable upon maturity, or upon earlier redemption as provided in the indenture. The Company has the right to redeem the Debentures in whole (but not in part) on or after specific dates, at a redemption price specified in the indenture plus any accrued but unpaid interest through the redemption date. Interest accrues at the rate of three-month LIBOR plus 2.4% for a rate of 3.59% as of June 30, 2017, with interest paid quarterly starting February 16, 2005.

The Bank has the ability to borrow short-term from the Federal Reserve Bank Discount Window. At June 30, 2017 and 2016 there were no amounts outstanding and the available borrowings from this source were \$1,251,526 and \$42,222, respectively. The 2017 available borrowings would be collateralized by residential real estate loans, certain C&I loans, and mortgage-backed securities totaling \$1,543,751 and \$64,929, respectively. The Bank has additional unencumbered collateral that could be pledged to the Federal Reserve Bank Discount Window to increase borrowing liquidity.

The Bank has federal funds lines of credit with two major banks totaling \$35.0 million. At June 30, 2017 and 2016 the Bank had no outstanding balances on these lines.

## 10. INCOME TAXES

The provision for income taxes is as follows:

	At June 30,		
(Dollars in thousands)	2017	2016	2015
Current:			
Federal	\$74,053	\$67,773	\$49,801
State	26,120	24,478	17,192
	100,173	92,251	66,993
Deferred:			
Federal	(1,886 )	(5,363 )	(7,015 )
State	(334 )	(1,284 )	(1,803 )
	(2,220 )	(6,647 )	(8,818 )
Total	\$97,953	\$85,604	\$58,175

The differences between the statutory federal income tax rate and the effective tax rates are summarized as follows:

	At June 30,		
	2017	2016	2015
Statutory federal tax rate	35.00 %	35.00 %	35.00 %
Increase (decrease) resulting from:			
State taxes—net of federal tax benefit	7.23 %	7.31 %	6.81 %
Cash surrender value	(0.03 )%	(0.03 )%	(0.04 )%
Tax credits	(0.19 )%	(0.18 )%	(0.24 )%
Non-taxable income	(0.28 )%	(0.36 )%	(0.58 )%
Other	0.37 %	0.04 %	0.35 %
Effective tax rate	42.10 %	41.78 %	41.30 %



The components of the net deferred tax asset are as follows:

(Dollars in thousands)	At June 30,	
	2017	2016
Deferred tax assets:		
Allowance for loan and lease losses and charge-offs	\$18,845	\$16,601
State taxes	6,893	5,327
Stock-based compensation expense	2,703	1,915
Unrealized net (gains) losses on securities	(385 )	5,551
Deferred bonus / vacation	959	625
Securities impaired	8,395	11,345
Deferred loan fees	2,377	1,128
Total deferred tax assets	39,787	42,492
Deferred tax liabilities:		
FHLB stock dividend	(1,181 )	(1,187 )
Other assets—prepaids	(1,363 )	(937 )
Depreciation	(2,902 )	(2,671 )
Total deferred tax liabilities	(5,446 )	(4,795 )
Net deferred tax asset	\$34,341	\$37,697

The Company establishes a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of June 30, 2017 and 2016, the Company believes that it will have sufficient earnings to realize its deferred tax asset and has not provided an allowance.

The following is a reconciliation of the beginning and ending amount of unrecognized tax positions for the periods presented:

(Dollars in thousands)	2017	2016	2015
Balance—beginning of period	\$880	\$779	\$293
Additions—current year tax positions	180	181	135
Additions—prior year tax positions	17	—	568
Reductions—prior year tax positions	(212 )	(80 )	(217 )
Total liability for unrecognized tax positions—end of period	\$865	\$880	\$779

The Company is subject to federal income tax and income tax of state taxing authorities. The Company's federal income tax returns for the years ended June 30, 2014, 2015, and 2016 and its state taxing authorities income tax returns for the years ended June 30, 2013, 2014, 2015 and 2016 are open to audit under the statutes of limitations by the Internal Revenue Service and state taxing authorities.

## 11. STOCKHOLDERS' EQUITY

Common Stock. Changes in common stock issued and outstanding were as follows:

	At June 30,					
	2017		2016		2015	
	Issued <sup>1</sup>	Outstanding <sup>1</sup>	Issued <sup>1</sup>	Outstanding <sup>1</sup>	Issued <sup>1</sup>	Outstanding <sup>1</sup>
Beginning of year:	64,513,494	63,219,392	63,145,364	62,075,004	58,779,522	57,807,600
Common stock issued through option exercise or exchange	—	—	82,400	82,400	218,539	176,252
Common stock issued through public offering	—	—	723,808	723,808	3,796,356	3,796,356
Common stock issued through grants of restricted stock units	602,438	316,852	561,922	338,180	350,947	294,796
End of year:	65,115,932	63,536,244	64,513,494	63,219,392	63,145,364	62,075,004

<sup>1</sup> Common stock amounts have been retroactively restated for the fiscal year ended June 30, 2015 to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was



distributed on November 17, 2015. The par value of common stock remains unchanged at \$0.01 per share after the aforementioned forward stock split.

F-47

---

On July 22, 2014, we entered into an At-the-Market (“ATM”) Equity Distribution Agreement with Keefe, Bruyette & Woods, Inc., Raymond James & Associates, Inc. and Sterne, Agee & Leach, Inc. (the “Distribution Agents”) pursuant to which we may issue and sell through the Distribution Agents from time to time shares of our common stock in at the market offerings with an aggregate offering price of up to \$50,000 (the “ATM Offering”). The sales of shares of our common stock under the Equity Distribution Agreement are to be made in “at the market” offerings as defined in Rule 415 of the Securities Act of 1933, as amended, including sales made directly on the NASDAQ Global Select Market (the principal existing trading market for our common stock), or sales made through a market maker or any other trading market for our common stock, or (with our prior consent) in privately negotiated transactions at negotiated prices.

The aggregate compensation payable to the Distribution Agents under the Distribution Agreement is 2.5% of the gross sales price of the shares sold under the agreement. The Company also agreed to reimburse the Distribution Agents for up to \$75 of their expenses and have provided the Distribution Agents with customary indemnification rights.

In August 2014, we commenced sales of common stock through the ATM Offering. The details of the shares of common stock sold through the ATM Offering through January 31, 2015 are as follows (dollars in thousands, except per share data):

Distribution Agent	Month	Weighted Number		Compensation to Distribution Agent
		Average of Per Share Price <sup>1</sup>	Net Shares Sold <sup>1</sup>	
Keefe, Bruyette & Woods, Inc.	August 2014	\$ 19.68	177,668	\$ 3,409
Keefe, Bruyette & Woods, Inc.	September 2014	\$ 18.65	947,200	\$ 17,218
Keefe, Bruyette & Woods, Inc.	October 2014	\$ 17.56	200,000	\$ 3,423
Keefe, Bruyette & Woods, Inc.	November 2014	\$ 19.58	520,000	\$ 9,924
Keefe, Bruyette & Woods, Inc.	December 2014	\$ 19.69	267,200	\$ 5,130
Keefe, Bruyette & Woods, Inc.	January 2015	\$ 20.35	486,280	\$ 9,646

<sup>1</sup> Amounts have been retroactively restated for the fiscal year ended June 30, 2015 and prior periods presented to reflect the four-for-one forward split of the Company’s common stock effected in the form of a stock dividend that was distributed on November 17, 2015.

As of January 31, 2015, the total gross sales were \$50,000, which completed this offering.

On February 23, 2015, we entered into an ATM Equity Distribution Agreement with FBR Capital Markets & Co., Sterne, Agee & Leach, Inc. and Raymond James & Associates, Inc. (the “2015 Distribution Agents”) pursuant to which we may issue and sell through the 2015 Distribution Agents from time to time shares of our common stock in at the market offerings with an aggregate offering price of up to \$50,000 (the “2015 ATM Offering”). The sales of shares of our common stock under the Equity Distribution Agreement are to be made in “at the market” offerings as defined in Rule 415 of the Securities Act of 1933, as amended, including sales made directly on the NASDAQ Global Select Market (the principal existing trading market for our common stock), or sales made through a market maker or any other trading market for our common stock, or (with our prior consent) in privately negotiated transactions at negotiated prices.

The aggregate compensation payable to the 2015 Distribution Agents under the Distribution Agreement will not exceed 2.5% of the gross sales price of the shares sold under the agreement. We also agreed to reimburse the 2015 Distribution Agents for up to \$75 in their expenses through September 30, 2015 and up to \$25 thereafter and provided the 2015 Distribution Agents with customary indemnification rights.

In February 2015, we commenced sales of common stock through the 2015 ATM Offering. The details of the shares of common stock sold through the 2015 ATM Offering through June 30, 2015 are as follows (dollars in thousands, except per share data):

Distribution Agent	Month	Weighted Number		Compensation	
		Average of Per Share Price <sup>1</sup>	Net Shares Sold <sup>1</sup>	to Proceeds	Distribution Agent
FBR Capital Markets & Co.	February 2015	\$ 22.68	40,000	\$ 884	\$ 23
FBR Capital Markets & Co.	March 2015	\$ 23.38	518,528	\$ 11,818	\$ 303
FBR Capital Markets & Co.	April 2015	\$ 23.10	265,088	\$ 5,971	\$ 153
FBR Capital Markets & Co.	May 2015	\$ 23.69	122,800	\$ 2,837	\$ 73
FBR Capital Markets & Co.	June 2015	\$ 24.69	251,592	\$ 6,057	\$ 155
FBR Capital Markets & Co.	July 2015	\$ 27.37	280,000	\$ 7,471	\$ 192
FBR Capital Markets & Co.	August 2015	\$ 32.81	40,000	\$ 1,279	\$ 33
FBR Capital Markets & Co.	September 2015	\$ 30.99	240,000	\$ 7,252	\$ 186
FBR Capital Markets & Co.	October 2015	\$ 32.43	163,808	\$ 5,181	\$ 132

<sup>1</sup> Amounts have been retroactively restated for the fiscal year ended June 30, 2015 and prior periods presented to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015.

As of December 31, 2015, the total gross sales were \$50,000, which completed this offering.

**Preferred Stock.** On October 28, 2003, the Company commenced a private placement of Series A-6% Cumulative Nonparticipating Perpetual Preferred Stock (the "Series A preferred stock"). The rights, preferences and privileges of the Series A preferred stock were established in a certificate filed by the Company with the State of Delaware on October 27, 2003, and generally include the holder's right to a six percent (6%) per annum cumulative dividend payable quarterly and the Company's right to redeem some or all of the remaining 515 shares at \$10,000 face value outstanding shares. The holder's right to convert to the Company's common stock expired on January 1, 2009.

During the fiscal year ended June 30, 2004, the Company issued \$6,750 of Series A preferred stock, convertible through January 1, 2009, representing 675 shares at \$10,000 face value, less issuance costs of \$113. Before the expiration of the conversion right, holders of the Series A converted 160 shares of Series A preferred to common stock. The Company has declared dividends to holders of its Series A preferred stock totaling \$309 for each of the years ended June 30, 2017, 2016, and 2015, respectively.

## 12. STOCK-BASED COMPENSATION

On October 22, 2015, the stockholders of the Company approved and in November 2015 the Company's Board of Directors adopted an amendment to the Company's certificate of incorporation (the "Amendment") to increase the number of authorized shares of common stock available for issuance from 50,000,000 to 150,000,000 shares. The purpose for the Amendment was to accommodate a forward stock split through a stock dividend whereby each share of common stock would effectively be split into four shares of common stock (the "Stock Split"). On October 26, 2015, the Board of Directors approved the Stock Split. The Company issued a dividend of three shares of common stock for every one share issued and outstanding as of November 6, 2015. The stock dividend was paid on November 17, 2015, and BOFI common stock began trading on a split-adjusted basis on November 18, 2015. Common stock share, per-share, option and restricted stock unit amounts for the fiscal year ended June 30, 2015 and prior periods presented have been retroactively restated to reflect the effects of the Stock Split.

On March 17, 2016, the Board of Directors of the Company, authorized a program to repurchase up to \$100 million of common stock. The new share repurchase authorization replaces the previous share repurchase plan approved on July 5, 2005. The Company may repurchase shares on the open market or through privately negotiated transactions at times and prices considered appropriate, at the discretion of the Company, and subject to its assessment of alternative uses of capital, stock trading price, general market conditions and regulatory factors. The repurchase program does not obligate the Company to acquire any specific number of shares. The share repurchase program will continue in effect

until terminated by the Board of Directors of the Company.

The Company has two equity incentive plans, the 2014 Stock Incentive Plan (“2014 Plan”) and the 2004 Stock Incentive Plan (“2004 Plan” and collectively, the “Plans”), which provide for the granting of non-qualified and incentive stock options, restricted stock and restricted stock units, stock appreciation rights and other awards to employees, directors and consultants. The Plans are designed to encourage selected employees and directors to improve operations and increase profits, and to accept or continue employment or association with the Company through participation in the growth in the value of the common stock. The Plans require that option exercise prices be not less than fair market value per share of common stock on the option grant date for incentive and non-qualified options. The options issued under the Plans generally vest in between three and five years. Option expiration dates are established by the Plans’ administrator but may not be later than ten years after the date of the grant.

F-49

---

2004 Stock Incentive Plan. In October 2004, the Company's Board of Directors and the stockholders approved the 2004 Plan. In November 2007, the 2004 Plan was amended and approved by the Company's stockholders. The maximum number of shares of common stock available for issuance under the 2004 Plan is 14.8% of the Company's outstanding common stock measured from time to time. In addition, the number of shares of the Company's common stock reserved for issuance will also automatically increase by an additional 1.5% on the first day of each of four fiscal years starting July 1, 2007. With the stockholders approving the 2014 Plan in October 2014, no further awards will be made under the 2004 Plan and the 2004 Plan will remain in effect only so long as awards made thereunder remain outstanding.

2014 Stock Incentive Plan. In September and October 2014, the Company's Board of Directors and stockholders approved the 2014 Plan, respectively. The maximum number of shares of common stock available for issuance under the 2014 Plan is 3,680,000.

Stock Options. A summary of stock option activity under the Plans during the periods indicated is presented below:

	Number of Shares <sup>1</sup>	Weighted-Average Exercise Price Per Share <sup>1</sup>
Outstanding—June 30, 2014	427,800	\$ 2.18
Granted	—	—
Exercised	(218,539)	2.26
Canceled	(126,861)	2.26
Outstanding—June 30, 2015	82,400	\$ 1.84
Granted	—	—
Exercised	(82,400 )	1.84
Canceled	—	—
Outstanding—June 30, 2016	—	\$ —
Granted	—	—
Exercised	—	—
Canceled	—	—
Outstanding—June 30, 2017	—	\$ —
Options exercisable—June 30, 2015	82,400	\$ 1.84
Options exercisable—June 30, 2016	—	\$ —
Options exercisable—June 30, 2017	—	\$ —

<sup>1</sup> Amounts have been retroactively restated for all prior periods presented to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015. The aggregate intrinsic value of options exercised or converted during the years ended June 30, 2017, 2016 and 2015 was \$0, \$2,656, and \$7,834, respectively.

Restricted Stock and Restricted Stock Units. During the fiscal year ended June 30, 2015, the Company's Board of Directors granted 775,824 restricted stock units to employees and directors. The chief executive officer received 288,000 restricted stock units, which vest ratably on each of the four fiscal year ends after the issue date. All other restricted stock unit awards granted during the year ended June 30, 2015, vest over three years, one-third on each anniversary of the grant date and 519,400 shares were vested and issued and 67,104 shares were canceled as of June 30, 2015.

During the fiscal year ended June 30, 2016, the Company's Board of Directors granted 615,834 restricted stock units to employees and directors. The chief executive officer received 288,000 restricted stock units, which vest ratably on each of the four fiscal year ends after the issue date. All other restricted stock unit awards granted during the year ended June 30, 2016, vest over three years, one-third on each anniversary of the grant date and 596,871 shares were vested and issued and 94,325 shares were canceled as of June 30, 2016.

During the fiscal year ended June 30, 2017, the Company's Board of Directors granted 555,611 restricted stock units to employees and directors. The chief executive officer received 288,000 restricted stock units, which vest ratably on each of the four fiscal year ends after the issue date. All other restricted stock unit awards granted during the year

ended June 30, 2017, vest over three years, one-third on each anniversary of the grant date and 570,764 shares were vested and issued and 92,251 shares were canceled as of June 30, 2017.

F-50

---

The Company's income before income taxes and net income for the years ended June 30, 2017, 2016 and 2015 included stock compensation expense of \$14,535, \$11,326 and \$6,648, respectively. The income tax benefit was \$6,119, \$4,509 and \$2,746, respectively. The Company recognizes compensation expense based upon the grant-date fair value divided by the service period between each vesting date. At June 30, 2017, expense related to stock option grants has been fully recognized.

At June 30, 2017 unrecognized compensation expense related to non-vested awards aggregated to \$22,112 and is expected to be recognized in future periods as follows:

(Dollars in thousands)	Stock Award Compensation Expense
For the fiscal year ended June 30:	
2018	\$ 11,894
2019	7,764
2020	2,454
Total	\$ 22,112

The following table presents the status and changes in restricted stock units grants for the periods indicated:

	Restricted Stock Unit Shares <sup>1</sup>	Weighted-Average Grant-Date Fair Value <sup>1</sup>
Non-vested balance at June 30, 2014	945,756	\$ 10.29
Granted	775,836	19.99
Vested	(350,947)	10.11
Canceled	(235,557)	11.26
Non-vested balance at June 30, 2015	1,135,088	\$ 17.01
Granted	615,834	26.60
Vested	(536,528)	16.14
Canceled	(154,668)	18.70
Non-vested balance at June 30, 2016	1,059,726	\$ 22.53
Granted	843,611	21.13
Vested	(570,764)	20.86
Canceled	(92,251)	20.26
Non-vested balance at June 30, 2017	1,240,322	\$ 22.52

<sup>1</sup> Amounts have been retroactively restated for the fiscal year ended June 30, 2015 and prior periods presented to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015.

The total fair value of shares vested during the years ended June 30, 2017, 2016 and 2015 was \$12,941, \$13,256 and \$11,907, respectively.

## 13. EARNINGS PER SHARE

The following table presents the calculation of basic and diluted EPS:

(Dollars in thousands, except per share data)	At June 30,		
	2017	2016	2015
Earnings Per Common Share <sup>1</sup>			
Net income	\$134,740	\$119,291	\$82,682
Preferred stock dividends	(309 )	(309 )	(309 )
Net income attributable to common shareholders	\$134,431	\$118,982	\$82,373
Average common shares issued and outstanding	63,358,886	62,909,411	59,939,844
Average unvested restricted stock grant and RSU shares	1,491,228	1,355,796	1,238,064
Total qualifying shares	64,850,114	64,265,207	61,177,908
Earnings per common share	\$2.07	\$1.85	\$1.35
Diluted Earnings Per Common Share <sup>1</sup>			
Net income attributable to common shareholders	\$134,431	\$118,982	\$82,373
Dilutive net income attributable to common shareholders	\$134,431	\$118,982	\$82,373
Average common shares issued and outstanding	64,850,114	64,265,207	61,177,908
Dilutive effect of stock options	—	5,845	226,456
Total dilutive common shares issued and outstanding	64,850,114	64,271,052	61,404,364
Diluted earnings per common share	\$2.07	\$1.85	\$1.34

<sup>1</sup> Amounts have been retroactively restated for the fiscal year ended June 30, 2015 to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015.

## 14. COMMITMENTS AND CONTINGENCIES

Operating Leases. The Company leases office space under operating lease agreements scheduled to expire at various dates. The Company pays property taxes, insurance and maintenance expenses related to its leases. Rent expense for the years ended June 30, 2017, 2016, and 2015 was \$5,108, \$3,901, and \$2,806, respectively.

Pursuant to the terms of these non-cancelable lease agreements in effect at June 30, 2017, future minimum lease payments are as follows:

(Dollars in thousands)	Future minimum lease payments
2018	\$4,406
2019	4,718
2020	4,914
2021	915
2022	939
Thereafter	1,505
Total	\$17,397



Litigation. On October 15, 2015, the Company, its Chief Executive Officer and its Chief Financial Officer were named defendants in a putative class action lawsuit styled *Golden v. BofI Holding, Inc., et al*, and brought in United States District Court for the Southern District of California (the “Golden Case”). On November 3, 2015, the Company, its Chief Executive Officer and its Chief Financial Officer were named defendants in a second putative class action lawsuit styled *Hazan v. BofI Holding, Inc., et al*, and also brought in the United States District Court for the Southern District of California (the “Hazan Case”). On February 1, 2016, the Golden Case and the Hazan Case were consolidated as *In re BofI Holding, Inc. Securities Litigation*, Case #: 3:15-cv-02324-GPC-KSC (the “First Class Action”), and the Houston Municipal Employees Pension System was appointed lead plaintiff. The First Class Action complaint was amended by a certain Consolidated Amended Class Complaint filed on April 11, 2016. On September 27, 2016, the Court dismissed the First Class Action, with leave to amend, as to defendants Andrew Micheletti, Paul Grinberg, Nicholas Mosich and James Argalas. The Court denied the Motion to Dismiss with respect to the Company and Gregory Garrabrants. On November 25, 2016, the putative class action plaintiff filed a Second Amended Class Action Complaint (the “Second Amended Complaint”), which includes the previously dismissed defendants. On December 23, 2016, the Company and other defendants filed a motion to dismiss such Second Amended Complaint. On May 23, 2017, the Court granted in part and denied in part the defendants’ motion to dismiss the Second Amended Complaint. The First Class Action seeks monetary damages and other relief on behalf of a putative class that has not been certified by the Court. The Second Amended Complaint alleges that the Company and other named defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder, by failing to disclose wrongful conduct that was alleged in a complaint filed in connection with a wrongful termination of employment lawsuit filed on October 13, 2015 (the “Employment Matter”) and that as a result the Company’s statements regarding its internal controls, as well as portions of its financial statements, were false and misleading. The Company and the other defendants named in the Employment Matter dispute the allegations of wrongdoing advanced by the plaintiff in that case, including plaintiff’s statement of the underlying factual circumstances, and are vigorously defending against the complaint filed in connection therewith. Moreover, the Company and the other named defendants dispute the allegations advanced by the plaintiffs in the First Class Action and are vigorously defending against the Second Amended Complaint.

On April 3, 2017, the Company, its Chief Executive Officer and its Chief Financial Officer were named defendants in a putative class action lawsuit styled *Mandalevy v. BofI Holding, Inc., et al*, and brought in United States District Court for the Southern District of California (the “Mandalevy Case”). The Mandalevy Case seeks monetary damages and other relief on behalf of a putative class that has not been certified by the Court. The complaint in the Mandalevy Case (the “Mandalevy Complaint”) alleges a class period that differs from that alleged in the First Class Action, and that the Company and other named defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder, by failing to disclose wrongful conduct that was alleged in a March 2017 media article. The Mandalevy Case has not been consolidated into the First Class Action. On June 2, 2017, lead plaintiff motions were filed on behalf of three members of the putative class and on July 17, 2017, the Company and other defendants filed an opposition to such motions. The Mandalevy Complaint has yet to be served upon the Company or the other named defendants. The Company and the other named defendants dispute the allegations advanced by the plaintiffs in the Mandalevy Case, and are vigorously defending against the Mandalevy Complaint. The complaints filed in the Golden Case, the Hazan Case, and the Mandalevy Case allege that the defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder, by failing to disclose the wrongful conduct that is alleged in a complaint that was filed in a wrongful termination of employment lawsuit (the “Employment Matter”), and that as a result the Company’s statements regarding its internal controls, as well as portions of its financial statements, were false and misleading. The Company and the other named defendants dispute the allegations of wrongdoing advanced by the plaintiffs in the Class Action, the Mandalevy Case, and in the Employment Matter, as well as those plaintiffs’ statement of the underlying factual circumstances, and are vigorously defending each case.

In addition to the First Class Action and the Mandalevy Case, two separate shareholder derivative actions were filed in December, 2015, purportedly on behalf of the Company. The first derivative action, *Calcaterra v. Garrabrants, et al*, was filed in the United States District Court for the Southern District of California on December 3, 2015. The second

derivative action, *Dow v. Micheletti, et al*, was filed in the San Diego County Superior Court on December 16, 2015. A third derivative action, *DeYoung v. Garrabrants, et al*, was filed in the United States District Court for the Southern District of California on January 22, 2016, a fourth derivative action, *Yong v. Garrabrants, et al*, was filed in the United States District Court for the Southern District of California on January 29, 2016, and a fifth derivative action, *Laborers Pension Trust Fund of Northern Nevada v. Allrich et al*, was filed in the United States District Court for the Southern District of California on February 2, 2016, and a sixth derivative action, *Garner v. Garrabrants, et al*, was filed in the San Diego County Superior Court on August 10, 2017. Each of these five derivative actions names the Company as a nominal defendant, and certain of its officers and directors as defendants. Each complaint sets forth allegations of breaches of fiduciary duties, gross mismanagement, abuse of control, and unjust enrichment against the defendant officers and directors. The plaintiffs in these derivative actions seek damages in unspecified amounts on the Company's behalf from the officer and director defendants, certain corporate governance actions, and an award of their costs and attorney's fees.

F-53

---

On June 9, 2016, the United States District Court for the Southern District of California ordered the four above-referenced cases pending before it to be consolidated, appointed lead counsel in the consolidated action, and ordered the parties to meet and confer regarding a schedule for the filing of a consolidated complaint and defendants' response to the complaint. Pursuant to the June 9, 2016 order, counsel have met and conferred regarding proposals for (a) the time for plaintiffs to file a consolidated complaint or provide notice of plaintiffs' intent to rely upon the original Complaint in Case No. 3:15-cv-02722-GPC-KSC (the "Operative Complaint"); (b) the time for defendants to respond to the Operative Complaint; and (c) a schedule for briefing any motion to dismiss that may be filed by a defendant. A stipulation setting forth the agreed litigation schedule has been submitted to the Court. On April 10, 2017, the plaintiffs filed an amended complaint (the "Amended Operative Complaint").

The first to be filed of two derivative actions pending before the San Diego County Superior Court, *Dow v. Micheletti, et al* is stayed by agreement of the parties. Due to the recency of its filing, no action has yet been taken, or agreement reached, with respect to *Garner v. Garrabrants, et al*.

#### 15. OFF-BALANCE-SHEET ACTIVITIES

**Credit-Related Financial Instruments.** The Company is a party to credit-related financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments are commitments to extend credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

The Company's exposure to credit loss is represented by the contractual amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

At June 30, 2017, we had fixed and variable rate commitments to originate or purchase loans and leases with an aggregate outstanding principal balance of \$78,113 and \$417,028 for total commitments to originate of \$495,141. For June 30, 2017, our fixed rate commitments to originate had a weighted-average rate of 3.81%. For June 30, 2016, we had fixed and variable rate commitments to originate or purchase loans and leases with an aggregate outstanding principal balance of \$161,663 and \$175,801 for total commitments to originate of \$337,464. For June 30, 2016, our fixed rate commitments to originate had a weighted average rate of 3.59%. At June 30, 2017, we also had fixed and variable rate commitments to sell loans with an aggregate outstanding principal balance of \$59,786 and \$6,259 for total commitments to sell of \$66,045. For June 30, 2016, we had fixed and variable rate commitments to sell of \$134,114 and \$2,312 for total commitments to sell of \$136,426. At June 30, 2017 and 2016, 75.4% and 85.7% of the commitments to originate loans are matched with commitments to sell related to conforming single family loans classified as held for sale, respectively.

Commitments to extend credit are agreements to lend to a customer so long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon.

Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the customer.

#### 16. MINIMUM REGULATORY CAPITAL REQUIREMENTS

The Company and Bank are subject to regulatory capital adequacy requirements promulgated by federal bank regulatory agencies. Failure by the Company or Bank to meet minimum capital requirements could result in certain mandatory and discretionary actions by regulators that could have a material adverse effect on the consolidated financial statements. The Federal Reserve establishes capital requirements for the Company and the OCC has similar requirements for the Bank. The following tables present regulatory capital information for the Company and Bank. Information presented for June 30, 2017, reflects the Basel III capital requirements that became effective January 1, 2015 for both the Company and Bank. Under these capital requirements and the regulatory framework for prompt corrective action, the Company and Bank must meet specific capital guidelines that involve quantitative measures of the Company and Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and Bank's capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weightings and other factors.



Quantitative measures established by regulation require the Company and Bank to maintain certain minimum capital amounts and ratios. Federal bank regulators require the Company and Bank maintain minimum ratios of core capital to adjusted average assets of 4.0%, common equity tier 1 capital to risk-weighted assets of 4.5%, tier 1 capital to risk-weighted assets of 6.0% and total risk-based capital to risk-weighted assets of 8.0%. At June 30, 2017, the Company and Bank met all the capital adequacy requirements to which they were subject. At June 30, 2017, the Company and Bank were “well capitalized” under the regulatory framework for prompt corrective action. To be “well capitalized,” the Company and Bank must maintain minimum leverage, common equity tier 1 risk-based, tier 1 risk-based and total risk-based capital ratios of at least 5.0%, 6.5%, 8.0% and 10.0%, respectively. Management believes that no conditions or events have occurred since June 30, 2017 that would materially adversely change the Company’s and Bank’s capital classifications. From time to time, we may need to raise additional capital to support the Company’s and Bank’s further growth and to maintain their “well capitalized” status.

The Bank’s capital amounts, capital ratios and capital requirements under Basel III were as follows:

(Dollars in thousands)	BofI Holding, Inc.		BofI Federal Bank		“Well Capitalized” Ratio	Minimum Capital Ratio
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016		
<b>Regulatory Capital:</b>						
Tier 1	\$833,759	\$690,893	\$804,317	\$664,427		
Common equity tier 1	\$828,696	\$685,830	\$804,317	\$664,427		
Total capital (to risk-weighted assets)	\$925,720	\$777,834	\$845,278	\$700,368		

**Assets:**

Average adjusted	\$8,380,909	\$7,575,526	\$8,374,509	\$7,566,865
Total risk-weighted	\$5,651,522	\$4,755,242	\$5,645,112	\$4,747,496

**Regulatory Capital Ratios:**

Tier 1 leverage (core) capital to adjusted average assets	9.95	% 9.12	% 9.60	% 8.78	% 5.00	% 4.00	%
Common equity tier 1 capital (to risk-weighted assets)	14.66	% 14.42	% 14.25	% 14.00	% 6.50	% 4.50	%
Tier 1 capital (to risk-weighted assets)	14.75	% 14.53	% 14.25	% 14.00	% 8.00	% 6.00	%
Total capital (to risk-weighted assets)	16.38	% 16.36	% 14.97	% 14.75	% 10.00	% 8.00	%

Beginning January 1, 2016, Basel III implements a requirement for all banking organizations to maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer will be exclusively composed of common equity tier 1 capital, and it applies to each of the three risk-based capital ratios but not the leverage ratio. At June 30, 2017, the Company and Bank are in compliance with the capital conservation buffer requirement. The three risk-based capital ratios will increase by 0.625% each year through 2019, at which point, the common equity tier 1 risk based, tier 1 risk-based and total risk-based capital ratios will be 7.0%, 8.5% and 10.5%, respectively.

In connection with the approval of the acquisition of the H&R Block Bank deposits on September 1, 2015, the Bank executed a letter agreement with the OCC to maintain its Tier 1 leverage capital ratio at a minimum of 8.50% for the quarters ended in June, September and December and a minimum of 8.00% for the quarter ended in March, subject to certain adjustments. At June 30, 2017 the Bank is in compliance with this letter agreement.

**17. EMPLOYEE BENEFIT PLAN**

The Company has a 401(k) plan whereby substantially all of its employees may participate in the plan. Employees may contribute up to 100% of their compensation subject to certain limits based on federal tax laws. The Company has implemented an employer matching program whereby employer contributions are made to the 401(k) plan in an amount equal to 50% of the first 8% of an employee’s designated deferral of their eligible compensation. For the fiscal

years ended June 30, 2017, 2016, and 2015, expense attributable to the plan amounted to \$1,288, \$801, and \$110, respectively.

F-55

---

## 18. PARENT-ONLY CONDENSED FINANCIAL INFORMATION

The following BofI Holding, Inc. (Parent company only) financial information should be read in conjunction with the consolidated financial statements of the Company and the other notes to the consolidated financial statements:

BofI Holding, Inc. (Parent Company Only)

## CONDENSED BALANCE SHEETS

(Dollars in thousands)	At June 30,	
	2017	2016
<b>ASSETS</b>		
Cash and cash equivalents	\$81,356	\$77,383
Loans	29	37
Investment securities	13	12
Other assets	5,250	5,672
Investment in subsidiary	804,803	657,119
Total assets	\$891,451	\$740,223
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Subordinated notes and debentures	\$54,313	\$54,105
Accrued interest payable	339	292
Accounts payable and accrued liabilities	2,552	2,236
Total liabilities	57,204	56,633
Stockholders' equity	834,247	683,590
Total liabilities and stockholders' equity	\$891,451	\$740,223

BofI Holding, Inc. (Parent Company Only)

## STATEMENTS OF INCOME

(Dollars in thousands)	Year Ended June 30,		
	2017	2016	2015
Interest income	\$621	\$136	\$111
Interest expense	3,613	1,275	143
Net interest (expense) income	(2,992 )	(1,139 )	(32 )
Provision for loan losses	—	—	—
Net interest (expense) income, after provision for loan losses	(2,992 )	(1,139 )	(32 )
Non-interest income (loss)	—	339	(9 )
Non-interest expense	8,561	7,345	4,678
Income (loss) before dividends from subsidiary and equity in undistributed income of subsidiary	(11,553 )	(8,145 )	(4,719 )
Dividends from subsidiary	6,400	2,900	1,950
Equity in undistributed earnings of subsidiary	139,893	124,536	85,451
Net income	\$134,740	\$119,291	\$82,682
Comprehensive income	\$142,531	\$121,386	\$83,649

F-56

## BofI Holding, Inc. (Parent Company Only)

## STATEMENT OF CASH FLOWS

(Dollars in thousands)	Year Ended June 30,		
	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 134,740	\$ 119,291	\$ 82,682
Adjustments to reconcile net income to net cash used in operating activities:			
Accretion of discounts on securities	—	(50)	(69)
Amortization of borrowing costs	208	72	5
Impairment charge on securities	(1)	—	9
Accretion of discounts on loans	—	(6)	(12)
Gain on sales of loans held for sale	—	(339)	—
Stock-based compensation expense	14,535	11,326	6,648
Tax effect from exercise of common stock options and vesting of restricted stock grants	(432)	(2,531)	(5,526)
Equity in undistributed earnings of subsidiary	(139,893)	(124,533)	(85,368)
Decrease (increase) in other assets	469	(1,361)	(1,977)
Increase (decrease) in other liabilities	(5,784)	(5,247)	(3,702)
Net cash provided by (used in) operating activities	3,842	(3,378)	(7,310)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Proceeds from sale of available-for-sale securities	—	531	—
Proceeds from principal repayments on loans	8	8	7
Investment in subsidiary	—	(17,000)	(55,000)
Net cash used in investing activities	8	(16,461)	(54,993)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from exercise of common stock options	—	151	781
Proceeds from issuance of common stock	—	21,120	75,985
Tax effect from exercise of common stock options and vesting of restricted stock units	432	2,531	5,526
Proceeds from issuance of subordinated notes	—	51,000	—
Cash dividends on preferred stock	(309)	(309)	(309)
Net cash provided by (used in) financing activities	123	74,493	81,983
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>3,973</b>	<b>54,654</b>	<b>19,680</b>
<b>CASH AND CASH EQUIVALENTS—Beginning of year</b>	<b>77,383</b>	<b>22,729</b>	<b>3,049</b>
<b>CASH AND CASH EQUIVALENTS—End of year</b>	<b>\$ 81,356</b>	<b>\$ 77,383</b>	<b>\$ 22,729</b>



## 19. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

(Dollars in thousands)	Quarters Ended in Fiscal Year 2017			
	June 30,	March 31,	December 31,	September 30,
Interest and dividend income	\$98,543	\$106,962	\$ 94,301	\$ 87,480
Interest expense	20,016	18,403	17,940	17,700
Net interest income	78,527	88,559	76,361	69,780
Provision for loan losses	200	4,862	4,100	1,900
Net interest income after provision for loan losses	78,327	83,697	72,261	67,880
Non-interest income	13,533	23,168	16,700	14,732
Non-interest expense	35,979	35,448	33,300	32,878
Income before income taxes	55,881	71,417	55,661	49,734
Income tax expense	23,332	30,423	23,361	20,837
Net income	\$32,549	\$40,994	\$ 32,300	\$ 28,897
Net income attributable to common stock	\$32,472	\$40,917	\$ 32,222	\$ 28,820
Basic earnings per share	\$0.50	\$0.63	\$ 0.50	\$ 0.45
Diluted earnings per share	\$0.50	\$0.63	\$ 0.50	\$ 0.45

(Dollars in thousands)	Quarters Ended in Fiscal Year 2016			
	June 30,	March 31,	December 31,	September 30,
Interest and dividend income	\$86,261	\$ 84,282	\$ 75,935	\$ 71,229
Interest expense	17,106	14,725	12,764	12,101
Net interest income	69,155	69,557	63,171	59,128
Provision for loan losses	1,900	2,000	3,400	2,400
Net interest income after provision for loan losses	67,255	67,557	59,771	56,728
Non-interest income	17,015	23,316	16,220	9,789
Non-interest expense	32,985	29,408	27,445	22,918
Income before income taxes	51,285	61,465	48,546	43,599
Income tax expense	21,558	25,551	20,397	18,098
Net income	\$29,727	\$ 35,914	\$ 28,149	\$ 25,501
Net income attributable to common stock	\$29,650	\$ 35,837	\$ 28,071	\$ 25,424
Basic earnings per share <sup>1</sup>	\$0.46	\$ 0.56	\$ 0.44	\$ 0.40
Diluted earnings per share <sup>1</sup>	\$0.46	\$ 0.56	\$ 0.44	\$ 0.40

<sup>1</sup> Per share amounts have been retroactively restated for the quarter ended September 30, 2015 to reflect the four-for-one forward split of the Company's common stock effected in the form of a stock dividend that was distributed on November 17, 2015.