

PHH CORP  
Form 10-K  
February 28, 2013  
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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

b

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

**For the fiscal year ended December 31, 2012**

**OR**

o

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File No. 1-7797**

**PHH CORPORATION**

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

**MARYLAND**

*(State or other jurisdiction of  
incorporation or organization)*

**3000 LEADENHALL ROAD  
MT. LAUREL, NEW JERSEY**

*(Address of principal executive offices)*

**52-0551284**

*(I.R.S. Employer  
Identification Number)*

**08054**

*(Zip Code)*

**856-917-1744**

*(Registrant's telephone number, including area code)*

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**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

<u>TITLE OF EACH CLASS</u>	<u>NAME OF EACH EXCHANGE</u>	<u>ON WHICH REGISTERED</u>
Common Stock, par value \$0.01 per share		The New York Stock Exchange

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None**

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

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

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 or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

The aggregate market value of our Common stock held by non-affiliates of the registrant as of June 30, 2012 was \$987 million.

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As of February 19, 2013, 57,048,692 shares of PHH Common stock were outstanding.

Documents Incorporated by Reference: Portions of the registrant's definitive Proxy Statement for the 2013 Annual Meeting of Stockholders, which will be filed by the registrant on or prior to 120 days following the end of the registrant's fiscal year ended December 31, 2012 are incorporated by reference in Part III of this Report.

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*Except as expressly indicated or unless the context otherwise requires, the Company, PHH, we, our or us means PHH Corporation, a Maryland corporation, and its subsidiaries.*

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this Annual Report on Form 10-K are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may also be made in other documents filed or furnished with the SEC or may be made orally to analysts, investors, representatives of the media and others.

Generally, forward-looking statements are not based on historical facts but instead represent only our current beliefs regarding future events. All forward-looking statements are, by their nature, subject to risks, uncertainties and other factors. Investors are cautioned not to place undue reliance on these forward-looking statements. Such statements may be identified by words such as expects, anticipates, intends, projects, estimates, plans, may increase, may fluctuate and similar expressions or future or conditional verbs such as will, should, would, may. Forward-looking statements contained in this Form 10-K include, but are not limited to, statements concerning the following:

§ the impact of the adoption of recently issued accounting pronouncements on our financial statements;

§ our expectations of the impacts of regulatory changes on our businesses;

§ future origination volumes and loan margins in the mortgage industry;

§ our belief that sources of liquidity will be adequate to fund operations;

§ our expectation of reinsurance losses and associated reserves and actuarial estimates of total reinsurance losses and expected future reinsurance premiums;

§ mortgage repurchase and indemnification requests and associated reserves and provisions; and

§ our assessment of legal proceedings and associated reserves and provisions.

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Actual results, performance or achievements may differ materially from those expressed or implied in forward-looking statements due to a variety of factors, including but not limited to the factors listed and discussed in Part I Item 1A. Risk Factors in this Form 10-K and those factors described below:

§ the effects of market volatility or macroeconomic changes on the availability and cost of our financing arrangements and the value of our assets;

§ the effects of any further declines in the volume of U.S. home sales and home prices, due to adverse economic changes or otherwise, on our Mortgage Production and Mortgage Servicing segments;

§ the effects of changes in current interest rates on our business and our financing costs;

§ our decisions regarding the use of derivatives related to mortgage servicing rights, if any, and the resulting potential volatility of the results of operations of our Mortgage Servicing segment;

§ the impact of the failure to maintain our credit ratings, including the impact on our cost of capital and ability to incur new indebtedness or refinance our existing indebtedness, as well as our current or potential customers' assessment of our counterparty credit risk;

§ the effects of continued elevated volumes or increases in our actual and projected repurchases of, indemnification given in respect of, or related losses associated with, sold mortgage loans for which we have provided representations and warranties or other contractual recourse to purchasers and insurers of such loans, including increases in our loss severity and reserves associated with such loans;

§ the effects of reinsurance claims in excess of projected levels and in excess of reinsurance premiums we are entitled to receive or amounts currently held in trust to pay such claims;

§ the effects of any significant adverse changes in the underwriting criteria or existence or programs of government-sponsored entities, including Fannie Mae and Freddie Mac, including any changes caused by the Dodd-Frank Wall Street Reform and Consumer Protection Act or other actions of the federal government;

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§ the effects of any inquiries and investigations by attorneys general of certain states and the U.S. Department of Justice, the Bureau of Consumer Financial Protection or other state or federal regulatory agencies related to foreclosure procedures or other mortgage origination or servicing activities, any litigation related to our mortgage origination or servicing activities, or any related fines, penalties and increased costs;

§ the ability to maintain our status as a government sponsored entity-approved seller and servicer, including the ability to continue to comply with the respective selling and servicing guides, including any changes caused by the Dodd-Frank Act;

§ changes in laws and regulations, including changes in mortgage- and real estate-related laws and regulations (including changes caused by the Dodd-Frank Act) status of government sponsored-entities and state, federal and foreign tax laws and accounting standards;

§ the effects of the insolvency of any of the counterparties to our significant customer contracts or financing arrangements or the inability or unwillingness of such counterparties to perform their respective obligations under, or to renew on terms favorable to us, such contracts, or our ability to continue to comply with the terms of our significant customer contracts, including service level agreements;

§ the effects of competition in our existing and potential future lines of business, including the impact of consolidation within the industries in which we operate and competitors with greater financial resources and broader product lines;

§ the ability to obtain financing (including refinancing and extending existing indebtedness) on acceptable terms, if at all, to finance our operations or growth strategy, to operate within the limitations imposed by our financing arrangements and to maintain the amount of cash required to service our indebtedness;

§ the ability to maintain our relationships with our existing clients and to establish relationships with new clients;

§ the effects of any failure in or breach of our technology infrastructure, or those of our outsource providers, or any failure to implement changes to our information systems in a manner sufficient to comply with applicable law and our contractual obligations;

§ the ability to attract and retain key employees;

§ a deterioration in the performance of assets held as collateral for secured borrowings;

§ any failure to comply with covenants under our financing arrangements; and

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§ the impact of changes in the U.S. financial condition and fiscal and monetary policies, or any actions taken or to be taken by the U.S. Department of the Treasury and the Board of Governors of the Federal Reserve System on the credit markets and the U.S. economy.

Forward-looking statements speak only as of the date on which they are made. Factors and assumptions discussed above, and other factors not identified above, may have an impact on the continued accuracy of any forward-looking statements that we make. Except for our ongoing obligations to disclose material information under the federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements. For any forward-looking statements contained in any document, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.



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## PART I

### Item 1. Business

#### Overview

We were incorporated in 1953 as a Maryland corporation. For periods between April 30, 1997 and February 1, 2005, we were a wholly owned subsidiary of Cendant Corporation (now known as Avis Budget Group, Inc.) and its predecessors that provided mortgage banking services, facilitated employee relocations and provided vehicle fleet management and fuel card services. On February 1, 2005, we began operating as an independent, publicly traded company pursuant to our spin-off from Cendant.

Our corporate website is [www.phh.com](http://www.phh.com), and our reports filed or furnished pursuant to Section 13(a) of the Exchange Act are available free on our website under the tabs "Investor Relations" and "SEC Reports" as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission. The SEC also maintains a website ([www.sec.gov](http://www.sec.gov)) where our filings can be accessed for free. Our Corporate Governance Guidelines, Code of Business and Ethics (and any amendments to or waivers of the code), Code of Ethics for Chief Executive Officer and Senior Financial Officers (and any amendments to or waivers of the code), and the charters of the committees of our Board of Directors are also available on our corporate website and printed copies are available upon request. The information contained on our corporate website is not part of this Form 10-K.

#### Operating Segments

We are a leading outsource provider of mortgage and fleet management services. We provide mortgage banking services to a variety of clients, including financial institutions and real estate brokers, throughout the U.S. Our mortgage banking activities include originating, purchasing, selling and servicing mortgage loans through our wholly owned subsidiary, PHH Mortgage Corporation and its subsidiaries (collectively, "PHH Mortgage"). We provide commercial fleet management services to corporate clients and government agencies throughout the U.S. and Canada through our wholly owned subsidiary, PHH Vehicle Management Services Group LLC ("PHH VMS"). PHH VMS is a fully integrated provider of fleet management services with a broad range of product offerings, including managing and leasing vehicle fleets and providing other fee-based services for our clients' vehicle fleets.

According to *Inside Mortgage Finance*, as of December 31, 2012, PHH Mortgage was the 6th largest retail mortgage loan originator in the U.S. with a 4.1% market share, the 8th largest overall mortgage loan originator with a 2.9% market share and the 7th largest mortgage loan servicer with a 1.9% market share. According to the *Automotive Fleet 2012 Fact Book*, PHH VMS is the 3rd largest provider of outsourced commercial fleet management services in the U.S. and Canada combined and had over 500,000 in vehicle units under management as of December 31, 2012.

Our business activities are organized and presented in three operating segments: Mortgage Production, Mortgage Servicing, and Fleet Management Services. A description of each operating segment is presented below with further details and discussions of each segment's results

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of operations presented in Part II Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations . Also refer to Note 23, Segment Information , in the accompanying Notes to Consolidated Financial Statements for financial information about our segments.

***Mortgage Production.*** Our Mortgage Production segment provides mortgage services, including private-label mortgage services, to financial institutions and real estate brokers through PHH Mortgage. The Mortgage Production segment generates revenue through fee-based mortgage loan origination services and the origination and sale of mortgage loans into the secondary market. PHH Mortgage generally sells all mortgage loans that it originates to secondary market investors, which include a variety of institutional investors, and typically retains the servicing rights on mortgage loans sold. During 2012, 85% of our mortgage loans were sold to, or were sold pursuant to, programs sponsored by Fannie Mae, Freddie Mac or Ginnie Mae and the remaining 15% were sold to private investors.

We source mortgage loans through our retail and wholesale/correspondent platforms. Within our retail platform, we operate through two principal business channels: (i) private label and (ii) real estate. We differentiate ourselves

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from our competitors through our private-label relationships and through our access to originations sourced from the real estate markets through our relationship with Realogy. In the private-label services channel, we offer complete mortgage outsourcing solutions to wealth management firms, regional banks and community banks, including Merrill Lynch Home Loans, a division of Bank of America, National Association, which represented approximately 27%, of our mortgage loan originations for the year ended December 31, 2012. During the year ended December 31, 2012, approximately 25% of our mortgage loan originations were derived from our relationship with Realogy and its affiliates through the real estate channel, as discussed further below. Within our wholesale/correspondent channel, we purchase closed mortgage loans from community banks, credit unions, mortgage brokers and mortgage bankers, and also acquire mortgage loans from mortgage brokers that receive applications from and qualify the borrowers. In 2012, our closings from the wholesale/correspondent channel declined by 38% from 2011, reflecting the emphasis on our retail platform and our efforts to manage cash consumption and loan quality. We expect to manage our wholesale/correspondent platform in 2013 without a significant change in the mix of originations relative to 2012 levels.

Our Mortgage Production segment has experienced, and may continue to experience, high degrees of earnings volatility due to significant exposure to interest rates and the real estate markets, which impacts our loan origination volumes.

The Mortgage Production segment includes PHH Home Loans, LLC (together with its subsidiaries, PHH Home Loans ), which is a joint venture that we maintain with Realogy Corporation. We own 50.1% of PHH Home Loans through our subsidiaries and Realogy owns the remaining 49.9% through their affiliates. We have the exclusive right to use the Century 21, Coldwell Banker and ERA brand names in marketing our mortgage loan products through PHH Home Loans and other arrangements that we have with Realogy.

The results of our real estate channel are significantly driven by our relationship with Realogy. We work with brokers associated with NRT Incorporated, Realogy's owned real estate brokerage business, brokers associated with Realogy's franchised brokerages ( Realogy Franchisees ) and third-party brokers that are not affiliated with Realogy. NRT Incorporated is the largest owner and operator of residential real estate brokerages in the U.S. and Realogy is a franchisor of some of the most recognizable residential real estate brands. In this channel, we also work with Cartus Corporation, Realogy's relocation business, to provide mortgage loans to employees of Cartus' clients. Cartus is an industry leader of outsourced corporate relocation services in the U.S.

The following presents a summary of the relationships with Realogy-owned brokers and its franchisees and third-party brokers within the real estate channel:

**Realogy-owned Brokers.** Realogy has agreed that the real estate brokerage business owned and operated by NRT Incorporated and the title and settlement services business owned and operated by Title Resource Group LLC will exclusively recommend PHH Home Loans as provider of mortgage loans to: (i) the independent sales associates affiliated with Realogy, excluding the independent sales associates of any Realogy Franchisee; and (ii) all customers of Realogy Services Group LLC and Realogy Services Venture Partner, Inc., excluding Realogy Franchisees. In general, our capture rate of mortgage loans where we are the exclusive recommended provider is much higher than in other situations.

**Realogy Franchisees and Third Party Brokers.** Certain Realogy Franchisees have agreed to exclusively recommend PHH Mortgage as provider of mortgage loans to their respective independent sales associates. Additionally, for other Realogy Franchisees and third-party brokers, we seek to enter into separate marketing service agreements or other arrangements whereby we are the exclusive recommended provider of mortgage loans to each franchise or broker. We have entered into exclusive marketing service agreements with 4% of Realogy Franchisees as of December 31, 2012.

See further discussion of our relationship with Realty within Item 1A. Risk Factors Risks Related to our Company *Our Mortgage Production segment is substantially dependent upon our relationships with Realty and Merrill Lynch Home Loans, a division of Bank of America, National Association, and the termination or non-renewal of our contractual agreements with these clients would materially and adversely impact our mortgage loan originations and resulting Net revenues and Segment profit (loss) of our Mortgage Production segment and this would have a material adverse effect on our overall business and our consolidated financial position, results of operations and cash flows.*

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**Mortgage Servicing.** Our Mortgage Servicing segment services mortgage loans originated by PHH Mortgage, purchases mortgage servicing rights and acts as a servicer for certain clients that own the underlying servicing rights. We principally generate revenue in our Mortgage Servicing segment through fees earned from our servicing rights or from our subservicing agreements. In circumstances where we own the right to service a mortgage loan, either through purchase or origination, we recognize a mortgage servicing right asset; however, our subservicing agreements are less capital intensive and there are no mortgage servicing rights associated with our subservicing arrangements. Our Mortgage Servicing segment has experienced high degrees of earnings volatility due to significant exposure to interest rates and the real estate markets, which impacts the valuation of our mortgage servicing rights and repurchase and foreclosure-related charges.

**Fleet Management Services.** Our Fleet Management Services segment provides commercial fleet management services to corporate clients and government agencies throughout the United States and Canada. We primarily focus on clients with fleets of greater than 75 vehicles. We provide our clients Fleet leasing services and additional services and products including fleet management, maintenance services, accident management services and fuel card programs. Open-end leases represent 98% of our lease portfolio, under which our clients bear substantially all of the residual value risk of vehicles under lease.

We differentiate ourselves from our competitors in the fleet industry through the breadth of our product offering, customer service, and technology. Our data warehousing, information management and online systems support our clients with their evaluation of overall fleet performance and costs, to allow them to better monitor and manage their corporate fleets.

**Regulation**

We are subject to numerous federal, state and local laws and regulations and may be subject to various judicial and administrative decisions imposing various requirements and restrictions on our business. By agreement with our private label clients in our mortgage business, we are also required to comply with additional requirements that our clients may be subject to through their regulators. These laws, regulations and judicial and administrative decisions include those pertaining to the following areas:

§ real estate settlement procedures;

§ consumer credit provisions; fair lending, fair credit reporting and truth in lending;

§ the establishment of maximum interest rates, finance charges and other charges;

§ secured transactions; collections, foreclosure, repossession and claims-handling procedures;

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§ privacy regulations providing for the use and safeguarding of non-public personal financial information of borrowers and guidance on non-traditional mortgage loans issued by the federal financial regulatory agencies;

§ taxing and licensing of vehicles and environmental protection; and

§ insurance regulations and licensing requirements pertaining to standards of solvency that must be met and maintained; reserves and provisions for unearned premiums, losses and other obligations and deposits of securities for the benefit of policyholders.

We are monitoring a number of developments in regulations that are expected to impact our Mortgage segments, and there has been a heightened focus of regulators on the practices of the mortgage industry. Regulatory and financial reform efforts continued throughout 2012 and are expected to remain into 2013, as regulatory agencies have proposed and progressed on finalizing numerous rules. We are working diligently in assessing and understanding the implications of the ongoing regulatory changes, and are devoting substantial resources towards implementing all of the new rules and regulations while meeting the needs and expectations of our clients.

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**Mortgage Origination**

On January 10, 2013, the Bureau of Consumer Financial Protection (the CFPB ) issued a final rule governing mortgage lenders which implements sections of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ). This rule, referred to as the Ability to Repay rule, will require lenders to consider consumers ability to repay home loans before extending them credit, will limit prepayment penalties, and establishes certain protections for liability under this requirement for qualified mortgages Under the rule, a qualified mortgage includes loans with borrower debt-to-income ratios less than or equal to 43% or, alternatively, loans eligible for purchase by Fannie Mae or Freddie Mac while they operate under Federal conservatorship or receivership, as well as loans eligible for insurance or guarantee by FHA, VA, or USDA. Additionally, a qualified mortgage may not: (i) contain excess upfront points and fees; (ii) have a term greater than 30 years; or (iii) include interest-only or negative amortization payments.

This rule is effective January 10, 2014 and although we are continuing to evaluate the full impact to our mortgage production operations, we do not currently anticipate a significant impact since most of our loans closed to be sold are conforming, prime loans that would be considered qualifying mortgages. This rule could, however, impact our private-label clients and associated fee-based closings retained in their portfolios.

**Mortgage Servicing**

On January 17, 2013, the CFPB issued a series of final rules as part of an ongoing effort to address mortgage servicing reforms and create uniform standards for the mortgage servicing industry. The rules increase requirements for communications with borrowers, address requirements around the maintenance of customer account records, govern procedural requirements for responding to written borrower requests and complaints of errors, and provide guidance around servicing of delinquent loans, foreclosure proceedings and loss mitigation efforts, among other measures. These rules will be effective January 10, 2014 and will likely lead to increased costs to service loans across the mortgage industry. We are continuing to evaluate the full impact of these rules and their impact to our Mortgage Servicing segment.

**Dodd Frank Act**

The Dodd-Frank Act was signed into law on July 21, 2010 for the express purpose of further regulating the financial services industry, including securitizations, mortgage originations and mortgage sales. The Dodd-Frank Act also established the CFPB to enforce laws involving consumer financial products and services, including mortgage finance. The bureau is empowered with examination and enforcement authority over certain entities involved in mortgage origination and servicing, including PHH Mortgage and PHH Home Loans. Further, the CFPB is proposing and enacting new standards and practices for mortgage originators and servicers that were outlined in the Dodd-Frank Act, as discussed above. There is currently uncertainty about the validity of the appointment of the Director of the CFPB with related uncertainty about the applicability of regulations promulgated by the CFPB and the applicability of the statutory provisions of the Dodd-Frank Act. We are evaluating our ability to comply with the statutory provisions of the Dodd-Frank Act, if the regulations promulgated by the CFPB are reversed.

While we are continuing to evaluate all aspects of the Dodd-Frank Act, such legislation and regulations promulgated pursuant to such legislation could materially and adversely affect the manner in which we conduct our businesses, result in heightened federal regulation and oversight of our business activities, and result in increased costs and potential litigation associated with our business activities.

*Risk Retention Requirements.* Six federal agencies, including the SEC, have proposed a rule providing sponsors of securitizations with various options for meeting the risk-retention requirements of the Dodd-Frank Act. Among other things, these options include retaining risk of the securitization transactions equal to at least 5% of each class of asset-backed security, 5% of par value of all asset-backed security interests issued, 5% of a representative pool of assets, or a combination of these options. Under this proposal, asset-backed securities that are collateralized exclusively by qualified residential mortgages would not be subject to these requirements.



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The proposed rule would also recognize that the 100% guarantee of principal and interest provided by Fannie Mae and Freddie Mac meets their risk-retention requirements as sponsors of mortgage-backed securities for as long as they are in conservatorship or receivership with capital support from the U.S. government.

Substantially all of our loans are sold to, or pursuant to programs sponsored by, Fannie Mae, Freddie Mac, or Ginnie Mae and therefore would be exempt from the risk-retention requirements under the current proposal. For our lease securitizations, we believe we currently retain a subordinate position relative to the issued asset-backed securities in excess of the proposed 5% requirement, and we are continuing to monitor the potential impact under the proposed rules.

**GSE Reforms**

On October 4, 2012, the FHFA released a whitepaper for industry comment seeking comments on proposed changes to the infrastructures of Fannie Mae and Freddie Mac. The whitepaper outlines a proposed framework for the future structure of the housing finance system, including a common securitization platform and a model Pooling and Servicing Agreement. The primary goals of the proposed changes are to: (i) replace the outmoded proprietary infrastructures of the Agencies with a common, more efficient model; and (ii) establish a framework that is consistent with multiple states of housing finance reform, including greater participation of private capital in assuming credit risk. We are monitoring the developments in this proposal and the potential impacts on the mortgage industry.

**Current Regulatory Matters**

We have received inquiries and requests for information from regulators and attorneys general of certain states as well as from the Committee on Oversight and Government Reform of the U.S. House of Representatives and the U.S. Senate Judiciary Committee requesting information as to our mortgage origination and servicing practices, including our foreclosure processes and procedures. Specifically, the New Jersey Attorney General has conducted an investigation of our servicing practices and has informed us that it believes that we have violated the New Jersey Consumer Fraud Act in connection with customer service and other matters related to loss mitigation activities for certain borrowers in the wake of the financial crisis. We have also undergone a regulatory examination by a multistate coalition of certain mortgage banking regulators and such regulators have alleged various violations of federal and state laws related to our mortgage servicing practices prior to July 2011. We believe that we have meritorious defenses to these various allegations. However, there can be no assurance that claims or litigation will not arise from these inquiries or similar inquiries by other governmental authorities or that fines or penalties will not be assessed against us in connection with these matters.

In addition to the increased regulatory focus on origination and servicing practices described above, Fannie Mae and Freddie Mac have also had a continued focus on foreclosure practices. They have assessed compensatory fees against us for failing to meet certain foreclosure timelines specified in their respective servicing guides. Although such compensatory fees have not been material to date, there can be no assurance that the assessment of any such compensatory fees will not be material to our results of operations in the future.

In January 2012, we were notified that the CFPB had opened an investigation to determine whether our mortgage insurance premium ceding practices to captive reinsurers comply with the Real Estate Settlement Procedures Act and other laws enforced by the CFPB. The CFPB has requested certain related documents and information for review and has requested a response to written questions pursuant to a Civil

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Investigative Demand (the CID ). In June 2012, we filed a petition to modify or withdraw the CID and in September 2012 the CFPB denied our petition. We have provided reinsurance services in exchange for premiums ceded and believe that we have complied with the Real Estate Settlement Procedures Act and other laws applicable to the Company's mortgage reinsurance activities. We did not provide reinsurance on loans originated after 2009. The CFPB's investigation is still ongoing and there can be no assurance that this investigation will not result in the imposition of any penalties or fines against us or our subsidiaries.

We expect that the higher level of legislative and regulatory focus on mortgage origination and servicing practices will result in higher legal, compliance and servicing related costs as well as potential regulatory fines and penalties. It is also reasonably possible that we could experience an increase in mortgage origination or servicing related litigation in the future. For more information, see Item 1A. Risk Factors Risks Related to our Company *Our*

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*Mortgage businesses are complex and heavily regulated, and the full impact of regulatory developments to our businesses remains uncertain. In addition, we are subject to litigation, regulatory investigations and inquiries and may incur fines, penalties, and increased costs that could negatively impact our future results of operations or damage our reputation.*

**Competition**

The industries in which we operate are highly competitive. The principal factors for competition in our business are service, quality, products and price. We focus on customer service while working to enhance the efficiency of our operating platform. Excellent customer service is also a critical component of our competitive strategy to win new clients and maintain existing clients. We, along with our clients, consistently track and monitor customer service levels and look for ways to improve customer service. There are a limited number of industry participants in the mortgage outsourcing business; however some of our largest competitors in the mortgage business include Bank of America, Wells Fargo Home Mortgage, Chase Home Finance, Quicken Loans and CitiMortgage. The fleet industry is concentrated in a limited number of national firms. Our competitors in the fleet management business include GE Commercial Finance Fleet Services, Wheels, Inc., Automotive Resources International, Lease Plan International, and other local and regional competitors, including numerous competitors who focus on one or two products. The *Automotive Fleet 2012 Fact Book* shows that the total number of funded and managed vehicles by the top 10 U.S. companies was approximately 3.5 million compared to 3.1 million in 2011, of which the top 5 companies represented 79% and 82%, respectively.

Competitive conditions in the mortgage business can be impacted by shifts in consumer preference between variable-rate and fixed-rate mortgage loans, depending on the interest rate environment. Many smaller and mid-sized financial institutions may find it difficult to compete in the mortgage industry due to the consolidation in the industry and the need to invest in technology in order to reduce operating costs while maintaining compliance in an increasingly complex regulatory environment. Additionally, more restrictive underwriting standards and the elimination of Alt-A and subprime products has resulted in a more homogenous product offering, which has increased competition for conforming mortgages across the industry. Although many large mortgage lenders have slowed or shut down the purchase of loans from third-party correspondents, the correspondent business could provide a platform for alternative servicers to acquire mortgage servicing rights. Since the correspondent business is a more scalable platform, margins and volume are extremely sensitive to changes in interest rates and consumer demand for mortgage loans. While we believe this may result in better pricing margins in our wholesale/correspondent business, we cannot determine whether these margins will continue at higher levels in the future.

We are party to a strategic relationship agreement dated as of January 31, 2005 between PHH Mortgage, PHH Home Loans, PHH Broker Partner, Realogy Services Venture Partner, Inc. and Cendant Corporation (now known as Avis Budget Group, Inc.), which, among other things, restricts us and our affiliates, subject to limited exceptions, from engaging in certain residential real estate services, including any business conducted by Realogy. The strategic relationship agreement also provides that we will not directly or indirectly sell any mortgage loans or mortgage loan servicing to certain competitors in the residential real estate brokerage franchise businesses in the U.S. (or any company affiliated with them).

Many of our competitors are larger than we are and have access to greater financial resources than we do, which can place us at a competitive disadvantage. In addition, many of our largest competitors are banks or are affiliated with banking institutions, the advantages of which include, but are not limited to, the ability to hold new mortgage loan originations in an investment portfolio and having access to financing with more favorable terms than we do, including lower rate bank deposits as a source of liquidity. See Item 1A. Risk Factors Risk Related to Our Company *The industries in which we operate are highly competitive and many of our competitors have access to greater financial resources, lower funding costs and greater access to liquidity, which places us at a competitive disadvantage. If we are unable to compete successfully in our industries, our results of operations may be adversely impacted.* for more information.



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**Trademarks and Intellectual Property**

The trade names and related logos of our private-label clients are material to our Mortgage Production and Mortgage Servicing segments, as these clients license the use of their names to us in connection with our mortgage outsourcing business. These trademark licenses generally run for the duration of our origination services agreements with such financial institution clients and facilitate the origination services that we provide to them. Realogy's brand names and related items, such as logos and domain names, of its owned and franchised residential real estate brokerages are material to our Mortgage Production and Mortgage Servicing segments.

Realogy licenses its real estate brands and related items, such as logos and domain names, to us for use in the mortgage loan origination services that we provide to Realogy's owned real estate brokerage, relocation and settlement services businesses. In connection with our spin-off from Cendant Corporation (now known as Avis Budget Group, Inc.), we entered into trademark license agreements with TM Acquisition Corp., Coldwell Banker Real Estate Corporation and ERA Franchise Systems, Inc. Pursuant to these agreements, PHH Mortgage was granted a license in connection with mortgage loan origination services on behalf of Realogy's franchised real estate brokerage business and PHH Home Loans was granted a license in connection with its mortgage loan origination services on behalf of Realogy's owned real estate brokerage business owned and operated by NRT, the relocation business owned and operated by Cartus Corporation and the settlement services business owned and operated by Title Resource Group LLC.

The service mark PHH and related trademarks and logos are meaningful to our Fleet Management Services segment. All of the material marks used by us in our Fleet Management Services segment are registered (or have applications pending for registration) with the U.S. Patent and Trademark Office. All of the material marks used by us in our Fleet Management Services segment are also registered in Canada and the PHH mark and logo are registered (or have applications pending) in those major countries where we have strategic partnerships with local providers of fleet management services. Except for the Arval mark, which we license from a third party so that we can do business as PHH Arval in the U.S. and Canada, we own the material marks used by us in our Fleet Management Services segment.

**Seasonality**

Our Mortgage Production segment is subject to seasonal trends that reflect the pattern in the national housing market. Home sales typically rise during the spring and summer seasons and decline during the fall and winter seasons. Seasonality has less of an effect on mortgage refinancing activity, which is primarily driven by prevailing mortgage rates relative to borrowers' current interest rate, home prices and levels of home equity.

Our Mortgage Servicing and Fleet Management segments are generally not subject to seasonal trends.

**Inflation**

An increase in inflation could have a significant impact on our Mortgage Production and Mortgage Servicing segments. Interest rates normally increase during periods of rising inflation. Historically, as interest rates increase, mortgage loan production decreases, particularly production

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from loan refinancing. An environment of gradual interest rate increases may, however, signify an improving economy or increasing real estate values, which in turn may stimulate increased home buying activity. Generally, in periods of reduced mortgage loan production, the associated profit margins also decline due to increased competition among mortgage loan originators, which further pressures mortgage production profitability. Conversely, in a rising interest rate environment, our mortgage loan servicing revenues generally increase because mortgage prepayment rates tend to decrease, extending the average life of our servicing portfolio and increasing the value of our MSRs. See discussion below under Part II Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Risk Management Item 1A. Risk Factors Risks Related to our Company *Certain hedging strategies that we may use to manage risks associated with our assets, including mortgage loans held for sale, interest rate lock commitments, mortgage servicing rights and foreign currency denominated assets, may not be effective in mitigating those risks and could result in substantial losses that could exceed the losses that would have been incurred had we not used such hedging strategies.* and Part II Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Inflation does not have a significant impact on our Fleet Management Services segment.

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**Employees**

As of December 31, 2012, we employed a total of approximately 6,700 persons. Management considers our employee relations to be satisfactory. None of our employees were covered under collective bargaining agreements during the year ended December 31, 2012.

**Item 1A. Risk Factors**

**Risks Related to Our Company**

*Our Mortgage businesses are complex and heavily regulated, and the full impact of regulatory developments to our businesses remains uncertain. In addition, we are subject to litigation, regulatory investigations and inquiries and may incur fines, penalties, and increased costs that could negatively impact our future results of operations or damage our reputation.*

Our Mortgage Production and Mortgage Servicing segments are subject to numerous federal, state and local laws and regulations and may be subject to various judicial and administrative decisions imposing various requirements and restrictions on our business. These laws, regulations and judicial and administrative decisions to which our Mortgage Production and Mortgage Servicing segments are subject include those pertaining to: real estate settlement procedures; fair lending; fair credit reporting; truth in lending; compliance with net worth and financial statement delivery requirements; compliance with federal and state disclosure and licensing requirements; the establishment of maximum interest rates, finance charges and other charges; secured transactions; collection, foreclosure, repossession and claims-handling procedures; other trade practices and privacy regulations providing for the use and safeguarding of non-public personal financial information of borrowers and guidance on non-traditional mortgage loans issued by the federal financial regulatory agencies. By agreement with our private-label clients, we are required to comply with additional requirements that our clients may be subject to through their regulators. Our failure to comply with the laws, rules or regulations to which we are subject would expose us to fines, penalties or potential litigation liabilities, including costs, settlements and judgments, or may result in the termination of our private-label agreements, any of which could have a material adverse effect on our business, financial position, results of operations or cash flows.

We are currently subject to inquiries, requests for information, and investigations as a result of our mortgage origination and servicing practices, including inquiries and requests for information from regulators and attorneys general of certain states, as well as from the Committee on Oversight and Government Reform of the U.S. House of Representatives and the U.S. Senate Judiciary Committee, an investigation of our servicing practices by the New Jersey Attorney General, and an investigation by the Bureau of Consumer Financial Protection (the CFPB) of our compliance with the Real Estate Settlement Procedures Act and other laws. In addition, we are defendants in various legal proceedings, which include private and civil litigation as well as government and regulatory examinations, investigations and inquiries or other requests for information. These matters are at varying procedural stages and the resolution of any of these matters may result in adverse judgments, fines, penalties, injunctions and other relief against us, payments made in settlement arrangements, as well as monetary payments or other agreements and obligations, any of which could have a material adverse effect on our business, financial position, results of operations or cash flows. For

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more information about these matters, see Note 16 Commitments and Contingencies , in the accompanying Notes to Consolidated Financial Statements.

There has been a heightened focus of regulators on the practices of the mortgage industry, including investigations of lending practices, foreclosure practices, and loss mitigation practices, among other matters. Our mortgage origination and servicing competitors have been subject to actions from and settlements with the U.S. Department of Justice under the False Claims Act and other statutes, alleging, among other things, reckless mortgage lending practices and improper or inadequate certification to the government in connection with the Federal Housing Administration's Direct Endorsement Lending Program. Although we have not been notified that we are the subject of any investigation by the U.S. Department of Justice, there can be no assurance that future investigations may not arise. The heightened focus of regulators on the practices of the mortgage industry have resulted and could continue



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to result in new legislation and regulations that could materially and adversely affect the manner in which we conduct our mortgage business and have resulted in increased origination and servicing costs and potential litigation associated with our mortgage businesses.

We are monitoring a number of recent and pending changes to laws and regulations and other financial reform legislation that are expected to impact our Mortgage segments. These developments include but are not limited to: (i) regulations from the Dodd-Frank Act, including the risk-retention requirements and definition of qualified mortgages; (ii) proposed changes to the infrastructures of Fannie Mae and Freddie Mac; and (iii) current rules proposed and adopted by the CFPB, including uniform standards for the mortgage servicing industry. Certain provisions of the Dodd-Frank Act and of pending legislation in the U.S. Congress may impact the operation and practices of Fannie Mae and Freddie Mac, and could reduce or eliminate the GSE's ability to issue mortgage-backed securities, which would materially and adversely affect our businesses and could require us to fundamentally change our business model since we sell substantially all of our loans pursuant to GSE-sponsored programs. These developments could also result in heightened federal regulation and oversight of our business activities and increase costs and potential litigation associated with our business activities. The full impact these developments may have on our mortgage origination, servicing and securitization or structured finance transactions remains unclear.

***We are substantially dependent upon our unsecured and secured funding arrangements, a significant portion of which are short-term agreements. If any of our funding arrangements are terminated, not renewed or otherwise become unavailable to us, we may be unable to find replacement financing on economically viable terms, if at all, which would adversely affect our ability to fund our operations.***

We are substantially dependent upon various sources of funding, including unsecured credit facilities and other unsecured debt, as well as secured funding arrangements, including asset-backed securities, mortgage warehouse facilities and other secured credit facilities to fund mortgage loans and vehicle acquisitions, a significant portion of which is short-term in nature. Our access to both the secured and unsecured credit markets is subject to prevailing market conditions. Renewal of our existing series of, or the issuance of new series of, vehicle lease asset-backed notes on terms acceptable to us or our ability to enter into alternative vehicle management asset-backed debt arrangements could be adversely affected in the event of: (i) the deterioration in the quality of the assets underlying the asset-backed debt arrangement; (ii) termination of our role as servicer of the underlying lease assets in the event that we default in the performance of our servicing obligations or we declare bankruptcy or become insolvent; or (iii) our failure to maintain a sufficient level of eligible assets or credit enhancements, including collateral intended to provide for any differential between variable-rate lease revenues and the underlying variable-rate debt costs. In addition, our access to and our ability to renew our existing mortgage asset-backed debt could suffer in the event of: (i) the deterioration in the performance of the mortgage loans underlying the asset-backed debt arrangement; (ii) our failure to maintain sufficient levels of eligible assets or credit enhancements; (iii) our inability to access the secondary market for mortgage loans; or (iv) termination of our role as servicer of the underlying mortgage assets in the event that (a) we default in the performance of our servicing obligations or (b) we declare bankruptcy or become insolvent.

Certain of our debt arrangements require us to comply with certain financial covenants and other affirmative and restrictive covenants, including requirements to post additional collateral or to fund assets that become ineligible under our secured funding arrangements. An uncured default of one or more of these covenants would result in a cross-default between and amongst our various debt arrangements. Consequently, an uncured default under any of our debt arrangements that is not waived by our lenders and that results in an acceleration of amounts payable to our lenders or the termination of credit facilities would materially and adversely impact our liquidity, could force us to sell assets at below market prices to repay our indebtedness, and could force us to seek relief under the U.S. Bankruptcy Code, all of which would have a material adverse effect on our business, financial position, results of operations and cash flows.

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If any of our credit facilities are terminated or are not renewed or if conditions in the credit markets worsen dramatically and it is not possible or economical for us to complete the sale or securitization of our originated mortgage loans or vehicle leases, we may be unable to find replacement financing on commercially favorable terms, if at all, which could adversely impact our operations and prevent us from: (i) executing our business plan and related risk management strategies; (ii) originating new mortgage loans or vehicle leases; or (iii) fulfilling commitments made in the ordinary course of business. These factors could reduce revenues attributable to our business activities or require us to sell assets at below market prices, either of which would have a material adverse effect on our overall business and consolidated financial position, results of operations and cash flows. Most of our mortgage asset backed debt facilities are 364-day facilities that mature within one year. Generally, these facilities require us to maintain a specified amount of available liquidity from other facilities. As such, our liquidity profile and compliance with debt covenants depends on our ability to renew multiple facilities within a short time frame and our failure to do so could materially adversely impact our overall business and financial position, results of operations and cashflows.

***We are highly dependent upon programs administered by Fannie Mae, Freddie Mac and Ginnie Mae. Failure to maintain our relationships with each of Fannie Mae, Freddie Mac and Ginnie Mae would materially and adversely affect our business, financial position, results of operations or cash flows.***

Our ability to generate revenues through mortgage loan sales to institutional investors in the form of mortgage-backed securities depends to a significant degree on programs administered by Fannie Mae, Freddie Mac, Ginnie Mae and others that facilitate the issuance of mortgage-backed securities in the secondary market. These entities play a powerful role in the residential mortgage industry, and we have significant business relationships with them. Our status as a Fannie Mae, Freddie Mac and Ginnie Mae approved seller/servicer is subject to compliance with each entity's respective selling and servicing guidelines and failure to meet such guidelines could result in the unilateral termination of our status as an approved seller/servicer.

During 2012, 85% of our mortgage loan sales were sold to, or were sold pursuant to programs sponsored by, Fannie Mae, Freddie Mac or Ginnie Mae. We also derive other material financial benefits from our relationships with Fannie Mae, Freddie Mac and Ginnie Mae, including the assumption of credit risk by these entities on loans included in mortgage-backed securities in exchange for our payment of guarantee fees, the ability to avoid certain loan inventory finance costs through streamlined loan funding and sale procedures and the use of mortgage warehouse facilities with Fannie Mae pursuant to which, as of December 31, 2012, we had total capacity of \$3.0 billion, made up of \$1.0 billion of committed and \$2.0 billion uncommitted capacity. In addition, we service loans on behalf of Fannie Mae and Freddie Mac, as well as loans that have been securitized pursuant to securitization programs sponsored by Fannie Mae, Freddie Mac and Ginnie Mae in connection with the issuance of agency guaranteed mortgage-backed securities and a majority of our mortgage servicing rights relate to these servicing activities. These entities establish the base service fee to compensate us for servicing loans as well as the assessment of fines and penalties that may be imposed upon us for failing to meet servicing standards.

***Changes in existing U.S. government-sponsored mortgage programs or servicing eligibility standards could materially and adversely affect our business, financial position, results of operations or cash flows and could require us to fundamentally change our business model in order to effectively compete in the market.***

Congress has held hearings about and received reports outlining the long-term strategic plan for, and various options for long-term reform of Fannie Mae and Freddie Mac. These options involve reducing government support for housing finance and gradually reducing the role of Fannie Mae and Freddie Mac in the mortgage market and ultimately winding down both institutions. In August 2012, the U.S. Treasury Department announced further steps to expedite the wind down of Fannie Mae and Freddie Mac, including an accelerated liquidation of Fannie Mae's and Freddie Mac's retained mortgage investment portfolios. Other reforms of Fannie Mae and Freddie Mac may include, among other actions: (i) further reductions in conforming loan limits; (ii) increases in guarantee fees; (iii) standardization of servicing protocols; (iv) changes to servicer compensation; and (v) increased MBS disclosures.



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The accelerated liquidation of Fannie Mae's and Freddie Mac's retained mortgage investment portfolios and other proposed reforms may impact the pricing of mortgage related assets in the secondary market, result in higher mortgage rates to borrowers, and have a resulting negative impact on mortgage origination volumes and margins across the mortgage industry, any one of which could have a negative impact on our Mortgage production business. Additionally, it is unclear what impact these changes will have on the secondary mortgage markets, mortgage-backed securities pricing, and competition in the industry.

Although we do not presently believe that the accelerated liquidation of Fannie Mae's and Freddie Mac's retained mortgage investment portfolios would have any direct impact on their respective mortgage guaranty programs, in 2012 there have been a series of increases to guaranty fees charged by Fannie Mae and Freddie Mac to mortgage originators like us. These increases, and any future increases in guaranty fees could result in higher mortgage rates charged to borrowers, which could result in reduced demand for mortgages, or reduced pricing margins or both. Accordingly, further increases in guaranty fees could also adversely impact mortgage origination volumes or pricing margins across the mortgage industry, including our mortgage origination volumes and pricing margins, and such impacts could be material.

The potential changes to the government-sponsored mortgage programs, and related servicing compensation structures, could require us to fundamentally change our business model in order to effectively compete in the market. Our inability to make the necessary changes to respond to these changing market conditions or loss of our approved seller/servicer status with any of these entities, would have a material adverse effect on our overall business and our consolidated financial position, results of operations and cash flows and could result in a lowering of our credit ratings. Any discontinuation of, significant reduction of or material change in, the operation or underwriting standards of these entities would likely prevent us from originating and selling most, if not all, of our salable mortgage loan originations and could result in the discontinuation of or material decrease in the availability of our mortgage warehouse facilities with Fannie Mae.

***Our Mortgage Production segment is substantially dependent upon our relationships with Realogy and Merrill Lynch Home Loans, a division of Bank of America, National Association, and the termination or non-renewal of our contractual agreements with these clients would materially and adversely impact our mortgage loan originations and resulting Net revenues and Segment profit (loss) of our Mortgage Production segment and this would have a material adverse effect on our overall business and our consolidated financial position, results of operations and cash flows.***

We have relationships with several clients that represent a significant portion of our revenues and mortgage loan originations for our Mortgage Production segment. In particular, of our mortgage loan originations for the years ended December 31, 2012 and 2011, Realogy represented approximately 25% and 22%, respectively, and Merrill Lynch Home Loans, a division of Bank of America, National Association, represented approximately 27% and 21%, respectively. Pursuant to the terms of the agreement, our relationship with Merrill Lynch Home Loans is scheduled to expire on December 31, 2015. The terms of our relationship with Realogy are further outlined below.

The loss of any one of these clients, whether due to insolvency, their unwillingness or inability to perform their obligations under their respective contractual relationships with us, their termination of their respective contractual relationships with us due to our failure to fully satisfy our contractual obligations, or if we are not able to renew on commercially reasonable terms any of their respective contractual relationships with us, would materially and adversely impact our mortgage loan originations and resulting Net revenues and Segment profit (loss) of our Mortgage Production segment and this would also have a material adverse effect on our overall business and our consolidated financial position, results of operations and cash flows.



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*The termination of our status as the exclusive recommended provider of mortgage products and services promoted by Realogy's affiliates would have a material adverse effect on our business, financial position, results of operations or cash flows.*

We are party to a strategic relationship agreement dated as of January 31, 2005 between PHH Mortgage, PHH Home Loans, PHH Broker Partner, Realogy Services Venture Partner, Inc. and Cendant Corporation (now known as Avis Budget Group, Inc.). Under the Strategic Relationship Agreement we are the exclusive recommended provider of mortgage loans to the independent sales associates affiliated with the real estate brokerage business owned and operated by Realogy's affiliates and certain customers of Realogy. The marketing agreement entered into between Coldwell Banker Real Estate Corporation, Century 21 Real Estate LLC, ERA Franchise Systems, Inc., Sotheby's International Affiliates, Inc. and PHH Mortgage Corporation similarly provides that we are the exclusive recommended provider of mortgage loans and related products to the independent sales associates of Realogy's real estate brokerage franchisees, which include Coldwell Banker Real Estate Corporation, Century 21 Real Estate LLC, ERA Franchise Systems, Inc. and Sotheby's International Affiliates, Inc.

In addition, the Strategic Relationship Agreement provides that Realogy has the right to terminate the covenant requiring it to exclusively recommend us as the provider of mortgage loans to the independent sales associates affiliated with the real estate brokerage business owned and operated by Realogy's affiliates and certain customers of Realogy, following notice and a cure period, if:

- we materially breach any representation, warranty, covenant or other agreement contained in the Strategic Relationship Agreement, the Marketing Agreement, trademark license agreements or certain other related agreements, including, without limitation, our confidentiality agreements in the PHH Home Loans Operating Agreement and the Strategic Relationship Agreement, and our non-competition agreements in the Strategic Relationship Agreement;
- we become subject to any regulatory order or governmental proceeding and such order or proceeding prevents or materially impairs PHH Home Loans' ability to originate mortgage loans for any period of time (which order or proceeding is not generally applicable to companies in the mortgage lending business) in a manner that adversely affects the value of one or more of the quarterly distributions to be paid by PHH Home Loans pursuant to the PHH Home Loans Operating Agreement;
- PHH Home Loans otherwise is not permitted by law, regulation, rule, order or other legal restriction to perform its origination function in any jurisdiction, but in such case exclusivity may be terminated only with respect to such jurisdiction; or
- PHH Home Loans does not comply with its obligations to complete an acquisition of a mortgage loan origination company under the terms of the Strategic Relationship Agreement.

If Realogy were to terminate its exclusivity obligations with respect to us, one of our competitors could replace us as the recommended provider of mortgage loans to Realogy and its affiliates and franchisees, which would result in our loss of most, if not all, of our mortgage loan originations, Net revenues and Segment profit (loss) of our Mortgage Production segment derived from Realogy's affiliates, which loss would have a material adverse effect on our overall business and our consolidated financial position, results of operations and cash flows.

Moreover, certain of the events that give Realogy the right to terminate its exclusivity obligations with respect to us under the Strategic Relationship Agreement would also give Realogy the right to terminate its other agreements and arrangements with us. For example, the PHH Home Loans Operating Agreement also permits Realogy to terminate the mortgage venture with us (i) upon our material breach of any representation, warranty, covenant or other agreement contained in the Strategic Relationship Agreement, the Marketing Agreement, the Trademark License Agreements or certain other related agreements that is not cured following any applicable notice or cure period; (ii) if we become subject to any regulatory order or governmental proceeding that prevents or materially impairs PHH Home Loans' ability to originate

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mortgage loans for any period of time (which order or proceeding is not generally applicable to companies in the mortgage lending business) in a manner that adversely affects the value of one or more of the quarterly distributions to be paid by PHH Home Loans pursuant to the PHH Home Loans Operating Agreement; (iii) in the event of a change in control of us, PHH Broker Partner Corporation or any other affiliate of ours involving certain competitors or other specified parties; (iv) if PHH Home Loans fails to make scheduled distributions pursuant to the PHH Home Loans Operating Agreement; (v) in the event of the bankruptcy or insolvency of us or PHH Mortgage; or (vi) upon any act or omission by us or our subsidiaries that causes or would

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reasonably be expected to cause material harm to Realogy or any of its subsidiaries. Upon a termination of the PHH Home Loans joint venture by Realogy or its affiliates, Realogy will have the right either (i) to require that we or certain of our affiliates purchase all of Realogy's interest in PHH Home Loans; or (ii) to cause us to sell our interest in PHH Home Loans to an unaffiliated third party designated by certain of Realogy's affiliates. If we were required to purchase Realogy's interest in PHH Home Loans, that could have an adverse impact on our liquidity. Additionally, any termination of PHH Home Loans will also result in a termination of the Strategic Relationship Agreement and our exclusivity rights under the Strategic Relationship Agreement. Pursuant to the terms of the PHH Home Loans Operating Agreement, beginning on February 1, 2015, Realogy will have the right at any time upon two years' notice to us to terminate its interest in PHH Home Loans. If Realogy were to terminate PHH Home Loans or our other arrangements with Realogy, including its exclusivity obligations with respect to us, any such termination would likely result in our loss of most, if not all, of our mortgage loan originations, Net revenues and Segment profit (loss) of our Mortgage Production segment derived from Realogy's affiliates, which loss would have a material adverse effect on our overall business and our consolidated financial position, results of operations, cash flows and liquidity.

***Certain hedging strategies that we may use to manage risks associated with our assets, including mortgage loans held for sale, interest rate lock commitments, mortgage servicing rights and foreign currency denominated assets, may not be effective in mitigating those risks and could result in substantial losses that could exceed the losses that would have been incurred had we not used such hedging strategies.***

We may employ various economic hedging strategies in an attempt to mitigate the interest rate and prepayment risk inherent in many of our assets, including our mortgage loans held for sale, interest rate lock commitments and, from time to time, our mortgage servicing rights. Our hedging activities may include entering into derivative instruments. We also seek to manage interest rate risk in our Mortgage Production and Mortgage Servicing segments partially without the use of financial derivatives by monitoring and seeking to maintain an appropriate balance between our loan production volume and the size of our mortgage servicing portfolio, as the value of mortgage servicing rights and the income they provide tend to be counter-cyclical to the changes in production volumes and the gain or loss on loans that result from changes in interest rates. This approach requires our management to make assumptions with regards to future replenishment rates for our mortgage servicing rights, loan margins, the value of additions to our mortgage servicing rights and loan origination costs, and many factors can impact these estimates, including loan pricing margins and our ability to adjust staffing levels to meet changing consumer demand. Our decisions regarding the levels, if any, of our derivatives related to mortgage servicing rights could result in continued volatility in the results of operations for our Mortgage Servicing segment.

We are also exposed to foreign exchange risk associated with our investment in our Canadian operations and with foreign exchange forward contracts that we have entered into, or may in the future enter into, to hedge U.S. dollar denominated borrowings used to fund Canadian dollar denominated leases and operations. Our hedging decisions in the future to manage these foreign exchange risks will be determined in light of the facts and circumstances existing at the time and may differ from our current hedging strategy.

Our hedging strategies, including our decisions whether to use financial derivatives to hedge our Mortgage servicing rights, may not be effective in mitigating the risks related to changes in interest rates or foreign exchange rates and we may have insufficient liquidity to exercise our strategies. Poorly designed strategies or improperly executed transactions could actually increase our risk and losses, and could result in losses in excess of what our losses would have been had we not used such hedging strategies. There have been periods, and it is likely that there will be periods in the future, during which we incur significant losses as a result of our hedging strategies. As stated earlier, the success of our interest rate risk management strategy and our replenishment strategies for our mortgage servicing rights are largely dependent on our ability to predict the earnings sensitivity of our loan servicing and loan production activities in various interest rate environments, as well as our ability to successfully manage any capacity constraints in our mortgage production business and our ability to maintain sufficient liquidity to exercise these strategies. Our hedging strategies also rely on assumptions and projections regarding our assets and general market factors. If these assumptions and projections prove to be incorrect or our hedges do not adequately mitigate the impact of changes including, but not limited to, interest rates or prepayment speeds or foreign exchange rate fluctuations, we may incur losses that could have a material adverse effect on our business, financial position, results of operations or cash flows.





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***Our senior unsecured long-term debt ratings are below investment grade and, as a result, we may be limited in our ability to obtain or renew financing on economically viable terms or at all.***

Our senior unsecured long-term debt ratings are below investment grade and, as a result, our access to the public debt markets may be severely limited in comparison to the ability of investment grade issuers to access such markets. We may be required to rely on alternative financing, such as bank lines and private debt placements, and may also be required to pledge otherwise unencumbered assets. There can be no assurances that we would be able to find such alternative financing on terms acceptable to us, if at all. Furthermore, we may be unable to renew all of our existing bank credit commitments beyond the then-existing maturity dates. As a consequence, our cost of financing could rise significantly, thereby negatively impacting our ability to finance our mortgage loans held for sale, mortgage servicing rights and net investment in fleet leases. Any of the foregoing would have a material adverse effect on our business, financial position, results of operations and cash flows.

Our ratings may be subject to downgrades if losses arising from mortgage repurchase claims significantly exceed our operating cash flows and other liquidity sources; our hedging strategies related to mortgage servicing rights are ineffective; if we are unable to put in place sources of liquidity to fund our business satisfactory to the rating agencies; regulatory reviews result in material monetary exposures and/or other negative consequences, among other factors. We cannot assure you what impact any further negative debt ratings actions may have on our cost of capital, ability to incur new indebtedness or refinance our existing indebtedness or ability to retain or secure customers.

There can be no assurances that our credit rating by the primary ratings agencies reflects all of the risks of an investment in our debt securities. Our credit ratings are an assessment by the rating agency of our ability to pay our obligations. Any of our credit ratings are subject to revision or withdrawal at any time by the applicable rating agency. Actual or anticipated changes in our credit ratings will generally affect the market value of our debt securities. Our credit ratings, however, may not reflect the potential impact of risks related to market conditions generally or other factors on the market value of, or trading market for, our debt securities.

***Changes in interest rates could materially and adversely affect our volume of mortgage loan originations or reduce the value of our mortgage servicing rights, either of which could have a material adverse effect on our business, financial position, results of operations or cash flows.***

Changes in and the level of interest rates are key drivers of our mortgage loan originations in our Mortgage Production segment and mortgage loan refinancing activity, in particular. The level of interest rates are significantly affected by monetary and related policies of the federal government, its agencies and government sponsored entities, which are particularly affected by the policies of the Federal Reserve Board that regulates the supply of money and credit in the United States. The Federal Reserve Board's policies, including initiatives to stabilize the U.S. housing market and to stimulate overall economic growth, affect the size of the mortgage loan origination market, the pricing of our interest-earning assets and the cost of our interest-bearing liabilities. Changes in any of these policies are beyond our control, difficult to predict, particularly in the current economic environment, and could have a material adverse effect on our business, financial position, results of operations or cash flows.

Historically, rising interest rates have generally been associated with a lower volume of loan originations and lower pricing margins in our Mortgage Production segment due to a disincentive for borrowers to refinance at a higher interest rate, while falling interest rates have generally been associated with higher loan originations and higher pricing margins, due to an incentive for borrowers to refinance at a lower interest rate. Our ability to generate Gain on mortgage loans, net in our Mortgage Production segment is significantly dependent on our level of mortgage loan originations. Accordingly, increases in interest rates could materially and adversely affect our mortgage loan origination volume, which could have a material and adverse effect on our Mortgage Production segment, as well as our overall business and our consolidated financial

position, results of operations or cash flows. In addition, changes in interest rates may require us to post additional collateral under certain of our financing arrangements and derivative agreements which could impact our liquidity.

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Changes in interest rates are also a key driver of the performance of our Mortgage Servicing segment as the values of our mortgage servicing rights are highly sensitive to changes in interest rates. Historically, the value of our mortgage servicing rights have increased when interest rates rise and have decreased when interest rates decline due to the effect those changes in interest rates have on prepayment estimates, with changes in fair value of our mortgage servicing rights being included in our consolidated results of operations. Because we do not currently utilize derivatives to hedge a substantial portion of our mortgage servicing rights, our consolidated financial positions, results of operations and cash flows are susceptible to significant volatility due to changes in the fair value of our mortgage servicing rights as interest rates change. As a result, substantial volatility in interest rates materially affects our Mortgage Servicing segment, as well as our consolidated financial position, results of operations and cash flows.

***Continued or worsening conditions in the real estate market have adversely impacted, and in the future could continue to adversely impact, our business, financial position, results of operations or cash flows.***

Adverse economic conditions in the United States have resulted, and could continue to result, in increased mortgage loan payment delinquencies, home price depreciation and a lower volume of home sales. These trends have negatively impacted and may continue to negatively impact our Mortgage Production and Mortgage Servicing segments through increased loss severities in connection with loan repurchase and indemnification claims due to declining home prices, increased mortgage reinsurance losses due to increased delinquencies and loss severities, and lower home purchase mortgage originations.

However, we have experienced a relatively smaller impact from these trends than many of our current and former competitors because we generally sell substantially all of the mortgage loans we originate shortly after origination, we do not generally maintain credit risk on the loans we originate or maintain a loan investment portfolio, substantially all of our mortgage loan originations are prime mortgages rather than Alt-A or subprime mortgages, and our mortgage loan servicing portfolio has experienced a lower rate of payment delinquencies than that of many of our competitors. Nevertheless, these trends have resulted in an increase in the incidence of loan repurchase and indemnification claims, as well as an increase in incurred mortgage reinsurance losses, resulting in an increase in our recorded reserves for expected and realized losses for loan repurchases and indemnifications and mortgage reinsurance. Continuation of these trends could have a material adverse effect on our business, financial position, results of operations and cash flows.

***The industries in which we operate are highly competitive and many of our competitors have access to greater financial resources, lower funding costs and greater access to liquidity, which places us at a competitive disadvantage. If we are unable to compete successfully in our industries, our results of operations may be adversely impacted.***

We operate in highly competitive industries that could become even more competitive as a result of economic, legislative, regulatory or technological changes. Competition for mortgage loan originations comes primarily from commercial banks and savings institutions. Many of our competitors for mortgage loan originations that are commercial banks or savings institutions typically have access to greater financial resources, have lower funding costs, are less reliant than we are on the sale of mortgage loans into the secondary markets to maintain their liquidity, and may be able to participate in government programs that we are unable to participate in because we are not a state or federally chartered depository institution, all of which places us at a competitive disadvantage. The advantages of our largest competitors include, but are not limited to, their ability to hold new mortgage loan originations in an investment portfolio and their access to lower rate bank deposits as a source of liquidity. Additionally, more restrictive loan underwriting standards and the widespread elimination of Alt-A and subprime mortgage products throughout the industry have resulted in a more homogenous product offering, which has increased competition across the industry for mortgage originations.

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The fleet management industry in which we operate is also highly competitive. We compete against national, local and regional competitors, including numerous competitors who focus on one or two products. Growth in our Fleet Management Services segment is driven principally by increased market share in fleets greater than 75 units and increased fee-based services. Competitive pressures in the Fleet Management industry resulting in a decrease in our market share or lower prices would adversely affect our revenues and results of operations.

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***Adverse developments in the secondary mortgage market have had, and in the future could have, a material adverse effect on our business, financial position, results of operations and cash flows.***

We historically have relied on selling or securitizing our mortgage loans into the secondary market in order to generate liquidity to fund maturities of our indebtedness, the origination and warehousing of mortgage loans, the retention of mortgage servicing rights and for general working capital purposes. We bear the risk of being unable to sell or securitize our mortgage loans at advantageous times and prices or in a timely manner. Demand in the secondary market and our ability to complete the sale or securitization of our mortgage loans depends on a number of factors, many of which are beyond our control, including general economic conditions, general conditions in the banking system, the willingness of lenders to provide funding for mortgage loans, the willingness of investors to purchase mortgage loans and mortgage-backed securities and changes in regulatory requirements. If it is not possible or economical for us to complete the sale or securitization of certain of our mortgage loans held for sale, we may lack liquidity under our mortgage financing facilities to continue to fund such mortgage loans and our revenues and margins on new loan originations would be materially and negatively impacted, which would materially and negatively impact our Net revenues and Segment profit (loss) of our Mortgage Production segment and also have a material adverse effect on our overall business and our consolidated financial position, results of operations and cash flows. The severity of the impact would be most significant to the extent we were unable to sell conforming mortgage loans to the GSEs or securitize such loans pursuant to GSE sponsored programs.

***Losses incurred in connection with actual or projected loan repurchase and indemnification claims may exceed our financial statement reserves and we may be required to increase such reserves in the future. Increases to our reserves and losses incurred in connection with actual loan repurchases and indemnification payments could have a material adverse effect on our business, financial position, results of operation or cash flows.***

In connection with the sale of mortgage loans, we make various representations and warranties that, if breached, require us to repurchase the loans or indemnify the purchaser for actual losses incurred in respect of such loans. These representations and warranties vary based on the nature of the transaction and the purchaser's or insurer's requirements but generally pertain to the ownership of the mortgage loan, the real property securing the loan and compliance with applicable laws and applicable lender and government-sponsored entity underwriting guidelines in connection with the origination of the loan. The aggregate unpaid principal balance of loans sold or serviced by us represents the maximum potential exposure related to loan repurchase and indemnification claims, including claims for breach of representation and warranty provisions.

Due to a recent increased focus by the Agencies to allocate more resources on clearing the backlog of previously requested loan files primarily related to origination years 2005 through 2008, combined with elevated mortgage delinquency rates and declining housing prices, we have experienced, and may in the future continue to experience, an increase in loan repurchase and indemnification claims due to actual or alleged breaches of representations and warranties in connection with our sales or servicing of mortgage loans. The estimation of our loan repurchase and indemnification liability requires subjective and complex judgments and considers our estimates for future repurchase demands based upon recent and historical repurchase and indemnification experience, our success rate in appealing repurchase requests and loss severities. Given these trends, there is a reasonable possibility that losses incurred in connection with actual or projected loan repurchase and indemnification claims will be in excess of our financial statement reserves, and we may be required to increase such reserves and may sustain additional losses associated with such loan repurchase and indemnification claims in the future. In addition, an increased level of repurchase requests could result in an increased use of cash, as compared to prior periods, to fund loan repurchases or make-whole payments under loan indemnification agreements. Accordingly, increases to our reserves and losses incurred in connection with actual loan repurchases and indemnification payments in excess of our reserves could have a material adverse effect on our business, financial position, results of operations or cash flows.

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***Our financial statements are based in part on assumptions and estimates made by our management, including those used in determining the fair values of a substantial portion of our assets. If the assumptions or estimates are subsequently proven incorrect or inaccurate, there could be a material adverse effect on our business, financial position, results of operations or cash flows.***

Pursuant to accounting principles generally accepted in the United States, we utilize certain assumptions and estimates in preparing our financial statements, including but not limited to when determining the fair values of certain assets and liabilities, reserves related to litigation and regulatory investigations and reserves related to mortgage representations and warranty claims. If the assumptions or estimates underlying our financial statements are incorrect, we may experience significant losses as the ultimate realization of value may be materially different than the amounts reflected in our consolidated statement of financial position as of any particular date.

A substantial portion of our assets are recorded at fair value based upon significant estimates and assumptions with changes in fair value included in our consolidated results of operations. As of December 31, 2012, 36% of our total assets were measured at fair value on a recurring basis, including \$1.0 billion of assets representing our Mortgage servicing rights which are valued using significant unobservable inputs and management's judgment of the assumptions market participants would use in pricing the asset. The determination of the fair value of our assets involves numerous estimates and assumptions made by our management. Such estimates and assumptions include, without limitation, estimates of future cash flows associated with our mortgage servicing rights based upon assumptions involving interest rates as well as the prepayment rates and delinquencies and foreclosure rates of the underlying serviced mortgage loans. The use of different estimates or assumptions in connection with the valuation of these assets could produce materially different fair values, or our fair value estimates may not be realized in an actual sale or settlement, either of which could have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Reserves are established for pending or threatened litigation, claims or assessments when it is probable that a loss has been incurred and the amount of such loss can be reasonably estimated. In light of the inherent uncertainties involved in litigation and other legal proceedings, it is not always possible to determine a reasonable estimate of the amount of a probable loss, and we may estimate a range of possible loss for consideration in its estimates. The estimates are based upon currently available information and involve significant judgment taking into account the varying stages and inherent uncertainties of such matters. Accordingly, our estimates may change from time to time and such changes may be material to our consolidated results of operations, and the ultimate settlement of such matters may have a material adverse effect on our consolidated financial position, results of operations or cash flows.

For additional information on the key areas for which assumptions and estimates are used in preparing our financial statements, see Part II Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates in this Form 10K.

***A failure in or breach of our technology infrastructure or information protection programs, or those of our outsource providers, could result in the inadvertent disclosure of the confidential personal information of our customers, as well as the confidential personal information of the employees and customers of our clients. Any such failure or breach could have a material and adverse effect on our business, reputation, results of operations, financial position or cash flows.***

Our business model and our reputation as a service provider to our clients are dependent upon our ability to safeguard the confidential personal information of our customers, as well as the confidential personal information of the employees and customers of our clients. Although we have put in place a comprehensive information security program that we monitor and update as needed, security breaches could occur through intentional or unintentional acts by individuals having authorized or unauthorized access to confidential information of our customers or the

employees or customers of our clients which could potentially compromise confidential information processed and stored in or transmitted through our technology infrastructure.



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A failure in or breach of the security of our information systems, or those of our outsource providers, could result in significant damage to our reputation or the reputation of our clients, could negatively impact our ability to attract or retain clients and could result in increased costs attributable to related litigation or regulatory actions, claims for indemnification, higher insurance premiums and remediation activities, the result of any of which could have a material and adverse effect on our business, reputation, results of operations, financial position, or cash flows.

**Risks Related to our Common Stock**

*There may be a limited public market for our common stock and our stock price may experience volatility.*

Our common stock is listed on the New York Stock Exchange, or the NYSE, under the symbol PHH. However, there can be no assurance that an active trading market for our common stock will be sustained in the future. In addition, the stock market has from time-to-time experienced extreme price and volume fluctuations that often have been unrelated to the operating performance of particular companies. Changes in earnings estimates by analysts, our results in relation to such estimates, and economic and other external factors may have a significant impact on the market price of our common stock. Fluctuations or decreases in the trading price of our common stock may adversely affect the liquidity of the trading market for our common stock and our ability to raise capital through future equity financing.

*Future issuances of our Common stock or securities convertible into our Common stock and hedging activities may result in dilution of our stockholders or depress the trading price of our Common stock.*

The voting power and ownership percentage of our stockholders will be diluted and the trading price of our Common stock could be substantially decreased if we issue any shares of our Common stock or securities convertible into our Common stock in the future, including the issuance of shares of Common stock upon conversion of any existing convertible notes or the issuance of shares of Common stock upon exercise or settlement of any outstanding share-based payment awards granted under the PHH Corporation Amended and Restated 2005 Equity and Incentive Plan. In addition, the price of our Common stock could also be negatively affected by possible sales of our Common stock by investors who engage in hedging or arbitrage trading activity that we expect to develop involving our Common stock following the issuance of the convertible notes.

We also may issue shares of our Common stock or securities convertible into our Common stock in the future for a number of reasons, including to finance our operations and business strategy (including in connection with acquisitions, strategic collaborations or other transactions), to increase our capital, to adjust our ratio of debt to equity, to satisfy our obligations upon the exercise of outstanding warrants or options or for other reasons. We cannot predict the size of future issuances of our Common stock or securities convertible into our Common stock or the effect, if any, that such future issuances might have to dilute the voting interests of our stockholders or otherwise on the market price for our Common stock.

We did not enter into a hedge transaction associated with the issuance of our Convertible notes due 2017. Upon conversion of the Convertible notes due 2017, the principal amount is payable in cash and to the extent the conversion value exceeds the principal amount of the converted notes we are required to pay or deliver (at our election) (i) cash; (ii) shares of our Common stock; or (iii) a combination of cash and shares of Common stock. The increase in, and any further increases in, the trading price of our common stock since the issuance of those notes, will result

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in a required cash payment upon conversion of the notes or will result in a dilution of the voting power and ownership percentage of the Common stock held by our existing shareholders, either of which may negatively affect the trading price of our Common stock.

*Convertible note hedge and warrant transactions may negatively affect the value of our Common stock.*

In connection with the issuance and sale of the Convertible notes due 2014, we entered into convertible note hedge transactions that cover approximately 8,525,484 shares of our Common stock (subject to anti-dilution adjustments) and sold warrants to purchase, subject to anti-dilution adjustments, up to approximately 8,525,484 shares of our Common stock with affiliates of the initial purchasers of the Convertible notes due 2014 (the Option Counterparties). The convertible note hedge and warrant transactions are expected to reduce the potential dilution upon conversion of the notes.

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In connection with hedging this transaction, the Option Counterparties and/or their respective affiliates entered into various derivative transactions with respect to our Common stock. The Option Counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivative transactions with respect to our Common stock or by selling or purchasing our Common stock in secondary market transactions while the Convertible Notes are convertible, which could adversely impact the price of our Common stock. In order to unwind their hedge position with respect to those exercised options, the Option Counterparties and/or their respective affiliates are likely to sell shares of our Common stock in secondary transactions or unwind various derivative transactions with respect to our Common stock during the observation period for the converted 2014 Notes. These activities could negatively affect the value of our Common stock.

***Provisions in our charter documents, the Maryland General Corporation Law, New York insurance law and certain of our debt agreements and indentures may delay or prevent our acquisition by a third party.***

Our charter and by-laws contain several provisions that may make it more difficult for a third party to acquire control of us without the approval of our board of directors. These provisions include, among other things, a classified board of directors, advance notice for raising business or making nominations at meetings and blank check preferred stock. Blank check preferred stock enables our board of directors, without stockholder approval, to designate and issue additional series of preferred stock with such dividend, liquidation, conversion, voting or other rights, including the right to issue convertible securities with no limitations on conversion, as our board of directors may determine, including rights to dividends and proceeds in a liquidation that are senior to the common stock.

We are also subject to certain provisions of the Maryland General Corporation Law which could delay, prevent or deter a merger, acquisition, tender offer, proxy contest or other transaction that might otherwise result in our stockholders receiving a premium over the market price for their common stock or may otherwise be in the best interest of our stockholders. These include, among other provisions:

§ the business combinations statute which prohibits transactions between a Maryland corporation and an interested stockholder or an affiliate of an interested stockholder for five years after the most recent date on which the interested stockholder becomes an interested stockholder and

§ the control share acquisition statute which provides that control shares of a Maryland corporation acquired in a control share acquisition have no voting rights except to the extent approved by a vote of two-thirds of the votes entitled to be cast on the matter.

Our by-laws contain a provision exempting any share of our capital stock from the control share acquisition statute to the fullest extent permitted by the Maryland General Corporation Law. However, our Board of Directors has the exclusive right to amend our by-laws and, subject to their fiduciary duties, and could at any time in the future amend the by-laws to remove this exemption provision.

In addition, we are registered as an insurance holding company in the state of New York as a result of our wholly owned subsidiary, Atrium Insurance Corporation. New York insurance law requires regulatory approval of a change in control of an insurer or an insurer's holding company. Accordingly, there can be no effective change in control of us unless the person seeking to acquire control has filed a statement containing specified information with the New York state insurance regulators and has obtained prior approval for the proposed change from such regulators. The measure for a presumptive change of control pursuant to New York law is the acquisition of 10% or more of the voting stock or other ownership interest of an insurance company or its parent. These laws may discourage potential acquisition proposals and may delay, deter or prevent a change in control of us, including through transactions, and in particular unsolicited transactions, that some or all of our stockholders might consider to be desirable.

The terms of certain of our debt agreements and indentures, including the indentures governing our outstanding Senior notes due 2016 and 2019 and Convertible notes due 2014 and 2017, contain provisions that could prevent or deter a third party from acquiring us. Such indentures may require us to repurchase, for cash, all or a portion of the outstanding notes issued pursuant to such indentures upon a change of control or fundamental change. Further, a change of control or fundamental change may constitute an event of default under certain of our other debt agreements, including our Amended Credit Facility. In addition, in the event of a make-whole fundamental change within the meaning of the indentures governing our Convertible notes due 2014 and 2017, the conversion rate for such Convertible notes may, in some cases, be increased for a holder that elects to convert their notes in connection with such make-whole fundamental change.

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*Certain provisions of the PHH Home Loans Operating Agreement and the Strategic Relationship Agreement that we have with Realogy and certain provisions in our other mortgage loan origination agreements could discourage third parties from seeking to acquire us or could reduce the amount of consideration they would be willing to pay our stockholders in an acquisition transaction.*

Pursuant to the terms of the PHH Home Loans Operating Agreement, beginning on February 1, 2015, Realogy will have the right at any time upon two years' notice to us to terminate its interest in PHH Home Loans. In addition, under the PHH Home Loans Operating Agreement, Realogy may terminate PHH Home Loans if we effect a change in control transaction involving certain competitors or other third parties. In connection with such termination, we would be required to make a liquidated damages payment in cash to Realogy of an amount equal to the sum of (i) two times PHH Home Loans' trailing 12 months net income (except that, in the case of a termination by Realogy following a change in control of us, we may be required to make a cash payment to Realogy in an amount equal to PHH Home Loans' trailing 12 months net income multiplied by (a) if the PHH Home Loans Operating Agreement is terminated prior to its twelfth anniversary, the number of years remaining in the first 12 years of the term of the PHH Home Loans Operating Agreement, or (b) if the PHH Home Loans Operating Agreement is terminated on or after its tenth anniversary, two years), and (ii) all costs reasonably incurred by Cendant (now known as Avis Budget Group, Inc.) and its subsidiaries in unwinding its relationship with us pursuant to the PHH Home Loans Operating Agreement and the related agreements, including the Strategic Relationship Agreement, the Marketing Agreement and the Trademark License Agreements. Pursuant to the terms of the Strategic Relationship Agreement, we are subject to a non-competition provision, the breach of which could result in Realogy having the right to terminate the Strategic Relationship Agreement, seek an injunction prohibiting us from engaging in activities in breach of the non-competition provision or result in our liability for damages to Realogy.

In addition, our agreements with some of our financial institution clients provide the applicable financial institution client with the right to terminate its relationship with us prior to the expiration of the contract term if we complete certain change in control transactions with certain third parties. Because we may be unable to obtain consents or waivers from such clients in connection with certain change in control transactions, the existence of these provisions could discourage certain third parties from seeking to acquire us or could reduce the amount of consideration they would be willing to pay to our stockholders in an acquisition transaction.

## **Item 1B. Unresolved Staff Comments**

None.

## **Item 2. Properties**

Our principal offices are located at 3000 Leadenhall Road, Mt. Laurel, New Jersey 08054.

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Our Mortgage Production and Mortgage Servicing segments have centralized operations in approximately 565,000 square feet of shared leased office space in the Mt. Laurel, New Jersey area. We have a second area of centralized offices that are shared by our Mortgage Production and Mortgage Servicing segments in Jacksonville, Florida, where approximately 150,000 square feet is occupied. In addition, our Mortgage Production and Mortgage Servicing segments lease 47 smaller offices located throughout the U.S.

Our Fleet Management Services segment maintains a headquarters office in a 210,000 square-foot office building in Sparks, Maryland. Our Fleet Management Services segment also leases office space and marketing centers in five locations in Canada and has eleven smaller regional locations throughout the U.S.

Table of Contents**Item 3. Legal Proceedings**

We are party to various claims and legal proceedings from time to time related to contract disputes and other commercial, employment and tax matters. We are not aware of any pending legal proceedings that we believe could have, individually or in the aggregate, a material effect on our business, financial position, results of operations or cash flows. For more information regarding legal proceedings, see Note 16, Commitments and Contingencies in the accompanying notes to Consolidated Financial Statements.

**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****Market Price of Common Stock**

Shares of our Common stock are listed on the NYSE under the symbol PHH. The following table sets forth the high and low sales prices for our Common stock for the periods indicated as reported by the NYSE:

	Stock Price			
	High		Low	
January 1, 2011 to March 31, 2011	\$	25.55	\$	20.48
April 1, 2011 to June 30, 2011		22.50		19.41
July 1, 2011 to September 30, 2011		20.92		14.36
October 1, 2011 to December 31, 2011		19.27		8.75
January 1, 2012 to March 31, 2012		16.04		9.68
April 1, 2012 to June 30, 2012		17.92		14.78

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July 1, 2012 to September 30, 2012	20.94	15.29
October 1, 2012 to December 31, 2012	23.15	18.50

As of February 19, 2013, there were 6,460 holders of record of our Common stock.

### **Dividend Policy**

Since our spin-off from Cendant Corporation (now known as Avis Budget Group, Inc.) in 2005, we have not paid any cash dividends on our Common stock nor do we foresee paying any cash dividends on our Common stock in the foreseeable future.

The declaration and payment of dividends in the future will be subject to the discretion of our Board of Directors and will depend upon many factors, including our financial condition, earnings, capital requirements of our operating subsidiaries, legal requirements, regulatory constraints and other factors deemed relevant.



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Many of our subsidiaries (including certain consolidated partnerships, trusts and other non-corporate entities) are subject to restrictions on their ability to pay dividends or otherwise transfer funds to other consolidated subsidiaries and, ultimately, to PHH Corporation (the parent company). These restrictions are pursuant to the Revolving Credit facility, certain of our asset-backed debt agreements and to regulatory restrictions applicable to the equity of our reinsurance subsidiary. The aggregate restricted net assets of these subsidiaries totaled \$884 million as of December 31, 2012. These restrictions on net assets of certain subsidiaries, however, do not directly limit our ability to pay dividends from consolidated Retained earnings.

Certain debt arrangements require the maintenance of financial ratios and contain restrictive covenants applicable to our consolidated financial statement elements, as well as restricted payment covenants that potentially could limit our ability to pay dividends. As of December 31, 2012, we may not pay dividends without the written consent of the lenders of the Revolving Credit facility. See Note 17, Stock-Related Matters, in the accompanying Notes to Consolidated Financial Statements for further information.

**Item 6. Selected Financial Data**

The selected financial data set forth below is derived from our audited Consolidated Financial Statements for the periods indicated. Because of the inherent uncertainties of our business, the historical financial information for such periods may not be indicative of our future results of operations, financial position or cash flows:

	Year Ended and As of December 31,				
	2012	2011	2010	2009	2008
	(In millions, except per share data)				
<b>Consolidated Statements of Operations Data:</b>					
Net revenues	\$ 2,743	\$ 2,214	\$ 2,438	\$ 2,606	\$ 2,056
Net income (loss) attributable to PHH Corporation <sup>(1)</sup>	34	(127)	48	153	(254)
Basic earnings (loss) per share attributable to PHH Corporation	\$ 0.60	\$ (2.26)	\$ 0.87	\$ 2.80	\$ (4.68)
Diluted earnings (loss) per share attributable to PHH Corporation	0.56	(2.26)	0.86	2.77	(4.68)
<b>Consolidated Balance Sheets Data:</b>					
Total assets	\$ 9,603	\$ 9,777	\$ 11,270	\$ 8,123	\$ 8,273
Debt	6,554	6,914	8,085	5,160	5,764
PHH Corporation stockholders' equity	1,526	1,442	1,564	1,492	1,266

- (1) Net income (loss) attributable to PHH Corporation for the year ended December 31, 2011 includes a \$68 million pre-tax gain on the sale of 50.1% of the equity interests in our appraisal services business. Net income (loss) attributable to PHH Corporation for the year ended December 31, 2008 included \$42 million of pre-tax income related to a terminated merger agreement with General Electric Capital Corporation and a \$61 million non-cash charge for Goodwill impairment (\$26 million net impact after the income tax benefit and the portion attributable to noncontrolling interest).

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion should be read in conjunction with Part I Item 1. Business and our Consolidated Financial Statements and the notes thereto included in this Form 10-K. The following discussion should also be read in conjunction with the Cautionary Note Regarding Forward-Looking Statements and the risks and uncertainties described in Part I Item 1A. Risk Factors set forth above.*

Our Management's Discussion and Analysis of Financial Condition and Results of Operations is presented in sections as follows:

- § Overview
- § Results of Operations
- § Risk Management
- § Liquidity and Capital Resources
- § Contractual Obligations
- § Off-Balance Sheet Arrangements and Guarantees
- § Critical Accounting Policies and Estimates
- § Recently Issued Accounting Pronouncements

**OVERVIEW**

We are a leading outsource provider of mortgage and fleet management services. We conduct our business through three operating segments: a Mortgage Production segment, a Mortgage Servicing segment and a Fleet Management Services segment. Our Mortgage Production segment originates, purchases and sells mortgage loans through PHH Mortgage. Our Mortgage Servicing segment services mortgage loans originated by PHH Mortgage, and also purchases mortgage servicing rights and acts as a subservicer for certain clients that own the underlying servicing rights. Our Fleet Management Services segment provides commercial fleet management services to corporate clients and government agencies throughout the United States and Canada.

Although our Fleet Management Services segment has historically generated a larger portion of our Net revenues, our Mortgage Production and Mortgage Servicing segments have historically contributed a significantly larger portion of our Net income (loss). Our Mortgage Production and Mortgage Servicing segments have experienced, and may continue to experience, high degrees of earnings volatility due to significant exposure to interest rates and the real estate markets, which impacts our loan origination volumes, valuation of our mortgage servicing rights and repurchase and foreclosure-related charges.

See Risk Management in this Form 10-K for additional information regarding our interest rate and market risks.

### Executive Summary

In 2012, we were focused on our four key strategies to increase shareholder value:

§ pursue disciplined growth in our three franchise platforms which are mortgage private label services, our mortgage relationship with Realogy and our fleet management business;

§ drive industry-leading operational excellence;

§ continue our unwavering commitment to customer service; and

§ in the near-term, prioritize liquidity and cash flow generation from our mortgage and fleet businesses and deleverage the balance sheet.

In 2012, we accomplished several initiatives to improve our liquidity and deleverage the balance sheet, including completing the early repayment of our Medium-term notes due 2013, repaying our Convertible notes due 2012 and completing offerings of Convertible notes due in 2017 and Senior notes due in 2019. These actions resulted in a

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\$158 million net cash decrease. In addition, we amended our existing Credit Facility extending a portion of the commitments to 2015.

Our unrestricted cash balance was \$829 million as of December 31, 2012 compared to \$414 million as of December 31, 2011. Excluding the \$158 million decrease in cash from deleveraging outlined above, we generated \$573 million of positive cash flow which resulted, in part, from our operations and the following efforts in 2012:

§ focused our efforts to ensure that our operations are cash flow positive, including reducing the mix of our wholesale/correspondent originations to 18% in 2012 from 31% in 2011 and aligning our business operations with established cash flow targets;

§ disposed of assets that are not necessary to support our business strategies, including generating \$91 million of cash from the termination of a reinsurance agreement, and sales of non-conforming mortgage loans and mortgage-backed residual investments;

§ generated \$173 million of cash from the securitization of fleet leases, including the release of overcollateralization from prior securitizations; and

§ generated mortgage servicing rights with minimal use of cash.

Some of the actions we took to reposition the business and generate cash flow in 2012 have had a negative impact on our earnings, including the early repayment of Medium-term notes due 2013 which generated a \$13 million pre-tax loss and the termination of one of our inactive reinsurance agreements which generated a \$16 million pre-tax loss. See [Liquidity and Capital Resources](#) for additional information regarding our outstanding indebtedness and liquidity.

We are monitoring a number of regulatory developments that are expected to impact our Mortgage segments, and there has been a heightened focus of regulators on the practices of the mortgage industry. Regulatory and financial reform efforts continued throughout 2012 and into 2013, as regulatory agencies proposed and progressed on finalizing numerous rules. Further, we have experienced and some of our peers have experienced inquiries and requests for information from regulators and attorneys general of certain states as well as various government agencies. We are working diligently in assessing and understanding the implications of the developments in the regulatory environment and we are devoting substantial resources towards implementing all of the new rules and complying with requests from inquires and examinations while meeting the needs and expectations of our clients. For more information about these developments, see [Part I Item 1. Business Regulation](#) and [Part I Item 1A. Risk Factors Risks Related to our Company](#) *Our Mortgage businesses are complex and heavily regulated, and the full impact of regulatory developments to our businesses remains uncertain. In addition, we are subject to litigation, regulatory investigations and inquiries and may incur fines, penalties, and increased costs that could negatively impact our future results of operations or damage our reputation.* For more information about our significant legal and regulatory matters, see [Note 16, Commitments and Contingencies](#) in the accompanying Notes to Consolidated Financial Statements.

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In our Mortgage Production segment we continued to experience elevated loan margins and volume. Total loan margins during 2012 were 392 basis points, representing a 121 basis points increase over 2011. Our retail platform generated \$45.5 billion of closing volume for 2012, a 28% increase from 2011. We expect our retail platform to continue its positive momentum into 2013 through the addition of volume from our new private label relationships, including the one announced with HSBC which is expected to commence in the second quarter of 2013, and through capitalizing on improvements in the housing market from expected home sale volumes and our relationship with Realogy.

Wholesale/correspondent closings declined by 38% to \$10.1 billion compared to \$16.4 billion in 2011, which reflects our emphasis on growth in our retail platform and our efforts to manage cash consumption and loan quality. We expect to manage our wholesale platform in 2013 without a significant change in the mix of originations relative to 2012 levels.

Our Mortgage Servicing segment continued to be negatively impacted by decreasing mortgage interest rates which resulted in an increase in loan payoffs in our capitalized servicing portfolio and unfavorable changes in market-related fair value adjustments of our MSRs. In addition, our Mortgage Servicing segment incurred \$182 million of repurchase and foreclosure-related charges compared to \$80 million during 2011 largely driven by the increase in repurchase and indemnification requests described below and a decline in our overall success rate in appealing repurchase requests.

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During 2012, we received approximately 4,600 repurchase and indemnification requests compared to 3,000 in 2011. The increase in repurchase requests is primarily due to an increase in the number of loan file reviews by the Agencies as they focused more resources on clearing the backlog of previously requested loan files primarily related to origination years 2005 through 2008. The focus of loan file reviews by the Agencies is unpredictable and may change after their reviews of origination years 2005 through 2008 are complete. We continue to monitor these trends and the criteria being used by the Agencies to select loan files to review and may need to further increase our loan repurchase and indemnification liability if the elevated levels of repurchase requests continue. Additionally, an increased level of repurchase requests could result in an increased use of cash, as compared to prior periods, to fund loan repurchases or make-whole payments under loan indemnification agreements. We expect repurchase and foreclosure losses to remain elevated through 2013, as investors continue to review both performing and non-performing loans for potential underwriting defects and representation and warranty violations. See [Risk Management](#) for additional information regarding our repurchase obligations and potential exposure.

Our Fleet Management Services segment continued growth in our net investment in leases and also added additional service unit counts to maintenance cards, fuel cards and accident management services. For 2012, segment profit for our Fleet Management Services segment was \$87 million, a 16% increase from 2011.

For 2013, we expect to continue with our four strategic priorities that we implemented in 2012. We believe these strategies enhance the ability of our business model to adapt to this rapidly-changing environment, and should enable us to focus on creating long-term value for our borrowers, clients, and shareholders. We are also looking for 2013 to bring increased clarity for the mortgage industry as the regulations promulgated by the CFPB and other regulators are reducing the amount of uncertainty in the industry, but will likely change the way in which mortgage originators and servicers operate and increase the cost of loan origination and servicing.

We will continue to invest in our business to reduce mortgage loan origination defects and simplify processes and to anticipate and address fundamental changes in the industry. We are investing in people, systems and processes to create a long-term viable platform that will perform as the mortgage industry continues to evolve. This investment includes operating and capital expenses related to the expansion of our retail presence, enhancements to our compliance structure to meet new regulatory standards, continued modernization of our information systems, and the achievement of requisite quality and customer service objectives.

Table of Contents**RESULTS OF OPERATIONS****Consolidated Results**

The following table presents our consolidated results of operations:

	Year Ended December 31,		
	2012	2011	2010
(In millions, except per share data)			
Net fee income	\$ 526	\$ 468	\$ 448
Fleet lease income	1,364	1,400	1,370
Gain on mortgage loans, net	942	567	635
Mortgage net finance expense	(121)	(88)	(73)
Loan servicing income	449	456	415
Valuation adjustments relating to mortgage servicing rights, net	(502)	(736)	(427)
Other income	85	147	70
<b>Net revenues</b>	<b>2,743</b>	<b>2,214</b>	<b>2,438</b>
Depreciation on operating leases	1,212	1,223	1,224
Fleet interest expense	68	79	91
Total other expenses	1,376	1,114	1,008
<b>Total expenses</b>	<b>2,656</b>	<b>2,416</b>	<b>2,323</b>
<b>Income (loss) before income taxes</b>	<b>87</b>	<b>(202)</b>	<b>115</b>
Income tax (benefit) expense	(6)	(100)	39
<b>Net income (loss)</b>	<b>93</b>	<b>(102)</b>	<b>76</b>
Less: net income attributable to noncontrolling interest	59	25	28
<b>Net income (loss) attributable to PHH Corporation</b>	<b>\$ 34</b>	<b>\$ (127)</b>	<b>\$ 48</b>
<b>Basic earnings (loss) per share attributable to PHH Corporation</b>	<b>\$ 0.60</b>	<b>\$ (2.26)</b>	<b>\$ 0.87</b>
<b>Diluted earnings (loss) per share attributable to PHH Corporation</b>	<b>\$ 0.56</b>	<b>\$ (2.26)</b>	<b>\$ 0.86</b>

The following summarizes the key highlights that drove our operating performance and segment profit (loss) for our reportable segments for 2012 in comparison to 2011:

	Year Ended December 31,	
	2012	2011
(In millions)		
<b>Reportable Segments Profit (Loss):(1)</b>		
Mortgage Production segment	\$ 416	\$ 258
Mortgage Servicing segment	(462)	(557)
Fleet Management Services segment	87	75
Other(2)	(13)	(3)

(1) Segment profit (loss) is described in Note 23, Segment Information, in the accompanying Notes to Consolidated Financial Statements.

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(2) For the year ended December 31, 2012, Other primarily represents the loss on early retirement of our Medium-term notes due in 2013.

### *Mortgage Production Segment*

§ Segment profit was \$158 million higher compared to 2011 primarily due to 121 basis points of higher total margins and a 39% increase in fee-based loan closings, partially offset by a 21% decline in interest rate lock commitments expected to close.



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§ Interest rate lock commitments expected to close decreased to \$26.6 billion from \$33.7 billion in 2011, due to a 53% decline in wholesale/correspondent volume and a shift in mix towards fee-based production. Total closings reflect the significant increase in refinance activity as refinance closings increased by 21% compared to 2011 due to the historically low interest rate environment.

§ The mix of wholesale/correspondent originations declined to 18% in 2012 from 31% in 2011, reflecting our strategy to selectively manage originations in this platform considering cash consumption and loan quality.

***Mortgage Servicing Segment***

§ Segment loss was \$95 million favorable to 2011, driven by a \$298 million favorable impact from market-related changes in fair value of mortgage servicing rights, that was partially offset by a \$102 million increase in repurchase and foreclosure-related charges compared to 2011 driven by a significant increase in loan repurchase and indemnification requests in 2012, as discussed under Executive Summary .

§ Loan servicing income for 2012 includes a loss of \$16 million from the termination of one of our inactive reinsurance contracts.

§ Mortgage interest rates declined throughout 2012, resulting in a \$223 million reduction in the fair value of our mortgage servicing rights. Additionally, loan payoffs in our capitalized servicing portfolio increased 65% compared to 2011, resulting in \$69 million of additional decreases in fair value of our mortgage servicing rights from prepayments and a \$16 million increase in curtailment interest expense as compared to 2011.

***Fleet Management Services Segment***

§ Segment profit increased by \$12 million to \$87 million in 2012, driven by growth in net investment in leases, lower funding costs and higher units and usage of fee-based and asset-based management services.

§ Maintenance service, fuel and accident management average units all increased in 2012 compared to 2011.

§ The average number of leased vehicles declined by 3% compared to 2011; however, our net investment in leases increased by 3% to \$3.6 billion compared to December 31, 2011, driven by a change in mix to more expensive truck and service-type vehicles.

**Income tax (benefit) expense**

Income tax (benefit) expense changes were primarily due to the change in Income (loss) before income taxes, plus significant items that impact the effective tax rate, as discussed below. See Note 14, "Income Taxes" in the accompanying Notes to Consolidated Financial Statements for further information.

**2012:** Our effective income tax rate was (7.0)% for the year ending December 31, 2012, reflecting a \$6 million Income tax benefit on \$87 million of Income before income taxes. We recorded an Income tax benefit on our results because our effective tax rate was positively impacted by a \$10 million benefit from the impact of applying statutory changes to apportionment weight, apportionment sourcing and corporate income tax rates that were enacted by various states, primarily New Jersey. In addition, \$22 million of income tax expense related to Realogy Corporation's portion of income attributable to PHH Home Loans is not considered in our tax provision since we include only our proportionate share of tax on the income of PHH Home Loans.

**2011:** Our effective income tax rate was (49.7)% for the year ending December 31, 2011, reflecting a \$100 million Income tax benefit on \$202 million of Loss before income taxes. The effective tax rate was positively impacted by a \$12 million benefit from state and local income taxes due to the mix and amount of pre-tax income and loss from the operations by entity and state tax jurisdiction coupled with a \$7 million decrease in the liabilities for income tax contingencies, primarily due to the resolution and settlement with various taxing authorities, including the conclusion of the IRS examination and review of our taxable years 2006 through 2009. In addition, \$10 million of income tax expense related to Realogy Corporation's portion of income attributable to PHH Home Loans is not

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considered in our tax provision since we include only our proportionate share of tax on the income of PHH Home Loans.

**2010:** Our effective income tax rate was 33.7% for the year ending December 31, 2010, reflecting \$39 million of Income tax expense on \$115 million of Income before income taxes. The effective tax rate was primarily impacted by a \$6 million expense from state and local income taxes due to the mix and amount of pre-tax income and loss from the operations by entity and state tax jurisdiction. In addition, \$11 million of income tax expense related to Realty Corporation's portion of income attributable to PHH Home Loans is not considered in our tax provision since we include only our proportionate share of tax on the income of PHH Home Loans.

**Appraisal Services Business Joint Venture**

On March 31, 2011, we sold 50.1% of the equity interests in our appraisal services business, Speedy Title and Appraisal Review Services, ( STARS ) to CoreLogic, Inc. for a total purchase price of \$35 million. We retained a 49.9% equity interest in STARS, which is accounted for under the equity method.

For the year ended December 31, 2012, earnings from the equity method investment in STARS of \$6 million are recorded as a component of Other income in the Mortgage Production segment. During the year ended December 31, 2011, a \$68 million gain on the sale of STARS was recorded within Other income of the Mortgage Production segment, which consisted of the net present value of the purchase price from CoreLogic plus the \$34 million from the initial valuation of our equity method investment.

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## Mortgage Production Segment

Our Mortgage Production segment provides mortgage services, including private-label mortgage services, to financial institutions and real estate brokers through PHH Mortgage. The segment generates revenue through fee-based mortgage loan origination services and the origination and sale of mortgage loans into the secondary market. PHH Mortgage generally sells all mortgage loans that it originates to secondary market investors, which include a variety of institutional investors, and typically retains the servicing rights on mortgage loans sold. During 2012, 85% of our mortgage loans were sold to, or were sold pursuant to, programs sponsored by Fannie Mae, Freddie Mac or Ginnie Mae and the remaining 15% were sold to private investors. We source mortgage loans through our retail and wholesale/correspondent platforms.

**Retail Platform.** Through our retail platform, we maintain direct contact with borrowers who are purchasing a home or refinancing a mortgage loan. We operate either through our teleservices operation or our network of field sales professionals. Within our teleservices operation, we provide centralized application and loan processing capabilities for our customers. Our network of field sales professionals are generally located in real estate brokerage offices or are affiliated with financial institution clients around the U.S. and are equipped to provide product information and take mortgage applications. We also maintain multiple internet sites that provide online mortgage application capabilities for our customers.

Our retail platform consists of our private label services and real estate channels:

- **Private Label Services Channel:** The private label services channel includes providing outsourced mortgage origination services for wealth management firms, regional banks and community banks throughout the U.S, including Merrill Lynch Home Loans, a division of Bank of America, National Association, Morgan Stanley Private Bank and UBS Bank USA. We are a leading provider of private-label mortgage loan originations and in this channel, we offer a complete outsourcing solution, from processing applications through funding, for clients that wish to offer mortgage services to their customers but are not equipped to handle all aspects of the process cost-effectively.

- **Real Estate Channel:** The real estate channel includes providing mortgage origination services for brokers associated with brokerages owned or franchised by Realogy Corporation and other third-party brokers. Through our affiliations with real estate brokers, we have access to home buyers at the time of purchase. Substantially all of the originations through the real estate channel during the years ended December 31, 2012, 2011 and 2010, were originated from Realogy and Realogy Franchisees. For the year ended December 31, 2012, we originated mortgage loans for approximately 16% of the transactions in which real estate brokerages owned by Realogy represented the home buyer and approximately 8% of the transactions in which real estate brokerages franchised by Realogy where we have exclusive marketing service agreements, represented the home buyer. See Part I Item 1. Business Operating Segments for a further discussion of our relationship with Realogy.

**Wholesale/Correspondent Platform.** Through our wholesale/correspondent platform, we purchase closed mortgage loans from community banks, credit unions, mortgage brokers and mortgage bankers. We also acquire mortgage loans from mortgage brokers that receive applications from and qualify the borrowers. Wholesale/correspondent originations are highly dependent upon pricing margins and overall industry capacity.

The mortgage industry has continued to be impacted by variety of factors including a low interest rate environment which has increased consumer demand for mortgage loans, more stringent underwriting guidelines, increases in guarantee fees on mortgage backed securities issued

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by Fannie Mae and Freddie Mac and an increasingly complex regulatory compliance environment. We have continued to experience elevated levels of pricing margins compared to historical periods as mortgage interest rates remained low and consumer demand persisted. However, future conforming loan origination volumes and pricing margins may be negatively impacted by the increases in guarantee fees (which will have the impact of increasing mortgage interest rates charged to borrowers) and by more restrictive underwriting standards.

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In addition, the increased consumer demand for mortgage loans, coupled with more stringent underwriting guidelines and the increasingly complex regulatory compliance environment have led to longer processing cycle times across the mortgage industry. Consistent with these industry trends, we have experienced loan processing delays and other service issues that have negatively impacted customer service delivery in our Mortgage Production segment. As a result, we have failed to satisfy certain service level agreements and other performance provisions under some of our mortgage origination assistance agreements. During the year ended December 31, 2012, we incurred \$8 million of customer service related expenses resulting from our failure to fully satisfy the terms of service-level and other performance provisions of these contracts which could result in material penalties or the loss of client relationships. We have implemented measures to improve our loan processing and customer service delivery in an effort to more fully satisfy the terms of our mortgage origination assistance agreements.

As of January 2013, Fannie Mae's *Economics and Mortgage Market Analysis* is forecasting a decrease in industry loan originations to \$1.6 trillion during 2013 compared to \$1.9 trillion during 2012, consisting of a 32% decrease in refinance originations which is offset by a 24% increase in purchase originations. Refinance originations are sensitive to interest rates and despite Fannie Mae projections that interest rates will remain close to current levels throughout 2013, refinancing demand is expected to decline. The increase in projected purchase originations in 2013 is reflective of Fannie Mae's forecast of a 12% increase in total home sales compared to 2012.

For more information, see Part I Item 1A. Risk Factors *Changes in existing U.S. government-sponsored mortgage programs or servicing eligibility standards could materially and adversely affect our business, financial position, results of operations or cash flows and could require us to fundamentally change our business model in order to effectively compete in the market.* in this Form 10-K.

The following tables present a summary of our financial results and key related drivers for the Mortgage Production segment and are followed by a discussion of each of the key components of Net revenues and Total expenses:

	Year Ended December 31,		
	2012	2011	2010
	(\$ In millions)		
Loans closed to be sold	\$ 36,022	\$ 37,889	\$ 37,747
Fee-based closings	19,562	14,056	11,247
Total closings	\$ 55,584	\$ 51,945	\$ 48,994
Purchase closings	\$ 17,549	\$ 20,404	\$ 20,270
Refinance closings	38,035	31,541	28,724
Total closings	\$ 55,584	\$ 51,945	\$ 48,994
Retail closings - PLS	\$ 31,239	\$ 24,162	\$ 20,316
Retail closings - Real Estate	14,280	11,430	13,113
Total retail closings	45,519	35,592	33,429
Wholesale/correspondent closings	10,065	16,353	15,565
Total closings	\$ 55,584	\$ 51,945	\$ 48,994
Retail - PLS (in units)	89,980	76,023	69,357
Retail - Real Estate (in units)	57,033	47,037	53,385
Total retail	147,013	123,060	122,742
Wholesale/correspondent (in units)	47,462	77,992	82,955
Total closings (in units)	194,475	201,052	205,697
Loans sold	\$ 36,582	\$ 40,035	\$ 34,535
Applications	\$ 72,390	\$ 67,586	\$ 74,628
IRLCs expected to close	\$ 26,599	\$ 33,717	\$ 38,330
Total loan margin (in bps)	392	271	290



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	2012	Year Ended December 31, 2011 (In millions)		2010
Mortgage fees	\$ 346	\$ 295	\$	291
Gain on mortgage loans, net	942	567		635
Mortgage interest income	84	101		97
Mortgage interest expense	(150)	(125)		(113)
Mortgage net finance expense	(66)	(24)		(16)
Other income	12	76		1
Net revenues	1,234	914		911
Salaries and related expenses	419	341		369
Occupancy and other office expenses	31	30		34
Other depreciation and amortization	7	9		10
Other operating expenses	302	251		202
Total expenses	759	631		615
Income before income taxes	475	283		296
Less: net income attributable to noncontrolling interest	59	25		28
Segment profit	\$ 416	\$ 258	\$	268

*Mortgage Production Statistics*

Mortgage loan originations are driven by the demand to fund home purchases and the demand to refinance existing loans. Purchase closings are influenced by the number of home sales, the amount of homebuyers needing a mortgage and the overall condition of the housing market whereas refinance closings are sensitive to interest rate changes relative to borrowers' current interest rates. Refinance closings typically increase when interest rates fall and decrease when interest rates rise. Although the level of interest rates is a key driver of refinancing activity, there are other factors which influence the level of refinance closings including home prices, levels of home equity, underwriting standards and product characteristics.

Interest rate lock commitments ( IRLCs ) represent an agreement to extend credit to a mortgage loan applicant, or an agreement to purchase a loan from a third-party originator, whereby the interest rate on the loan is set prior to funding. IRLCs expected to close are adjusted for the amount of loans expected to close in accordance with the terms of the commitment. IRLCs expected to close result in loans closed to be sold as we do not enter into interest rate lock commitments on fee-based closings.

**2012 Compared With 2011:** As of January 2013, Fannie Mae's *Economics and Mortgage Market Analysis* shows an increase in mortgage industry origination volumes of approximately 28% during 2012 compared to 2011 which primarily consisted of higher refinance closings that continued to be positively impacted by a sustained low interest rate environment despite the many borrowers who took advantage of refinance incentives during prior periods of low interest rates. During the second half of 2012, among other actions, the Federal Reserve announced plans to purchase an additional \$40 billion of agency mortgage-backed securities per month to reinforce the low interest rate environment and support the mortgage markets. Based on the January industry origination volumes reported by Fannie Mae, refinance closings represented 73% of total origination volumes during 2012 compared to 66% during 2011.

Our total closings increased by \$3.6 billion (7%) compared to 2011 and were comprised of a \$6.5 billion increase in refinance closings offset by a \$2.9 billion decrease in purchase closings. Refinance closings were 68% of our total closing volumes during 2012 compared to 61% in 2011. While we have seen a positive trend in closings from our real estate channel driven by an improvement in home sales, our purchase closings decreased compared to 2011 due to our planned reduction in wholesale/correspondent volume.



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Wholesale/correspondent closings declined by 38% to \$10.1 billion compared to \$16.4 billion in 2011. This decrease reflects our strategy to focus growth in our retail platform and our efforts to manage cash consumption and the underlying quality of the loans originated in the wholesale/correspondent platform. As of December 31,

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2012, 23% of our outstanding IRLCs expected to close were wholesale/correspondent compared to 44% at the end of 2011.

Total applications increased by 7% compared to 2011 resulting from a growth in our retail platform where a low interest rate environment and higher consumer demand contributed to a 36% increase in retail applications which was offset by a decline in wholesale/correspondent volume. Our IRLCs expected to close declined by 21% primarily due to the change in mix to a greater composition of fee-based production where we do not enter into an interest rate lock commitment and lower wholesale/correspondent volume.

We have continued to experience elevated levels of pricing margins compared to historical periods as mortgage interest rates remained low and consumer demand persisted which resulted in a 121 basis points (45%) increase in average total loan margins from 2011. Although we expect pricing margins to eventually decline from the levels experienced during 2012, we believe that margins could remain elevated in 2013 when compared to levels prior to the credit crisis, reflecting a longer term industry view of the returns required to manage the underlying risk of a mortgage production and servicing business.

**2011 Compared With 2010:** Total closings increased \$3.0 billion (6%) compared to 2010 primarily due to a \$2.8 billion increase in refinance closings coupled with a slight increase in purchase closings. The significant increase in refinance closings was a result of the decline in mortgage interest rates during the latter half of 2010 which resulted in an increase in refinance activity and IRLCs during that period, which ultimately closed in 2011. The increase in purchase closings was driven by an improvement in home sales compared to 2010.

The mix of total closings between retail and wholesale/correspondent closings was generally consistent in 2011 compared to 2010 which reflected the execution of our strategy to grow our market share through this channel in those periods despite declining industry volumes. During 2011, the composition of total closings shifted to a higher percentage of fee-based closings which was primarily related to an improvement in the market for non-agency jumbo loan originations.

*Mortgage Fees*

Retail closings and fee-based closings are key drivers of Mortgage fees. Mortgage fees consist of fee income earned on all loan originations, including loans closed to be sold and fee-based closings. Fee income consists of amounts earned related to application and underwriting fees and fees on cancelled loans. Appraisal and other income generated by our appraisal services business is included through the quarter ended March 31, 2011. Fee income also consists of amounts earned from financial institutions related to brokered loan fees and origination assistance fees resulting from our private-label mortgage outsourcing activities. Fees associated with the origination and acquisition of mortgage loans are recognized as earned.

**2012 Compared With 2011:** Mortgage fees increased by \$51 million compared to 2011 which included a \$41 million increase in origination assistance fees from private label clients and a \$16 million increase in appraisal and application revenue, that was offset by a \$7 million decrease in correspondent underwriting fees. Origination assistance fees were positively impacted by an 18% increase in private label closing units compared to 2011. The increase in appraisal and application revenues were driven by a 19% increase in the total number of retail closing units compared to 2011 due to growth in our retail platform. The decrease in correspondent underwriting fees were the result of our planned reduction in wholesale/correspondent volume as discussed above.

**2011 Compared With 2010:** Mortgage fees increased by \$4 million compared to 2010 primarily due to a 6% increase in retail closings, which was partially offset by a decrease in fee income generated by our appraisal services business.

Table of Contents*Gain on Mortgage Loans, Net*

Gain on mortgage loans, net includes realized and unrealized gains and losses on our mortgage loans, as well as the changes in fair value of our IRLCs and loan-related derivatives. The fair value of our IRLCs is based upon the estimated fair value of the underlying mortgage loan, adjusted for: (i) the estimated costs to complete and originate the loan and (ii) the estimated percentage of IRLCs that will result in a closed mortgage loan. The valuation of our interest rate lock commitments and mortgage loans approximates a whole-loan price, which includes the value of the related mortgage servicing rights. Mortgage servicing rights are recognized and capitalized at the date the loans are sold and subsequent changes in the fair value are recorded in Change in fair value of mortgage servicing rights in the Mortgage Servicing segment.

The components of Gain on mortgage loans, net were as follows:

	2012	Year Ended December 31,		2010
		2011		
		(In millions)		
Gain on loans	\$ 804	\$ 482	\$ 624	
Change in fair value of Scratch and Dent and certain non-conforming mortgage loans	(41)	(11)	(19)	
Economic hedge results	179	96	30	
Total change in fair value of mortgage loans and related derivatives	138	85	11	
Total	\$ 942	\$ 567	\$ 635	

Gain on loans is primarily driven by the volume of IRLCs expected to close, total loan margins and the mix of wholesale/correspondent closing volume. Margins generally widen when mortgage interest rates decline and tighten when mortgage interest rates increase, as loan originators balance origination volume with operational capacity. For wholesale/correspondent closings and certain retail closings from our private label clients, the cost to acquire the loan reduces the gain from selling the loan into the secondary market.

Change in fair value of Scratch and Dent and certain non-conforming mortgage loans is primarily driven by additions, sales and changes in value of Scratch and Dent loans, which represent loans with origination flaws or performance issues.

Economic hedge results represent the change in value of mortgage loans, interest rate lock commitments and related derivatives, including the impact of changes in actual pullthrough as compared to our initial assumptions. We use derivative instruments to economically hedge changes in value of mortgage loans and interest rate lock commitments from the date of interest rate lock commitment through the date the loan is sold into the secondary market. These derivatives are intended to mitigate the changes in value attributable to changes in interest rates. Economic hedge results also include changes in value of mortgage loans held for sale due to changes in expected execution upon sale which may not be interest rate related and would not be offset by changes in value of derivative instruments.

**2012 Compared With 2011:** Gain on loans increased by \$322 million compared to 2011 primarily due to a higher mix of retail IRLCs and higher total loan margins that were partially offset by a 21% decrease in IRLCs expected to close. Although total IRLCs declined, there was a greater mix of retail IRLCs during 2012 which had a positive impact to gain on loans. Average total loan margins increased by 121 basis points which was driven by a reduction in mortgage interest rates and higher consumer demand.

The \$30 million unfavorable change in fair value of Scratch and Dent and certain non-conforming loans compared to 2011 was primarily attributable to a larger population of additions to Scratch and Dent loans resulting from higher repurchase activity.

The \$83 million increase in economic hedge results compared to 2011 was largely driven by favorable execution gains on mortgage loans sold and lower interest rate volatility that were partially offset by a lower impact from changes in actual pullthrough of mortgage loans as compared to initial assumptions.

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**2011 Compared With 2010:** Gain on loans decreased by \$142 million compared to 2010 primarily due to a 12% decrease in IRLCs expected to close and lower total margins. The decrease in total margins was primarily attributable to the lower value of initial capitalized mortgage servicing rates, which resulted from reductions in mortgage interest rates, coupled with slightly lower initial pricing margins compared to 2010.

The \$8 million favorable change in fair value of Scratch and Dent and certain non-conforming loans compared to 2010 was primarily due to the sale of Scratch and Dent loans at a gain during 2011, coupled with an increase in the estimated fair value of the remaining population of Scratch and Dent loans.

The \$66 million increase in economic hedge results compared to 2010 was primarily driven by lower volatility in mortgage interest rates partially offset by a lower impact from actual pullthrough of mortgage loans, as compared to assumptions. Interest rates were relatively stable during 2011 compared to 2010 as the significant volatility in interest rates during 2010 led to higher hedge costs and less favorable economic hedge results.

*Mortgage Net Finance Expense*

Mortgage net finance expense allocable to the Mortgage Production segment consists of interest income on mortgage loans, interest expense allocated on debt used to fund mortgage loans and an allocation of interest expense for working capital. Mortgage net finance expense is driven by the average balance of loans held for sale, the average volume of outstanding borrowings, the average number of days loans are held prior to sale to investors, the note rate on loans held for sale and the cost of funds rate of our outstanding borrowings. A significant portion of our loan originations are funded with variable-rate short-term debt.

**2012 Compared With 2011:** Mortgage net finance expense increased by \$42 million compared to 2011 and was comprised of a \$25 million increase in Mortgage interest expense and a \$17 million decrease in Mortgage interest income. The increase in Mortgage interest expense was driven by higher allocated financing costs of corporate unsecured borrowings resulting primarily from the higher effective interest rate of the convertible note issuance, which was partially offset by a lower average balance of loans held for sale. The decrease in Mortgage interest income was primarily due to a lower average balance and note rate of loans held for sale.

**2011 Compared With 2010:** Mortgage net finance expense increased \$8 million compared to 2010 and was comprised of a \$12 million increase in Mortgage interest expense partially offset by a \$4 million increase in Mortgage interest income. The increase in Mortgage interest expense was primarily attributable to a higher average volume of loans held for sale that was partially offset by lower average interest rates compared to 2010. Mortgage interest expense was also negatively impacted by higher allocated financing costs related to an increase in the cost of funds rate of outstanding unsecured borrowings. The increase in mortgage interest income was primarily due to a higher average volume of loans held for sale that was partially offset by lower average note rates on loans resulting from lower mortgage interest rates for conforming first mortgage loans compared to 2010.

*Other Income*

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**2012 Compared With 2011:** Other income decreased by \$64 million compared to 2011 primarily due to a \$68 million gain realized during 2011 related to the 50.1% sale of the equity interests in STARS, which was offset by income from a termination fee resulting from the loss of a private label client relationship during 2012.

**2011 Compared With 2010:** Other income increased \$75 million compared to 2010 which was primarily attributable to a \$68 million gain related to the 50.1% sale of the equity interests in STARS and \$3 million in earnings from our continued equity interest STARS subsequent to the sale.

### *Salaries and Related Expenses*

Salaries and related expenses allocable to the Mortgage Production segment consist of salaries, payroll taxes, benefits and incentives paid to employees in our mortgage production operations and commissions paid to employees involved in the loan origination process.

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The components of Salaries and related expenses were as follows:

Salaries, benefits and incentives	\$	260	\$	207	\$	215
Commissions		124		98		109
Contract labor and overtime		35		36		45
Total	\$	419	\$	341	\$	369

Salaries, benefits and incentives are primarily driven by the average number of permanent employees. Commissions are primarily driven by the volume of retail closings. Contract labor and overtime are primarily driven by origination volumes and consists of overtime paid to permanent employees and amounts paid to temporary and contract personnel. We continue to balance the number of full-time employees and the use of temporary and contract personnel with anticipated loan origination volumes.

**2012 Compared With 2011:** Salaries, benefits and incentives increased by \$53 million compared to 2011 primarily due to a higher number of average permanent employees and an increase in management incentive compensation. The higher number of average permanent employees is related to a 19% increase in the total number of retail closing units, increased staffing levels associated with expected future mortgage origination activity and the continued development of our mortgage compliance programs, loan quality and customer service initiatives.

The \$26 million increase in commissions was primarily attributable to a 25% increase in closings from our real estate channel which has higher commission rates than our private label services channel.

**2011 Compared With 2010:** Salaries, benefits and incentives decreased by \$8 million compared to 2010 primarily from the combination of general and administrative functions which is allocated to Other expenses in 2011 partially offset by an increase related to a higher average number of permanent employees in the mortgage production operations. The \$11 million decrease in commissions was primarily due to a decline in closings from our real estate channel which have higher commission rates than private label closings. Despite a 6% increase in total closing volumes, contract labor and overtime decreased by \$9 million and was driven by lower application volumes related to lower overall industry volumes and our efforts to improve operational efficiencies in our mortgage production operations. In response to a decline in mortgage interest rates during the latter half of 2010, our costs associated with contract labor and overtime increased during 2010 to accommodate higher application volumes as many borrowers took advantage of the low interest rate environment which resulted in an increase in refinance activity and IRLCs during that period, which ultimately closed in 2011.

*Other Operating Expenses*

Other operating expenses allocable to the Mortgage Production segment consist of production-related direct expenses, allocations for corporate overhead and other production related expenses.



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The components of Other operating expenses were as follows:


					
Production-related direct expenses	\$	125	\$	103	\$ 105
Corporate overhead allocation		81		71	14
Other expenses		96		77	83
Total	\$	302	\$	251	\$ 202

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Production-related direct expenses represent variable costs directly related to the volume of loan originations and consist of appraisal, underwriting and other direct loan origination expenses. These expenses are incurred during the loan origination process and are primarily driven by the volume of applications. Corporate overhead allocations relate to segment allocations of shared general and administrative costs and costs associated with operating and managing corporate functions. Other expenses consist of other production-related expenses that include, but are not limited to professional fees, information technology costs, outsourcing fees and customer service expenses.

**2012 Compared With 2011:** The \$22 million increase in production-related direct expenses compared to 2011 was largely driven by a 36% increase in the total number of retail applications.

Corporate overhead allocations increased by \$10 million compared to 2011 primarily due to information technology-related expenses associated with private label client implementations which are allocated fully to the Mortgage Production segment. See Results of Operations Other for a description and drivers of the expenses included in our centralized corporate platform.

The \$19 million increase in Other expenses compared to 2011 was primarily attributable to an \$11 million increase in consulting and outsourcing services driven by compliance, customer service and operational initiatives and a \$5 million increase in customer service-related expenses. The remaining \$3 million increase in Other expenses was due to costs associated with managing our origination platforms, including costs for regulatory compliance.

**2011 Compared With 2010:** Production-related direct expenses decreased slightly compared to 2010 despite a 6% increase retail closings. Corporate overhead allocation was unfavorably impacted by \$57 million from the combination of general and administrative functions coupled with further investments in our information technology platform and enterprise risk management process. The \$6 million decrease in other expenses primarily resulted from \$10 million of direct expenses incurred during 2010 associated with executing our transformation plan and a \$7 million reduction in information technology expenses resulting from the combination of general and administrative functions discussed above that were partially offset by an increase in expenses associated with legal and regulatory compliance activities, customer service and other expenses resulting from the high level of refinance activity and IRLCs experienced during the latter half of 2010, which ultimately closed in 2011.

Table of Contents**Mortgage Servicing Segment**

We principally generate revenue in our Mortgage Servicing segment through fees earned from our mortgage servicing rights or from our subservicing agreements. Mortgage servicing rights are the rights to receive a portion of the interest coupon and fees collected from the mortgagors for performing specified mortgage servicing activities, which consist of collecting loan payments, remitting principal and interest payments to investors, managing escrow funds for the payment of mortgage-related expenses such as taxes and insurance, performing loss mitigation activities on behalf of investors and otherwise administering our mortgage loan servicing portfolio. Mortgage servicing rights for sold loans are initially recorded at fair value in our Mortgage Production Segment's results of operations. Changes in fair value subsequent to the initial capitalization are recorded in our Mortgage Servicing Segment's results of operations. Our Mortgage Servicing segment also includes the results of our reinsurance activities from our wholly owned subsidiary, Atrium Reinsurance Corporation.

Our servicing operations continue to be negatively impacted by conditions in the housing market and general economic factors, including higher unemployment rates, which have led to elevated levels of delinquencies, significant increases in repurchase requests and high loss severities on defaulted loans. These factors, plus the increased regulatory focus on servicing activities, have increased and will likely continue to increase servicing costs across the industry. See [Risk Management](#) for additional information regarding loan repurchase trends and our related reserves.

The following tables present a summary of our financial results and key related drivers for the Mortgage Servicing segment, and are followed by a discussion of each of the key components of Net revenues and Total expenses:

	2012	December 31, 2011 (\$ In millions)	2010
Total loan servicing portfolio	\$ 183,730	\$ 182,387	\$ 166,075
Number of loans serviced	1,015,286	1,063,884	1,005,950
Capitalized loan servicing portfolio	\$ 140,381	\$ 147,088	\$ 134,753
Capitalized servicing rate	0.73 %	0.82 %	1.07 %
Capitalized servicing multiple	2.4	2.7	3.5
Weighted-average servicing fee (in basis points)	30	31	30

	2012	Year Ended December 31, 2011 (In millions)	2010
Average total loan servicing portfolio	\$ 185,859	\$ 174,332	\$ 156,825
Average capitalized loan servicing portfolio	146,379	142,128	130,462
Payoffs and principal curtailments of capitalized portfolio	38,314	25,168	25,887

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	2012	Year Ended December 31, 2011 (In millions)		2010
Mortgage interest income	\$ 9	\$ 15		\$ 15
Mortgage interest expense	(62)	(76)		(69)
Mortgage net finance expense	(53)	(61)		(54)
Loan servicing income	449	456		415
Change in fair value of mortgage servicing rights	(497)	(733)		(427)
Net derivative loss related to mortgage servicing rights	(5)	(3)		
Valuation adjustments related to mortgage servicing rights, net	(502)	(736)		(427)
Net loan servicing loss	(53)	(280)		(12)
Other (expense) income		(2)		3
Net revenues	(106)	(343)		(63)
Salaries and related expenses	37	33		37
Occupancy and other office expenses	10	10		9
Other depreciation and amortization		1		1
Other operating expenses	309	170		131
Total expenses	356	214		178
Segment loss	\$ (462)	\$ (557)		\$ (241)

*Mortgage Net Finance Expense*

Mortgage net finance expense allocable to the Mortgage Servicing segment consists of interest income from escrow balances, income from investment balances (including investments held in reinsurance trusts) and interest expense allocated on debt used to fund our Mortgage servicing rights (MSRs), which is driven by the average volume of outstanding borrowings and the cost of funds rate of our outstanding borrowings.

**2012 Compared With 2011:** Mortgage net finance expense decreased by \$8 million compared to 2011 and was comprised of a \$14 million decrease in Mortgage interest expense that was offset by a \$6 million decrease in Mortgage interest income. The decrease in Mortgage interest expense was primarily attributable to a decrease in the interest expense allocated to fund our MSRs resulting from a lower average MSR balance. In addition, Mortgage interest expense and Mortgage interest income both decreased by \$5 million compared to 2011 due to the first quarter 2012 deconsolidation of a mortgage securitization trust where we sold the residual interest.

**2011 Compared With 2010:** Mortgage net finance expense increased by \$7 million (13%) compared to 2010 primarily due to an increase in the interest expense allocated to fund our MSRs resulting from a higher average MSR balance. The low interest rate environment has continued to significantly reduce the earnings opportunity related to our escrow balances as the ending one-month LIBOR rate at December 31, 2011 was 30 basis points.

*Loan Servicing Income*

The components of Loan servicing income were as follows:

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	2012	Year Ended December 31,		2010
		2011		
		(In millions)		
Servicing fees from capitalized portfolio	\$ 437	\$ 426	\$ 387	
Subservicing fees	14	14	14	
Late fees and other ancillary servicing revenue	62	61	66	
Curtailement interest paid to investors	(45)	(29)	(33)	
Net reinsurance loss	(19)	(16)	(19)	
Total	\$ 449	\$ 456	\$ 415	

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The primary drivers for Loan servicing income are the average capitalized loan servicing portfolio and average servicing fee. Service fee revenue is driven by recurring servicing fees that are recognized upon receipt of the coupon payment from the borrower and recorded net of guaranty fees. For loans that are subserviced for others, we receive a nominal stated amount per loan which is less than our average servicing fee related to the capitalized portfolio. Curtailment interest paid to investors represents uncollected interest from the borrower that is required to be passed onto investors and is primarily driven by the number of loan payoffs. Net reinsurance loss represents premiums earned on reinsurance contracts, net of ceding commission and provisions for reinsurance reserves.

**2012 Compared With 2011:** The \$11 million increase in servicing fees from the capitalized portfolio was primarily related to a 3% increase in the average capitalized loan servicing portfolio compared to 2011. Subservicing fees remained at \$14 million, the same level as 2011. While the unpaid principal balance of our subserviced loan servicing portfolio increased by 27% since the end of 2011, we earn fees on a per loan basis and the number of loans in our subserviced portfolio decreased by 4% in the same period, which was offset by an increase in the average subservicing fee earned per loan compared to 2011. Going into 2013, we expect to more than double our subservicing portfolio from 2012 with the addition of approximately \$50 billion in subservicing from our new relationship with HSBC.

Curtailment interest paid to investors increased by \$16 million due to a 70% increase in loan payoffs in our total loan servicing portfolio compared to 2011.

The \$3 million increase in net reinsurance loss compared to 2011 included a \$16 million loss related to the termination of an inactive reinsurance contract and a \$9 million decrease in premiums earned primarily due to the termination of a contract and portfolio runoff, that were offset by a \$22 million decrease in the provision for reinsurance reserves resulting from maximum loss rates being reached for certain origination years during 2011. We paid \$44 million and \$65 million in reinsurance claims during 2012 and 2011, respectively as additional foreclosures were completed and insurance claims were processed. We expect that the cash and securities we currently hold in trust to pay future claims is significantly higher than our projected reinsurance losses and obligations.

**2011 Compared With 2010:** The \$39 million increase in servicing fees from the capitalized portfolio was primarily due to a 9% increase in the average capitalized loan servicing portfolio compared to 2010 coupled with a slight increase in the weighted average servicing fee. The \$5 million decrease in late fees and other ancillary servicing revenue was due to a decrease in other ancillary revenue generated by our appraisal services business. Curtailment interest paid to investors decreased by \$4 million compared to 2010 due to a 3% decrease in loan payoffs in our total loan servicing portfolio during 2011 compared to 2010. The \$3 million decrease in net reinsurance loss was primarily attributable to a \$7 million decrease in the provision for reinsurance reserves resulting from lower delinquencies associated with reinsured loans which was partially offset by a \$4 million decrease in premiums earned related to outstanding reinsurance agreements which have continued in runoff status.

*Valuation Adjustments Related to Mortgage Servicing Rights*

Valuation adjustments related to mortgage servicing rights include Change in fair value of mortgage servicing rights and Net derivative loss related to mortgage servicing rights. The components of Valuation adjustments related to mortgage servicing rights are discussed separately below.

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*Change in Fair Value of Mortgage Servicing Rights:* The fair value of our MSRs is estimated based upon projections of expected future cash flows considering prepayment estimates, our historical prepayment rates, portfolio characteristics, interest rates based on interest rate yield curves, implied volatility, servicing costs and other economic factors. Generally, the value of our MSRs is expected to increase when interest rates rise and decrease when interest rates decline due to the effect those changes in interest rates have on prepayment estimates. Other factors noted above as well as the overall market demand for MSRs may also affect the valuation.

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The components of Changes in fair value of mortgage servicing rights were as follows:

Actual prepayments of the underlying mortgage loans	\$	(233)	\$	(164)	\$	(184)
Actual receipts of recurring cash flows		(41)		(48)		(41)
Market-related fair value adjustments		(223)		(521)		(202)
Total	\$	(497)	\$	(733)	\$	(427)

The change in fair value of MSR's due to actual prepayments is driven by two factors: (i) the number of loans that prepaid during the period and (ii) the current value of the mortgage servicing right asset at the time of prepayment. Market-related fair value adjustments represent the change in fair value of MSR's due to changes in market inputs and assumptions used in the valuation model. Refer to Critical Accounting Policies and Estimates for a description of the updates made to the model used in the valuation of our mortgage servicing rights.

**2012 Compared With 2011:** The \$69 million increase in actual prepayments of the underlying mortgage loans compared to 2011 was primarily due to a 65% increase in loan payoffs in the capitalized loan servicing portfolio which was partially offset by an 11 basis points decrease in the average MSR value of prepayments.

Market-related fair value adjustments decreased the value of our MSR's by \$223 million during 2012 which was primarily attributable to a decrease in mortgage interest rates, including a 66 basis points decrease in the primary mortgage rate used to value our MSR. The \$521 million market-related fair value decrease during 2011 was driven by a decrease in mortgage interest rates and includes a \$40 million unfavorable impact resulting from our assessment of projected costs associated with servicing delinquent and foreclosed loans and a \$20 million unfavorable change related to an increase in projected future prepayments linked to expected borrower participation in the Home Affordability Refinance Program.

**2011 Compared With 2010:** The \$20 million decrease in actual prepayments of the underlying mortgage loans compared to 2010 was primarily due to a 7% decrease in loan payoffs in the capitalized loan servicing portfolio and a 4 basis point decrease in the average MSR value of prepayments.

Market-related fair value adjustments decreased the value of our MSR's by \$521 million during 2011 compared to \$202 million during 2010. The \$521 million decrease during 2011 was primarily attributable to a decrease in mortgage interest rates, coupled with a \$40 million unfavorable change resulting from an increase in projected costs associated with servicing delinquent and foreclosed loans as well as a \$20 million unfavorable change resulting from an increase in projected prepayments related to the implementation of the revised Home Affordability Refinance Program. During 2011, the primary mortgage rate used to value our MSR declined by 93 bps, which resulted in an increase in expected prepayments from increased refinance activity. The \$202 million decrease during 2010 was primarily due to a decrease in mortgage interest rates which led to higher expected prepayments. During 2010, the primary mortgage rate used to value our MSR declined by 41 bps.

**Net Derivative Loss Related to Mortgage Servicing Rights:** We may choose to use a combination of derivative instruments to protect against potential adverse changes in the fair value of our MSR's resulting from a decline in interest rates. If the derivative instruments are effective, the



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change in fair value of derivatives is intended to react in the opposite direction of the market-related change in the fair value of MSRs, and generally increase in value as interest rates decline and decrease in value as interest rates rise.

The size and composition of derivatives instruments used depends on a variety of factors, including the potential decline in value of our MSRs based on our evaluation of the current market environment and the interest rate risk inherent in our capitalized servicing portfolio which requires assumptions with regards to future replenishment rates, loan margins, the value of additions to MSRs and loan origination costs. Many factors can impact these estimates, including loan pricing margins, the availability of liquidity to fund additions to our capitalized MSRs and the ability to adjust staffing levels to meet changing consumer demand. As a result, our decisions regarding the levels, if any, of our derivatives related to mortgage servicing rights could result in continued volatility in the results of operations for our Mortgage Servicing segment.

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The value of derivatives related to our MSR's decreased by \$5 million and \$3 million during 2012 and 2011, respectively. There were no open derivatives related to MSR's during 2010.

*Other Income*

Other income allocable to the Mortgage Servicing segment primarily consists of the change in the net fair value of a mortgage securitization trust where we hold a residual interest. These residual interests were sold during the first quarter of 2012.

**2012 Compared With 2011:** Other income during 2012 was not significant however, it included a \$2 million loss on sale of our residual interests in the mortgage securitization trust which was partially offset by \$1 million of realized gains from the sale of available-for-sale securities associated with restricted investments held in our reinsurance trust accounts.

**2011 Compared With 2010:** The \$5 million unfavorable change compared to 2010 was primarily due to an increase in projected credit losses of the underlying securitized mortgage loans.

*Salaries and Related Expenses*

Salaries and related expenses allocable to the Mortgage Servicing segment consist of salaries, payroll taxes, benefits and incentives paid to employees in our servicing operations.

**2012 Compared With 2011:** Salaries and related expenses increased by \$4 million compared to 2011 due to an increase in the average number of permanent employees as we continue to balance resources in order to implement new industry servicing and compliance practices.

**2011 Compared With 2010:** The \$4 million (11%) decrease in salaries and related expenses compared to 2010 was primarily attributable to the combination of general and administrative functions, which is allocated to Other operating expenses in 2011.

*Other Operating Expenses*

The following table presents a summary of Other operating expenses:

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	2012	Year Ended December 31,		2010
		2011	(In millions)	
Repurchase and foreclosure-related charges	\$ 182	\$ 80	\$ 72	
Corporate overhead allocation	18	15	3	
Other expenses	109	75	56	
Total	\$ 309	\$ 170	\$ 131	

Repurchase and foreclosure-related charges are primarily driven by the actual and projected volumes of repurchase and indemnification requests, our success rate in appealing repurchase requests and expected loss severities. Repurchase requests from all investors and insurers have been volatile and the persistency of these recent trends remains extremely uncertain. Expected loss severities are impacted by various economic factors including delinquency rates and home price values while our success rate in appealing repurchase requests can fluctuate based on the validity and composition of repurchase demands and the underlying quality of the loan files.

Corporate overhead allocations relate to segment allocations of shared general and administrative costs and costs associated with operating and managing corporate functions.

Other expenses include operating expenses of the Mortgage Servicing segment, including costs directly associated with servicing loans in foreclosure and real estate owned, professional fees and outsourcing fees.

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**2012 Compared With 2011:** Repurchase and foreclosure-related charges increased by \$102 million compared to 2011 and were driven by a significant increase in the actual and projected number of future repurchase and indemnification requests and a decline in our success rate in appealing repurchase requests that were partially offset by a decrease in our estimated future loss severities. Repurchase requests increased by 52% during 2012 which was primarily driven by the Agencies' focus on clearing the backlog of previously requested loan files related to the origination years 2005 through 2008. See **Risk Management** for a discussion of our Repurchase and foreclosure-related liabilities and related trends.

Corporate overhead allocations increased by \$3 million compared to 2011. See **Results of Operations - Other** for a description and drivers of the expenses included in our centralized corporate platform.

Other expenses increased by \$34 million compared to 2011 which was largely attributable to an increase in unreimbursed servicing and interest costs associated with servicing delinquent and foreclosed loans and real estate owned. We also recognized an increase in consulting fees, outsourcing services and other costs related to managing our servicing platform to comply with new industry servicing and compliance practices that were partially offset by a decrease in the provision for compensatory fees and litigation costs related to foreclosure proceedings.

**2011 Compared With 2010:** The continuing high levels of repurchase requests, primarily from the Agencies, and loss severities contributed to \$80 million in repurchase and foreclosure-related charges during 2011. The pipeline of unresolved repurchase requests was 35% larger at the end of 2011 compared to 2010. The \$72 million in repurchase and foreclosure-related charges during 2010 was primarily due to the timing of repurchases, indemnifications and make-whole payments on defaulted loans. Corporate overhead allocation was unfavorably impacted by \$12 million from the combination of general and administrative functions and further investments in our information technology platform and enterprise risk management process. The \$19 million increase in other expenses was primarily attributable to a \$12 million increase in expenses associated with servicing delinquent and foreclosed loans and real estate owned, including provisions for compensatory fees and litigation costs related to foreclosure processing.

Table of Contents**Fleet Management Services Segment**

We principally generate revenue in our Fleet Management Services segment through the amounts earned on operating leasing agreements and fee income earned on additional services and products provided to our fleet management customers. Growth in our Fleet Management Services segment is driven principally by increased market share in fleets greater than 75 units and increased fee-based services.

The fleet management industry has continued to be influenced by the current condition of the U.S. economy and the levels of corporate spending and capital investment. According to the *Automotive Fleet 2012 Fact Book*, the total number of fleet vehicles in service during 2011 grew by approximately 5% from the levels reported in 2010 which was driven by the replacement of high-mileage vehicles, among other factors, that were delayed in connection with the poor economic environment beginning in 2008. Consistent with this trend, we experienced an increase in the number of vehicles we purchased which has risen to approximately 60,000 during each of 2012 and 2011 from 54,000 during 2010. The fleet management industry has also been positively impacted by a favorable used car remarketing environment and, according to the *Automotive Fleet 2012 Fact Book*, the total fleet vehicles remarketed by the leading fleet management companies during 2011 was approximately 379,000 compared to 344,000 in 2010. While the total number of fleet vehicles in service grew, the industry continues to face challenges associated with corporate cost-reduction initiatives, increasing fleet operating costs, including increasing vehicle acquisition costs, maintenance costs and fuel prices, and implementing new initiatives to improve driver safety.

The following tables present a summary of our financial results and related drivers for the Fleet Management Services segment, and are followed by a discussion of each of the key components of our Net revenues and Total expenses:

	2012	Average for the Year Ended December 31, 2011 (In thousands of units)	2010
Leased vehicles	265	274	290
Maintenance service cards	338	324	287
Fuel cards	304	295	276
Accident management vehicles	307	298	290

	2012	Year Ended December 31, 2011 (In millions)	2010
Fleet management fees	\$ 180	\$ 173	\$ 157
Fleet lease income	1,364	1,400	1,370
Other income	73	73	66
Net revenues	1,617	1,646	1,593
Salaries and related expenses	62	62	75
Occupancy and other office expenses	14	15	17
Depreciation on operating leases	1,212	1,223	1,224
Fleet interest expense	70	82	94
Other depreciation and amortization	10	11	11
Other operating expenses	162	178	109
Total expenses	1,530	1,571	1,530
Segment profit	\$ 87	\$ 75	\$ 63



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*Fleet Management Fees*

The drivers of Fleet management fees are leased vehicles and service unit counts as well as the usage of fee-based services. Fleet management fees consist primarily of the revenues of our principal fee-based products and services for leased vehicles, including:

- § **Management Services.** We provide management services to our clients that include fleet policy analysis and recommendations, benchmarking, vehicle recommendations, ordering and purchasing vehicles, arranging for vehicle delivery and administration of the title and registration process, as well as tax and insurance requirements, pursuing warranty claims and remarketing used vehicles. We receive revenue for management services as a component of the total lease payments, and the management fee revenue is recognized over the lease term.
- § **Maintenance Services.** We offer clients vehicle maintenance service cards that are used to facilitate payment for repairs and maintenance, provide access to our supplier network and service discounts and offer support services including managerial oversight and reporting of their maintenance programs, fleet performance and related costs. We receive a fixed monthly fee for these services from our clients as well as additional fees from service providers in our third-party network for individual maintenance services.
- § **Fuel Card Services.** We provide our clients with fuel card programs that facilitate the payment, monitoring and control of fuel purchases, including access to a variety of fuel brands and consolidated reporting on purchases and transaction monitoring to assist clients with evaluation of their fleet performance and costs. We receive both monthly fees from our fuel card clients and additional fees from fuel partners and providers.
- § **Accident Management Services.** We provide our clients with comprehensive accident management services such as immediate assistance upon receiving the initial accident report from the driver (e.g., facilitating emergency towing services and car rental assistance), an organized vehicle appraisal and repair process through a network of third-party preferred repair and body shops and coordination and negotiation of potential accident claims. We receive fees from our clients for these services as well as additional fees from service providers in our third-party network for individual incident services.
- § **Driver Safety Training Services.** We provide our clients with transportation safety training services, including classroom and behind the wheel training for small groups or individual drivers taught by professional driving instructors. We receive fees from our clients for these services.

**2012 Compared With 2011:** Fleet management fees increased by \$7 million compared to 2011 due to a \$3 million increase in fees associated with fee-based products primarily driven by an increase in maintenance service card units and higher client participation in driver safety training services. The remaining \$4 million increase compared to 2011 was related to asset-based fleet management services, including an increase resulting from asset dispositions.

**2011 Compared With 2010:** Fleet management fees increased by \$16 million (10%) compared to 2010 primarily due to a full-year realization of operating results from the additional driver safety training service fees coupled with higher usage of fee-based and asset-based fleet management services, and an increase in service unit volume.

*Fleet Lease Income*

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Fleet lease income consists of leasing revenue related to operating and direct financing leases as well as the gross sales proceeds associated with our operating lease syndications.

**Open-End Leases.** Open-end leases represent 98% of our lease portfolio at the end of 2012 and are a form of lease in which the client bears substantially all of the vehicle's residual value risk. These leases typically have a minimum term of 12 months and can be continued after that at the lessee's election for successive monthly renewals. Upon return of the vehicle by the lessee, we typically sell the vehicle into the secondary market and the client receives a credit or pays the difference between the sale proceeds and the vehicle's book value.



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Open-end leases may be classified as operating or direct financing depending upon the nature of the residual guarantee.

**Closed-End Leases.** Closed-end leases represent 2% of our lease portfolio at the end of 2012 and are a form of lease in which we retain the residual risk of the value of the vehicle at the end of the lease term. Closed-end leases may be classified as operating or direct financing based on the terms of the individual contracts.

Leasing revenue related to operating leases consists of an interest component for the funding cost inherent in the lease as well as a depreciation component for the cost of the vehicles under lease. Leasing revenue related to direct financing leases consists of an interest component for the funding cost inherent in the lease.

We originate certain leases with the intention of syndicating to banks and other financial institutions, which includes the sale of the underlying assets and assignment of any rights to the leases. Upon the transfer and assignment of operating leases that qualify for sales treatment we record the proceeds from the sale within Fleet lease income and recognize the cost of goods sold within Other operating expenses for the undepreciated cost of the asset sold.

The following table presents a summary of the components of Fleet lease income:

	2012	Year Ended December 31, 2011		2010
		(In millions)		
Leasing revenue	\$ 1,334	\$ 1,344	\$ 1,347	\$ 1,347
Operating lease syndication revenue	30	56	23	23
Total	\$ 1,364	\$ 1,400	\$ 1,370	\$ 1,370

**2012 Compared With 2011:** Leasing revenue decreased by \$10 million compared to 2011 primarily due to a 3% decline in the average number of leased vehicles, which was partially offset by an increase in net investment in leases reflecting the growth in average lease balances from the change in mix to more expensive truck and service-type vehicles. The \$10 million decrease in leasing revenue had a related offset to Depreciation on operating leases of \$11 million as described below.

The amount of gross sales proceeds related to operating lease syndications resulted in a \$26 million decrease in Fleet lease income compared to 2011. The \$26 million decrease in syndication income contributed to the \$23 million decrease in cost of goods sold in Other operating expenses, as described below.

**2011 Compared With 2010:** Fleet lease income increased by \$30 million (2%) compared to 2010 primarily due to a \$33 million increase in operating lease syndication revenue related to the amount of lease syndications coupled with an increase in leasing revenues attributable to a change in the mix of our net investment in leases to a greater amount of vehicles under operating leases from direct financing leases. These increases were partially offset by lower leasing revenue from a decrease in the average number of leased vehicles.

*Other Income*

Other income primarily consists of gross sales proceeds from our owned vehicle dealerships, the gain or loss from the sale of used vehicles and other ancillary revenues.

**2012 Compared With 2011:** Other income remained at \$73 million for 2012, the same level as 2011. While Other income remained constant, there was a \$3 million increase during 2012 related to higher revenues associated with vehicles equipped with onboard technology and a \$1 million increase in the gains on vehicle sales at our dealerships primarily attributable to new remarketing strategies. These increases were offset by a \$4 million decrease in the gains on used car sales due to a lower volume of used vehicle sales.

**2011 Compared With 2010:** Other income increased by \$7 million (11%) compared to 2010 primarily due to gains on the sale of used vehicles and vehicle sales to retail customers at our dealerships.

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*Salaries and Related Expenses*

Salaries and related expenses allocable to the Fleet Management Services segment consist of salaries, payroll taxes, benefits and incentives paid to employees in our fleet services operations.

**2012 Compared With 2011:** Salaries and related expenses remained at \$62 million for 2012, the same level as 2011. While Salaries and related expenses remained constant, there was a \$2 million increase in salaries and related expenses during 2012 associated with an increase in the average number of permanent employees compared to 2011 that was partially offset by a \$2 million decrease in overall incentive compensation.

**2011 Compared With 2010:** Salaries and related expenses decreased by \$13 million (17%) compared to 2010 primarily from the combination of general and administrative functions which is allocated to Other operating expenses in 2011 and lower overall incentive and benefit compensation.

*Depreciation on Operating Leases*

Depreciation on operating leases is the depreciation expense associated with our vehicles under operating leases included in Net investment in fleet leases.

**2012 Compared With 2011:** Depreciation on operating leases decreased by \$11 million compared to 2011 primarily due to a 3% decline in the average number of leased vehicles which was partially offset by an increase in net investment in leases related to a shift in mix of our leases to more expensive truck and service-type vehicles.

**2011 Compared With 2010:** Depreciation on operating leases decreased by \$1 million compared to 2010 primarily due to a 6% decrease in average leased vehicle units partially offset by the impact of higher depreciation associated with an increase in purchases of new vehicles under lease compared to 2010.

*Fleet Interest Expense*

Fleet interest expense is primarily driven by the average volume and cost of funds rate of outstanding borrowings and consists of interest expense associated with borrowings related to leased vehicles, changes in market values of interest rate contracts related to vehicle asset-backed debt and amortization of deferred financing fees.

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**2012 Compared With 2011:** Fleet interest expense decreased by \$12 million (15%) compared to 2011 and was comprised of an \$8 million decrease in leasing interest expense related to a lower cost of funds rate resulting from new debt issuances which was partially offset by a higher average volume of borrowings, a \$2 million decrease in unfavorable fair value adjustments related to interest rate contracts associated with asset-backed debt and a \$2 million decrease in the amortization of deferred financing fees.

**2011 Compared With 2010:** Fleet interest expense decreased by \$12 million (13%) compared to 2010 primarily due to a favorable change in the cost of funds rates resulting from debt renewals and a decrease in the amortization of deferred financing fees. Fleet interest expense was also favorable by \$3 million compared to 2010 related to changes in fair value of interest rate contracts associated with vehicle management asset-backed debt.

Table of Contents*Other Operating Expenses*

The following table presents a summary of the components of Other operating expenses:

	2012	Year Ended December 31, 2011		2010
		(In millions)		
Cost of goods sold	\$ 79	\$ 102		\$ 67
Corporate overhead allocation	46	44		10
Other expenses	37	32		32
Total	\$ 162	\$ 178		\$ 109

Cost of goods sold represents the acquisition cost of vehicles at our dealerships and the carrying value of certain operating leases syndicated to banks and other financial institutions. The gross sales proceeds from our owned dealerships are included in Other income and the proceeds from syndications are recorded within Fleet lease income. Corporate overhead allocations relate to segment allocations of shared general and administrative costs and costs associated with operating and managing corporate functions.

**2012 Compared With 2011:** The \$23 million decrease in cost of goods sold compared to 2011 was driven by a decrease in the amount of operating lease syndications which was partially offset by a slight increase in the costs of goods sold related to an increase in vehicle sales at our dealerships.

Corporate overhead allocations increased by \$2 million compared to 2011. See [Results of Operations - Other](#) for a description and drivers of the expenses included in our centralized corporate platform.

Other expenses increased by \$5 million compared to 2011 primarily due to an increase in expenses associated with client participation in driver safety training services and vehicles equipped with onboard technology.

**2011 Compared With 2010:** The \$35 million increase in cost of goods sold compared to 2010 was primarily attributable to an increase in the amount of lease syndication volume coupled with an increase in vehicle sales at our dealerships. Corporate overhead allocation was unfavorably impacted by \$34 million from the combination of general and administrative functions coupled with further investments in our information technology platform and enterprise risk management process. Other expenses remained constant compared to 2010 primarily due to expenses resulting from the addition of driver safety training services that was partially offset by costs incurred during 2010 associated with executing our transformation plan.

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We leverage a centralized corporate platform to provide shared services for general and administrative functions to our reportable segments. These shared services include support associated with, among other functions, information technology, enterprise risk management, internal audit, human resources, accounting and finance, marketing and communications. The costs associated with these shared general and administrative functions, in addition to the cost of managing the overall corporate function, are incurred and recorded within Other and allocated back to our reportable segments through a corporate overhead allocation. Other also includes intersegment eliminations and certain income and expenses that are not allocated back to our reportable segments.

As a result of our internal reorganization, as of January 1, 2011 certain general and administrative functions that had previously been part of our Mortgage Production, Mortgage Servicing and Fleet Management Services segments were consolidated into Other, including information technology, human resources, finance and marketing. In connection with this reorganization, we also incurred increased costs associated with further investments in our information technology infrastructure and enterprise risk management process throughout 2011 along with the further development of our corporate infrastructure related to marketing, communications and human resources. The majority of general and administrative expenses are allocated back to the segments through a corporate overhead allocation.

The following table presents the revenues and expenses recorded in Other:

	2012	Year Ended December 31, 2011		2010
		(In millions)		
Net revenues	\$ (2)	\$ (3)	\$ (3)	(3)
Salaries and related expenses	77	71	16	16
Occupancy and other office expenses	4	4	4	4
Fleet interest expense	(2)	(3)	(3)	(3)
Other depreciation and amortization	8	4	4	4
Other operating expenses	69	54	14	14
Corporate overhead allocation	(145)	(130)	(27)	(27)
Total expenses	11	11	11	11
Net loss before income taxes	\$ (13)	\$ (3)	\$ (3)	(3)

*Net revenues*

Net revenues represent income that is not allocated to the reportable segments and intersegment eliminations.

*Salaries and Related Expenses*

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Salaries and related expenses represent costs associated with operating corporate functions and our centralized management platform and consist of salaries, payroll taxes, benefits and incentives paid to shared service support employees. These expenses are primarily driven by the average number of permanent employees.

**2012 Compared With 2011:** Salaries and related expenses increased by \$6 million compared to 2011 and was driven by an increase in the average number of permanent employees, an increase in management incentives related to 2012 compensation plans and additional severance costs associated with the separation of certain executives during 2012. These increases were partially offset by \$2 million in lower actual payments related to 2011 incentive compensation plans.

**2011 Compared With 2010:** Salaries and related expenses increased by \$55 million compared to 2010 primarily due to the combination of general and administrative functions into Other during 2011 where a majority of the related expenses were reported in our Mortgage Production, Mortgage Servicing and Fleet Management Services segments during 2010.

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The components of Other operating expenses were as follows:

	2012	Year Ended December 31, 2011 (In millions)		2010
Professional fees	\$ 32	\$ 32	\$ 9	9
Other expenses	37	22	5	5
Total	\$ 69	\$ 54	\$ 14	14

**2012 Compared With 2011:** Professional fees remained at \$32 million for 2012, the same level as 2011. While professional fees remained constant, there was an increase in information technology-related expenses associated with new private label client implementations in our Mortgage Production segment that were partially offset by fees incurred during 2011 related to the development of our information technology infrastructure.

Other expenses increased by \$15 million compared to 2011, which was primarily driven by \$13 million of costs associated with the early retirement of the Medium-term notes due in 2013 and \$3 million in higher computer software and hardware expenses resulting from investments in our information technology infrastructure.

**2011 Compared With 2010:** Professional fees and other expenses increased by \$23 million and \$17 million, respectively compared to 2010. Both increases were due to the combination of general and administrative functions into Other during 2011 where a majority of the related expenses were reported in our Mortgage Production, Mortgage Servicing and Fleet Management Services segments during 2010. In connection with the reorganization, we also incurred increased costs associated further investments in our information technology infrastructure and enterprise risk management process throughout 2011.

*Corporate Overhead Allocation*

Certain costs previously reported by our Mortgage Production, Mortgage Servicing and Fleet Management Services segments as Salaries and related expenses and Other operating expenses during 2010 are now included in the corporate overhead allocation and reported as a component of Other operating expenses. The table below provides a summary of our corporate overhead allocation by segment:

	2012	Year Ended December 31, 2011 (In millions)		2010
Mortgage Production segment	\$ 81	\$ 71	\$ 14	14
Mortgage Servicing segment	18	15	3	3
Fleet Management Services segment	46	44	10	10



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Other		(145)		(130)		(27)
Total	\$		\$		\$	

The amount of expense allocated to each segment is based upon the actual and estimated usage by function or expense category or based on the relative size of the operating segment as measured by revenues or headcount.

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## **RISK MANAGEMENT**

In the normal course of business we are exposed to various risks including, but not limited to, interest rate risk, consumer credit risk, commercial credit risk, counterparty credit risk, liquidity risk and foreign exchange risk. Our risk management framework and governance structure are intended to provide oversight and ongoing management of the risks inherent in our business activities and create a culture of risk awareness. Our Risk Management organization, working with each of our businesses, oversees governance processes and monitoring of these risks including the establishment of risk strategy and documentation of risk policies and controls.

The Finance and Risk Management Committee of the Board of Directors provides oversight with respect to our risk management function and the policies, procedures and practices used in identifying and managing our material risks. Our Chief Executive Officer and Chief Risk Officer are responsible for the design, implementation and maintenance of our enterprise risk management program. The Risk Management organization operates independently of the business units but works in partnership to provide oversight of enterprise risk management and controls. This includes establishing enterprise-level risk management policies, appropriate governance activities, and creating risk transparency through risk reporting.

Risks unique to our Mortgage business are governed through various committees including, but not limited to: (i) interest rate risk, including development of hedge strategy and policies, monitoring hedge positions and counterparty risk; (ii) quality control, including audits related to the processing, underwriting and closing of loans, findings of any fraud-related reviews and reviews of post-closing functions, such as FHA insurance and monitoring of overall portfolio delinquency trends and recourse activity; and (iii) credit risk, including establishing credit policy, product development and changes to underwriting guidelines.

Risks unique to our Fleet business are governed through a committee that is responsible for approving risk management policies and procedures that include, but are not limited to the following: (i) credit and counterparty risks; (ii) credit losses and reserves; (iii) collections and accounts receivable; (iv) residual risk on closed-end units; (v) legal, compliance, and commercial litigation issues; and (vi) and operational, supply chain and price risks.

### **Interest Rate Risk**

Our principal market exposure is to interest rate risk, specifically long-term Treasury and mortgage interest rates due to their impact on mortgage-related assets and commitments. Additionally, our escrow earnings on our mortgage servicing rights and our net investment in variable-rate lease assets are sensitive to changes in short-term interest rates such as LIBOR. We also are exposed to changes in short-term interest rates on certain variable rate borrowings including our mortgage warehouse asset-backed debt, vehicle management asset-backed debt and our unsecured revolving credit facility. We anticipate that such interest rates will remain our primary benchmark for market risk for the foreseeable future.

Our Mortgage business is subject to variability in results of operations in both the Mortgage Production and Mortgage Servicing segments due to fluctuations in interest rates. In a declining interest rate environment, we would expect our Mortgage Production segment's results of operations to be positively impacted by higher loan origination volumes and loan margins. On the contrary, we would expect the results of operations of our Mortgage Servicing segment to decline due to higher actual and projected loan prepayments related to our capitalized loan servicing portfolio. In

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a rising interest rate environment, we would expect a negative impact on the results of operations of our Mortgage Production segment and our Mortgage Servicing segment's results of operations to be positively impacted. The interaction between the results of operations of our Mortgage segments is a core component of our overall interest rate risk strategy.

Our Fleet Management Services business is subject to variability in results of operations due to fluctuations in interest rates due to changes in variable-rate leases that may be funded by fixed-rate or variable rate debt.

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See Part I Item 1A. Risk Factors Risks Related to our Company *Certain hedging strategies that we may use to manage risks associated with our assets, including mortgage loans held for sale, interest rate lock commitments, mortgage servicing rights and foreign currency denominated assets, may not be effective in mitigating those risks and could result in substantial losses that could exceed the losses that would have been incurred had we not used such hedging strategies.* and *Changes in interest rates could materially and adversely affect our volume of mortgage loan originations or reduce the value of our mortgage servicing rights, either of which could have a material adverse effect on our business, financial position, results of operations or cash flows.* in this Form 10-K for more information.

***Mortgage Loans and Interest Rate Lock Commitments***

Interest rate lock commitments represent an agreement to extend credit to a mortgage loan applicant, or an agreement to purchase a loan from a third-party originator, whereby the interest rate on the loan is set prior to funding. Our Mortgage loans held for sale, which are held in inventory awaiting sale into the secondary market, and our Interest rate lock commitments are subject to changes in mortgage interest rates from the date of the commitment through the sale of the loan into the secondary market. As such, we are exposed to interest rate risk and related price risk during the period from the date of the lock commitment through (i) the lock commitment cancellation or expiration date; or (ii) the date of sale into the secondary mortgage market. Loan commitments generally range between 30 and 90 days; and our holding period of the mortgage loan from funding to sale is typically within 30 days.

A combination of options and forward delivery commitments on mortgage-backed securities or whole loans are used to hedge our commitments to fund mortgages and our loans held for sale. These forward delivery commitments fix the forward sales price that will be realized in the secondary market and thereby reduce the interest rate and price risk to us. Our expectation of how many of our interest rate lock commitments will ultimately close is a key factor in determining the notional amount of derivatives used in hedging the position.

***Mortgage Servicing Rights***

Our mortgage servicing rights (MSRs) are subject to substantial interest rate risk as the mortgage notes underlying the MSRs permit the borrowers to prepay the loans. Therefore, the value of MSRs generally tends to diminish in periods of declining interest rates (as prepayments increase) and increase in periods of rising interest rates (as prepayments decrease). Although the level of interest rates is a key driver of prepayment activity, there are other factors that influence prepayments, including home prices, underwriting standards and product characteristics. Since our Mortgage Production segment's results of operations are positively impacted when interest rates decline, our Mortgage Production segment's results of operations may fully or partially offset the change in fair value of MSRs either negating or minimizing the need to hedge the change in fair value of our MSRs with derivatives.

We consider the estimated benefit of new originations on our Mortgage Production segment's results of operations to determine the net economic value change from a decline in interest rates, and we continuously evaluate our ability to replenish lost MSR value and cash flow due to increased prepayments. A replenishment rate greater than 100% is one indicator of the benefit of mortgage loan originations offsetting lost MSR value. During the year ended December 31, 2012, we replenished approximately 97% of the unpaid principal balance of loans in our servicing portfolio that paid off during the year. Loan payoffs in our capitalized servicing portfolio were \$32.5 billion, as compared to additions of \$31.6 billion. The 97% replenishment rate for 2012 reflects a significant decline from the 189% replenishment rate in 2011, primarily driven by our reductions in wholesale/correspondent volume and increase in fee-based closings in 2012 as compared to 2011. We expect to return to a replenishment of more than 100% in 2013, driven by increased origination volume from new private label relationships, among other factors.

This risk management approach requires management to make assumptions with regards to future replenishment rates, loan margins, the value of additions to MSR and loan origination costs. Many factors can impact these estimates, including loan pricing margins, the availability of liquidity to fund additions to our capitalized MSR and the ability to adjust staffing levels to meet changing consumer demand. As a result, our decisions regarding the levels, if any, of our derivatives related to mortgage servicing rights could result in continued volatility in the results of operations for our Mortgage Servicing segment.

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Refer to Item 7A. Quantitative and Qualitative Disclosures About Market Risk for an analysis of the impact of 25 bps, 50 bps and 100 bps changes in interest rates on the valuation of assets and liabilities sensitive to interest rates.

***Indebtedness***

The debt used to finance much of our operations is exposed to interest rate fluctuations. We may use certain hedging strategies and derivative instruments to create a desired mix of fixed- and variable-rate assets and liabilities. Derivative instruments used in these hedging strategies may include swaps and interest rate caps. To more closely match the characteristics of the related assets, including the net investment in variable-rate lease assets, either variable-rate debt or fixed-rate debt is issued, which may be swapped to variable LIBOR-based rates. From time to time, derivatives that convert variable cash flows to fixed cash flows are used to manage the risk associated with variable-rate debt and net investment in variable-rate lease assets. Such derivatives may include freestanding derivatives and derivatives designated as cash flow hedges.

**Consumer Credit Risk**

Our exposures to consumer credit risk include:

§ Loan repurchase and indemnification obligations from breaches of representation and warranty provisions of our loan sales or servicing agreements, which result in indemnification payments or exposure to loan defaults and foreclosures;

§ Mortgage reinsurance losses; and

§ A decline in the fair value of mortgage servicing rights as a result of increases in involuntary prepayments from increasing portfolio delinquencies.

We are not subject to the majority of the credit-related risks inherent in maintaining a mortgage loan portfolio because loans are not held for investment purposes. We sell nearly all of the mortgage loans that we originate in the secondary mortgage market within 30 days of origination. Conforming loan sales are primarily in the form of mortgage-backed securities guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae.

For our loan servicing portfolio, we utilize several risk mitigation strategies in an effort to minimize losses from delinquencies, foreclosures and real estate owned including: collections, loan modifications, and foreclosure and property disposition. Since the majority of the risk resides with the investor and not with us, these techniques may vary based on individual investor and insurer requirements.

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To minimize losses from loan repurchases and indemnifications, we focus on originating high quality mortgage loans and closely monitoring investor and agency eligibility requirements for loan sales. To monitor our loan production for such issues, our quality review teams perform audits related to the processing, underwriting and closing of mortgage loans prior to, or shortly after, the sale of loans to identify any potential repurchase exposures due to breach of representations and warranties. In addition, when an investor requests that we repurchase a loan that we originated, we perform a comprehensive review of the loan file to determine if a breach of representation and warranties occurred prior to authorizing the repurchase of the loan.

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The following tables summarize certain information regarding the total loan servicing portfolio, which includes loans associated with capitalized Mortgage servicing rights as well as loans subserviced for others:

	December 31,	
	2012	2011
<b>Portfolio Delinquency:(1)</b>		
30 days	1.93 %	1.83 %
60 days	0.52 %	0.51 %
90 days or more	0.70 %	0.95 %
Total	3.15 %	3.29 %

(1) Represents the total loan servicing portfolio delinquencies as a percentage of the total unpaid principal balance of the portfolio.

(2) As of December 31, 2012 and 2011, there were loans in foreclosure with unpaid principal balances of \$3.0 billion and \$2.8 billion, respectively.

	December 31,	
	2012	2011
<b>Major Geographical Concentrations:</b>		
California	15.0 %	15.5 %
New York	7.2 %	6.3 %
Florida	6.7 %	6.4 %
New Jersey	6.1 %	5.9 %
Other	65.0 %	65.9 %

The following table summarizes the percentage of loans that are greater than 90 days delinquent, in foreclosure and real estate owned based on the unpaid principal balance for significant geographical concentrations:

	December 31,
	2012
Florida	15.1 %
New Jersey	12.4 %
New York	8.5 %
California	8.1 %

***Loan Repurchases and Indemnifications***

Representations and warranties are provided to investors and insurers on a significant portion of loans sold and are also assumed on purchased mortgage servicing rights. The representation and warranties made by us are set forth in our loan sale agreements and relate to, among other things, the ownership of the loan, the validity of the lien securing the loan, the underwriting standards required by the investor, the loan s



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compliance with applicable local, state and federal laws and, for loans with a loan-to-value ratios greater than 80%, the existence of primary mortgage insurance. Investors routinely request loan files to review for potential breaches of representation and warranties.

In the event of a breach of these representations and warranties, the investor will issue a repurchase demand and we may be required to repurchase the mortgage loan or indemnify the investor against loss. We subject the population of repurchase and indemnification requests to a review and appeals process to establish the validity of the claim and determine our corresponding obligation.

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We have established a loan repurchase and indemnification liability for our estimate of exposure to losses related to our obligation to repurchase or indemnify investors for loans sold. This liability represents management's estimate of probable losses based on the best information available and requires the application of a significant level of judgment and the use of a number of assumptions. The liability for loan repurchases and indemnifications does not reflect losses from litigation or governmental and regulatory examinations, investigations or inquiries. See Critical Accounting Policies and Estimates for information regarding the estimation of our loan repurchase and indemnification liability.

If there is no breach of a representation and warranty provision, there is no obligation to repurchase the loan or indemnify the investor against loss. In limited circumstances, the full risk of loss on loans sold is retained to the extent the liquidation of the underlying collateral is insufficient. In some instances where we have purchased loans from third parties, we may have the ability to recover the loss from the third party originator.

We have continued to experience elevated levels of repurchase activity from the Agencies which has been concentrated in loans originated from 2005 through 2008 as they focused more resources on clearing the backlog of previously requested loan files. This increase in repurchase activity can be measured by the total number of repurchase requests we received, which accelerated during 2012 to 4,555 from 2,999 during 2011, an increase of 52%. The focus of loan file reviews by the Agencies is unpredictable and may change after their review of origination years 2005 through 2008 is complete. We continue to monitor these trends and the criteria being used by the Agencies to select loan files to review, and may need to further increase our loan repurchase and indemnification liability if the elevated levels of repurchase requests continue. In September 2012, the Federal Housing Finance Agency ( FHFA ) reiterated its commitment to identify underwriting and documentation deficiencies in loans originated prior to 2009 that have resulted in significant taxpayer losses from the support of Fannie Mae and Freddie Mac. As a result, we expect repurchase requests to remain elevated during 2013 as the Agencies continue with a strict enforcement of representation and warranty provisions to resolve contractual claims of deficiencies in those loan vintages to provide for an effective means of loss mitigation. The Agencies have also increased their reviews of more current loan production, which could further increase future repurchase activity and our related liability.

On September 11, 2012, FHFA announced that Fannie Mae and Freddie Mac are establishing a new representation and warranty framework for conventional loans sold or delivered on or after January 1, 2013. The objective of the new framework is to provide increased transparency and certainty to lenders with respect to repurchase exposure on future loan sales. The new framework provides relief of certain repurchase obligations provided loans meet specific payment requirements consisting of 36 months of consecutive on-time payments, except for loans originated under the Home Affordable Refinance Program, which requires only 12 months of acceptable payment history. The new representation and warranty framework is also expected to change the quality control review processes of Fannie Mae and Freddie Mac, including changing the timing of reviews and establishing consistent guidelines around the review and appeal process. These rules will likely impact the processing of representation and warranty claims on a prospective basis, and may impact our future expectations of repurchase liabilities for loans originated after January 1, 2013.

Actual losses incurred in connection with loan repurchases and indemnifications could vary significantly from and exceed the recorded liability. We may also be required to increase our loan repurchase and indemnification liability in the future. Accordingly, there can be no assurance that actual losses or estimates of reasonably possible losses associated with loan repurchases and indemnifications will not be in excess of the recorded liability or that we will not be required to increase the recorded liability in the future.

Given the increased levels of repurchase requests and realized losses in recent periods, there is a reasonable possibility that future losses may be in excess of the recorded liability. As of December 31, 2012, the estimated amount of reasonably possible losses in excess of the recorded liability was \$40 million. This estimate assumes that repurchases and indemnifications remain at an elevated level through the year ended December 31, 2013, our success rate in defending against requests declines and loss severities remain at current levels. Our estimate of reasonably possible losses does not represent probable losses and is based upon significant judgments and assumptions which can be influenced

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by many factors, including: (i) home prices and the levels of home equity; (ii) the criteria used by investors in selecting loans to request; (iii) borrower delinquency patterns; and (iv) general economic conditions.

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Repurchase and foreclosure-related reserves consist of the following:

	2012	December 31, 2011
		(In millions)
Loan repurchase and indemnification liability	\$ 140	\$ 95
Allowance for probable foreclosure losses	28	19
Adjustment to value for real estate owned	23	13
Total	\$ 191	\$ 127

The table below presents the trend over the most recent quarters of our repurchase and foreclosure reserve activity and number of repurchase claim requests received:

	December 31, 2012	September 30, 2012	Three Months Ended June 30, 2012	March 31, 2012	December 31, 2011
			(In millions)		
Balance, beginning of period	\$ 176	\$ 175	\$ 165	\$ 127	\$ 120
Realized foreclosure losses	(27)	(43)	(33)	(33)	(20)
Increase in reserves due to:					
Change in assumptions	37	41	39	65	21
New loan sales	5	3	4	6	6
Balance, end of period	\$ 191	\$ 176	\$ 175	\$ 165	\$ 127
Repurchase requests received (number of loans)	980	997	1,171	1,407	698

*Loan Repurchase and Indemnification Liability*

We subject the population of repurchase and indemnification requests received to a review and appeal process to establish the validity of the claim and corresponding obligation. The following table presents the unpaid principal balance of our unresolved requests by status:

	December 31, 2012			December 31, 2011		
	Investor Requests	Insurer Requests	Total (4)	Investor Requests	Insurer Requests	Total (4)
			(In millions)			
<b>Agency Invested:</b>						
Claim pending (1)	\$ 25	\$ 1	\$ 26	\$ 33	\$ 1	\$ 34
Appealed (2)	49	7	56	24	10	34
Open to review (3)	44	23	67	101	14	115
Agency requests	118	31	149	158	25	183
<b>Private Invested:</b>						
Claim pending (1)	8		8	3		3

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Appealed (2)	16	2	18	17	3	20
Open to review (3)	33	5	38	12	4	16
Private requests	57	7	64	32	7	39
Total	\$ 175	\$ 38	\$ 213	\$ 190	\$ 32	\$ 222

(1) Claim pending status represents loans that have completed the review process where we have agreed with the representation and warranty breach and are pending final execution.

(2) Appealed status represents loans that have completed the review process where we have disagreed with the representation and warranty breach and are pending response from the claimant. Based on claims received and appealed during the year ended December 31, 2012 that have been resolved, we were successful in refuting approximately 85% of claims appealed.

(3) Open to review status represents loans where we have not completed our review process. We appealed approximately 65% of claims received and reviewed during the year ended December 31, 2012.

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(4) Investors may make repurchase demands based on unresolved mortgage insurance rescission notices. In these cases, the total unresolved requests balance includes certain loans that are currently subject to both an outstanding repurchase demand and an unresolved mortgage insurance rescission notice.

Approximately 69% and 70% of the unpaid principal balance of our unresolved repurchase requests related to loans originated between 2005 and 2008 as of December 31, 2012 and 2011, respectively.

*Mortgage Loans in Foreclosure and Real Estate Owned*

Mortgage loans in foreclosure represent the unpaid principal balance of mortgage loans for which foreclosure proceedings have been initiated, plus recoverable advances made by us on those loans. These amounts are recorded net of an allowance for probable losses on such mortgage loans and related advances. As of December 31, 2012, mortgage loans in foreclosure were \$120 million, net of an allowance for probable losses of \$28 million, and were included in Other assets in the accompanying Consolidated Balance Sheets.

Real estate owned, which are acquired from mortgagors in default, are recorded at the lower of the adjusted carrying amount at the time the property is acquired or fair value. Fair value is determined based upon the estimated net realizable value of the underlying collateral less the estimated costs to sell. As of December 31, 2012, real estate owned were \$53 million, net of a \$23 million adjustment to record these amounts at their estimated net realizable value, and were included in Other assets in the accompanying Consolidated Balance Sheets.

*Mortgage Reinsurance*

We have exposure to consumer credit risk through losses from one contract with a primary mortgage insurance company that is inactive and in runoff.

We record a liability for mortgage reinsurance losses when losses are incurred. The projections used in the development of our liability for mortgage reinsurance assume we will incur losses related to reinsured mortgage loans originated from 2003 through 2009. While the maximum potential exposure to reinsurance losses as of December 31, 2012 was \$151 million, our total expected losses to be incurred over the remaining term of the reinsurance agreements was \$50 million. We record incurred and incurred but not reported losses as of the balance sheet date, rather than the maximum potential future exposure to reinsurance losses. Expected future losses and expected future premiums are considered in determining whether or not an additional premium deficiency reserve is required. Expected future premium revenue to be earned over the remaining term of the reinsurance contracts is estimated to be \$21 million. Based upon our estimates of expected future losses and expected future premiums, no premium deficiency reserve is required.

A summary of the activity in the liability for reinsurance losses is as follows:

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	Year Ended December 31,	
	2012	2011
	(In millions)	
Balance, beginning of period	\$ 84	\$ 113
Realized reinsurance losses(1)	(65)	(65)
Increase in liability for reinsurance losses	14	36
Balance, end of period	\$ 33	\$ 84

(1) Realized reinsurance losses for the year ended December 31, 2012 includes \$21 million related to the release of reserves associated with the termination of an inactive insurance agreement as further discussed in Note 15, Credit Risk in the accompanying Notes to Consolidated Financial Statements.

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The following table summarizes certain information regarding mortgage loans that are subject to reinsurance by year of origination as of December 31, 2012:

<i>Year of Origination:</i>	Unpaid Principal Balance (UPB)		Maximum Potential Exposure to Reinsurance Loss	
	(\$ In millions)			
2003	\$	177	\$	50
2004		511		68
2005		486		12
2006		273		
2007		705		
2008		490		14
2009		255		7
Total	\$	2,897	\$	151

The following table summarizes the geographical concentration and defaults for loans subject to reinsurance in states representing more than 5% of the total outstanding reinsurance as of September 30, 2012:

	Percent of Outstanding Reinsurance		Defaults(1)	
Minnesota	8.8	%	8.5	%
Pennsylvania	8.3	%	15.3	%
New Jersey	6.7	%	20.5	%
Texas	6.3	%	7.4	%
Florida	5.9	%	22.0	%
Illinois	5.4	%	17.9	%

(1) Represents delinquent mortgage loans for which payments are 60 days or more outstanding, foreclosure, real estate owned and bankruptcies as a percentage of the total unpaid principal balance.

**Commercial Credit Risk**

We are exposed to commercial credit risk for our clients under the lease and service agreements of our Fleet Management Services segment. We manage such risk through an evaluation of the financial position and creditworthiness of the client, which is performed on at least an annual basis. The lease agreements generally allow us to refuse any additional orders; however, the obligation remains for all leased vehicle units under contract at that time. The fleet management service agreements can generally be terminated upon 30 days written notice.



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Vehicle leases are primarily classified as operating leases; however, as of December 31, 2012, direct financing leases comprised 3% of our Net investment in fleet leases and related receivables that were greater than 90 days delinquent were \$5 million.

Historical credit losses for receivables related to vehicle leasing and fleet management services have not been significant and as a percentage of the ending balance of Net investment in fleet leases have not exceeded 0.08% in any of the last three fiscal years.

### **Counterparty & Concentration Risk**

We are exposed to risk in the event of non-performance by counterparties to various agreements, derivative contracts, and sales transactions. In general, we manage such risk by evaluating the financial position and creditworthiness of counterparties, monitoring the amount for which we are at risk, requiring collateral, typically cash, in instances in which financing is provided and/or dispersing the risk among multiple counterparties.

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As of December 31, 2012, there were no significant concentrations of credit risk with any individual counterparty or group of counterparties with respect to our derivative transactions. Concentrations of credit risk associated with receivables are considered minimal due to our diverse client base. With the exception of the financing provided to customers of our mortgage business, we do not normally require collateral or other security to support credit sales.

The Mortgage Production segment has exposure to risk related to the volume of transactions with individual counterparties. During the year ended December 31, 2012, approximately 25% of our mortgage loan originations were derived from our relationships with Realogy and its affiliates, and 27% were derived from Merrill Lynch Home Loans, a division of Bank of America, National Association. The insolvency or inability for Realogy or Merrill Lynch to perform their obligations under their respective agreements with us could have a negative impact on our Mortgage Production segment.

The Mortgage Servicing segment has exposure to risk associated with the amount of our servicing portfolio for which we must maintain compliance with the requirements of the GSE servicing guides. As of December 31, 2012, 68% of our servicing portfolio relates to loans governed by these servicing guides.

For the year ended December 31, 2012, the Fleet Management Services segment had no significant client concentrations as no client represented more than 5% of the Net revenues of the business.

**Liquidity Risk**

Liquidity is an essential component of our ability to operate the business and, therefore, it is crucial that we maintain adequate levels of surplus liquidity through economic cycles. We are exposed to liquidity risk through our ongoing needs to originate and finance mortgage loans, sell mortgage loans into secondary markets, purchase and fund leased vehicles under management, retain mortgage servicing rights, meet our contractual obligations and otherwise fund our working capital needs. We rely on internal cash flow generation and external financing sources to fund a significant portion of our operations. Consistent with our expressed plan to focus on liquidity, our funding strategy is intended to ensure that we will have sufficient liquidity and diverse sources of funding to enable us to meet operating needs and actual and contingent liabilities. We also consider business conditions, expected cash flow generation, upcoming maturities, potential refinancing strategies, and capital market conditions that dictate the availability of liquidity.

The Board of Directors approves the liquidity and financing plan, which is designed to ensure that we will have sufficient liquidity to meet our operating needs and plan for certain contingencies. The Finance & Risk Management Committee reviews the liquidity and financing plan to assess whether management has appropriately planned and provided for liquidity risks. We manage liquidity risk on a consolidated basis which involves periodic stress testing of liquidity sources and uses. Senior management regularly reviews our current liquidity position and projected liquidity needs including any potential and/or pending events that could impact liquidity positively or negatively. Additionally, management has established internal processes to monitor the availability under our existing debt arrangements. We address liquidity risk by maintaining committed borrowing capacity and cash on hand in excess of our expected needs and attempting to manage the timing of our market access by extending the tenor of our funding arrangements.

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See Part I Item 1A. Risk Factors Risks Related to our Company *Our senior unsecured long-term debt ratings are below investment grade and, as a result, we may be limited in our ability to obtain or renew financing on economically viable terms or at all.* for more information.

### **Foreign Exchange Risk**

We also have exposure to foreign exchange risk through: (i) our investment in our Canadian operations; (ii) any U.S. dollar borrowing arrangements we may enter into to fund Canadian dollar denominated leases and operations; and (iii) any foreign exchange forward contracts that we may enter into. Currency swap agreements may be used to manage such risk.

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## LIQUIDITY AND CAPITAL RESOURCES

We manage our liquidity and capital structure to fund growth in assets, to fund business operations, and to meet contractual obligations, including maturities of our indebtedness. In developing our liquidity plan, we consider how our needs may be impacted by various factors including maximum liquidity needs during the period, fluctuations in assets and liability levels due to changes in business operations, levels of interest rates and working capital needs. We also assess market conditions and capacity for debt issuance in the various markets we access to fund our business needs. Our primary operating funding needs arise from the origination and financing of mortgage loans, the purchase and funding of vehicles under management and the retention of mortgage servicing rights. Our liquidity needs can also be significantly influenced by changes in interest rates due to collateral posting requirements from derivative agreements, as well as the levels of repurchase and indemnification requests.

Sources of liquidity include: equity capital (including retained earnings); the unsecured debt markets; committed and uncommitted credit facilities; secured borrowings, including the asset-backed debt markets; cash flows from operations (including service fee and lease revenues); and proceeds from the sale or securitization of mortgage loans and lease assets.

We are continuing to monitor developments in regulations that may impact our businesses including the Dodd-Frank Act and ongoing GSE reforms that could have a material impact on our liquidity. For more information, see Part I Item 1A. Risk Factors Risk Related to our Company *Our Mortgage businesses are complex and heavily regulated, and the full impact of regulatory developments to our businesses remains uncertain. In addition, we are subject to litigation, regulatory investigations and inquiries and may incur fines, penalties, and increased costs that could negatively impact our future results of operations or damage our reputation.* and Part I Item 1A. Risk Factors Risk Related to our Company *We are highly dependent upon programs administered by Fannie Mae, Freddie Mac and Ginnie Mae. Failure to maintain our relationships with each of Fannie Mae, Freddie Mac and Ginnie Mae would materially and adversely affect our business, financial position, results of operations or cash flows.*

We have historically been reliant on accessing the capital markets for unsecured debt in order to refinance or extend the maturities of our unsecured debt at the parent company level, and we may do so in the future. There has been a prolonged period of uncertainty and volatility in the economy, which may impair or limit our access to unsecured funding. Additionally, our senior unsecured long-term debt credit ratings are below investment grade, and as a result, our access to the public debt markets may be severely limited in comparison to the ability of investment grade issuers to access such markets.

Our goals for 2012 included a focus on increasing liquidity and cash flow generation, addressing our near-term debt maturities and negotiating an extension of our unsecured revolving credit facility. Key funding highlights during the year ended December 31, 2012 include:

§ completed an offering of 6.0% Convertible notes due 2017 with \$243 million of net cash proceeds;

§ completed an offering of 7.375% Senior notes due 2019 with \$270 million of net cash proceeds;

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- § amended our Credit Facility agreement, extending a portion of commitments to August 2015;
  
- § established a secured Canadian revolving credit facility with \$127 million of commitments; and
  
- § repaid \$671 million of unsecured term debt, including the Convertible notes due 2012 and the Medium-term notes due in 2013.

We used \$158 million of Cash and cash equivalents to accomplish the funding actions outlined above. To fund those actions and to improve our liquidity and capital position, we have been operating under a liquidity and capital plan in 2012. We took the following actions as part of our liquidity and capital plan:

- § focused our efforts to ensure that our operations are cash flow positive, including reducing the mix of our wholesale/correspondent originations to 18% in 2012 from 31% in 2011 and aligned our business operations with established cash flow targets;

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- § disposed of assets that are not necessary to support our business strategies, including generating \$91 million of cash from the termination of a reinsurance agreement, and sales of non-conforming mortgage loans and mortgage-backed residual investments;
- § generated \$173 million of cash from the securitization of fleet leases, including the release of overcollateralization from prior securitizations;
- § released \$16 million from our reinsurance subsidiary, which represented the release of restricted cash in excess of trust requirements; and
- § generated mortgage servicing rights with minimal use of cash.

These specific actions, when combined with our cash flows from other operating, financing and investing activities, as discussed below, increased our Cash and cash equivalents by \$415 million from December 31, 2011. For 2013, we expect to execute on the strategies we identified in 2012, including prioritizing liquidity and cash flow generation.

Given our expectation for business volumes, we believe that our sources of liquidity are adequate to fund our operations for at least the next 12 months. We expect aggregate capital expenditures to be between \$50 million and \$55 million for 2013, in comparison to \$31 million for 2012.

**Cash Flows**

At December 31, 2012, we had \$829 million of Cash and cash equivalents, an increase of \$415 million from \$414 million at December 31, 2011. The following table summarizes the changes in Cash and cash equivalents:

	Year Ended December 31,		Change
	2012	2011 (In millions)	
<b>Cash provided by (used in):</b>			
Operating activities	\$ 2,057	\$ 2,786	\$ (729)
Investing activities	(1,215)	(1,331)	116
Financing activities	(427)	(1,234)	807
Effect of changes in exchange rates on Cash and cash equivalents		(2)	2
Net increase in Cash and cash equivalents	\$ 415	\$ 219	\$ 196

***Operating Activities***

Our cash flows from operating activities reflect the net cash generated or used in our business operations and can be significantly impacted by the timing of mortgage loan originations and sales. In addition to depreciation and amortization, the operating results of our reportable segments are impacted by the following significant non-cash activities:

§ **Mortgage Production** Capitalization of mortgage servicing rights

§ **Mortgage Servicing** Change in fair value of mortgage servicing rights

§ **Fleet Management Services** Depreciation on operating leases

During the year ended December 31, 2012, cash provided by operating activities was \$2.1 billion. This is primarily reflective of \$1.5 billion of net cash provided by the volume of mortgage loan sales in our Mortgage Production segment and \$61 million received from counterparties related to cash collateral associated with loan related derivatives agreements. Cash provided by operating activities was further driven by positive cash flows from our Mortgage Servicing and Fleet Management Services segments.

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The net cash provided by the operating activities of our Mortgage Production segment also resulted from a \$484 million decrease in the Mortgage loans held for sale balance in our Consolidated Balance Sheets between December 31, 2012 and 2011, which is the result of timing differences between origination and sale as of the end of each period. The decrease in Mortgage loans held for sale also resulted in a decrease in Mortgage Asset-Backed Debt as further described in Financing Activities below.

During the year ended December 31, 2011, cash provided by operating activities was \$2.8 billion. This is primarily reflective of \$2.3 billion of net cash provided by the volume of mortgage loan sales in our Mortgage Production segment. Cash provided by operating activities was further driven by positive cash flows from our Mortgage Servicing and Fleet Management Services segments that were partially offset by a \$251 million net change in cash collateral posted on derivative agreements.

***Investing Activities***

Our cash flows from investing activities include cash outflows for purchases of vehicle inventory, net of cash inflows for sales of vehicles within the Fleet Management Services segment as well as changes in the funding requirements of Restricted cash, cash equivalents and investments for all of our business segments. Cash flows related to the acquisition and sale of vehicles fluctuate significantly from period to period due to the timing of the underlying transactions.

During the year ended December 31, 2012, cash used in our investing activities was \$1.2 billion, which primarily consisted of \$1.4 billion in net cash outflow from the purchase and sale of vehicles which was partially offset by a \$150 million net decrease in Restricted cash, cash equivalents and investments primarily due to a \$104 million reduction in restricted cash associated with our mortgage reinsurance activities from paid losses and the termination of one of our reinsurance agreements and a release of \$33 million of restricted cash related to the Chesapeake 2009-1 and 2009-4 Notes which were repaid during 2012.

During the year ended December 31, 2011, cash used in our investing activities was \$1.3 billion, which primarily consisted of \$1.3 billion in net cash outflows from the purchase and sale of vehicles and a \$42 million net increase in Restricted cash, cash equivalents and investments, partially offset by \$20 million of net cash inflows from the sale of an interest in our appraisal services business.

***Financing Activities***

Our cash flows from financing activities include proceeds from and payments on borrowings under our vehicle management asset-backed debt, mortgage asset-backed debt and unsecured debt facilities. The fluctuations in the amount of borrowings within each period are due to working capital needs and the funding requirements for assets supported by our secured and unsecured debt, including Net investment in fleet leases, Mortgage loans held for sale and Mortgage servicing rights.

During the year ended December 31, 2012, cash used in our financing activities was \$427 million and related to \$176 million of net payments on secured borrowings resulting from the decreased funding requirements for Mortgage loans held for sale described in operating activities and \$153 million of net payments on unsecured borrowings resulting from the repayments of the Convertible notes due 2012 and the Medium-term



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Notes due 2013 which were offset by the issuances of the Convertible notes due 2017 and the Senior Notes due 2019. As of December 31, 2012, our financing activities reflect our efforts to maximize secured borrowings against the available asset base, increasing the ending cash balance. Within each quarter, excess available cash is utilized to fund assets rather than using the Mortgage and Vehicle asset-backed borrowing arrangements, given the relative borrowing costs and returns on invested cash.

During the year ended December 31, 2011, cash used in our financing activities was \$1.2 billion and related to \$1.3 billion of net payments on secured borrowings resulting from the decreased funding requirements for Mortgage loans held for sale, offset by \$99 million of net proceeds on unsecured borrowings primarily from the issuance of \$100 million additional Senior Notes under an existing indenture.

Table of Contents**Secondary Mortgage Market**

We rely on the secondary mortgage market for a substantial amount of liquidity to support our mortgage operations. Nearly all mortgage loans that we originate are sold in the secondary mortgage market within 30 days of origination, primarily in the form of mortgage-backed securities ( MBS ), asset-backed securities ( ABS ) and whole-loan transactions. A large component of the MBS we sell is guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae (collectively, Agency MBS ).

Historically, we have also originated non-agency (or non-conforming) loans that were sold in the secondary mortgage market through the issuance of non-conforming MBS and ABS or whole-loan transactions. We have also publicly issued both non-conforming MBS and ABS that are registered with the Securities and Exchange Commission, in addition to private non-conforming MBS and ABS. Generally, these types of securities have their own credit ratings and require some form of credit enhancement, such as over-collateralization, senior-subordinated structures, primary mortgage insurance, and/or private surety guarantees. During 2012, our sales of non-agency loans have been focused on whole-loan sales to specified investors under best-efforts commitments, and we expect this to continue into 2013.

The following table sets forth the composition of our total mortgage loan originations, including fee-based closings, by product type:

	Year Ended December 31,					
	2012		2011		2010	
Conforming(1)	63	%	74	%	80	%
Non-conforming:						
Jumbo(2)	34	%	23	%	17	%
Second lien	2	%	2	%	3	%
Other	1	%	1	%		%
Total Non-conforming	37	%	26	%	20	%

(1) Represents mortgage loans that conform to the standards of the GSEs (collectively Fannie Mae, Freddie Mac and Ginnie Mae).

(2) Represents mortgage loans that have loan amounts exceeding the GSE guidelines.

The Agency MBS, whole-loan, and non-conforming markets for mortgage loans have historically provided substantial liquidity for our mortgage loan production operations. We focus our business process on consistently producing mortgage loans that meet investor requirements to continue to access these markets. During the year ended December 31, 2012, 96% of our loans closed to be sold were conforming loans.

**Debt**

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We utilize both secured and unsecured debt as key components of our financing strategy. Our primary financing needs arise from our assets under management programs which are summarized in the table below:

	2012	December 31, (In millions)	2011
Restricted cash, cash equivalents and investments	\$	425	\$ 574
Mortgage loans held for sale		2,174	2,658
Net investment in fleet leases		3,636	3,515
Mortgage servicing rights		1,022	1,209
Total	\$	7,257	\$ 7,956

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Asset-backed debt is used primarily to support our investments in vehicle management and mortgage assets, and is secured by collateral which include certain Mortgage loans held for sale and Net investment in fleet leases, among other assets. The outstanding balance under the asset-backed debt facilities varies daily based on our current funding needs for eligible collateral. In addition, amounts undrawn and available under our revolving credit facility can also be utilized to supplement asset-backed facilities.

The following table summarizes our Debt as of December 31, 2012:

	Balance	Total Assets Held as Collateral(1)
	(In millions)	
Vehicle Management Asset-Backed Debt	\$ 3,457	\$ 3,876
Mortgage Asset-Backed Debt	1,941	2,064
Unsecured Debt	1,156	
Total	\$ 6,554	\$ 5,940

(1) Assets held as collateral are not available to pay our general obligations.

See Note 12, Debt and Borrowing Arrangements in the accompanying Notes to Consolidated Financial Statements for additional information regarding the components of our debt.

***Vehicle Management Asset-Backed Debt***

Vehicle management asset-backed debt primarily represents variable-rate debt issued by our wholly owned subsidiary, Chesapeake Funding LLC, to support the acquisition of vehicles used by our Fleet Management Services segment's U.S. leasing operations and variable-rate debt issued by Fleet Leasing Receivables Trust ( FLRT ), a special purpose trust, used to finance leases originated by our Canadian fleet operation.

Vehicle-management asset-backed debt structures may provide creditors an interest in: (i) a pool of master leases or a pool of specific leases; (ii) the related vehicles under lease; and/or (iii) the related receivables billed to clients for the monthly collection of lease payments and ancillary service revenues (such as fuel and maintenance services). This interest is generally granted to a specific series of note holders either on a pro-rata basis relative to their share of the total outstanding debt issued through the facility or through a direct interest in a specific pool of leases. Repayment of the obligations of the facilities is non-recourse to us and is sourced from the monthly cash flow generated by lease payments and ancillary service payments made under the terms of the related master lease contracts.

Our funding strategy for the Fleet Management Services segment may include the issuance of asset-backed Term notes, which provide a fixed funding amount at the time of issuance, or asset-backed Variable-funding notes under which the committed capacity may be drawn upon as needed during a commitment period, which is primarily 364 days in duration, but may extend to a 2-year duration for some facilities. The available committed capacity under Variable-funding notes may be used to fund growth in Net investment in fleet leases during the term of the

commitment.

As with the Variable-funding notes, certain Term notes contain provisions that allow the outstanding debt to revolve for specified periods of time. During these revolving periods, the monthly collection of lease payments allocable to each outstanding series creates availability to fund the acquisition of vehicles and/or equipment to be leased to customers. Upon expiration, the revolving period of the related series of notes ends and the repayment of principal commences, amortizing monthly with the allocation of lease payments until the notes are paid in full.

Our ability to maintain liquidity through Vehicle management asset-backed debt is dependent on:

§ market demand for ABS, specifically demand for ABS collateralized by fleet leases;

§ the quality and eligibility of assets underlying the arrangements;

§ our ability to negotiate terms acceptable to us;

§ maintaining our role as servicer of the underlying lease assets;

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§ our ability to maintain a sufficient level of eligible assets, collateral or credit enhancements; and

§ our ability to comply with certain financial covenants (see Debt Covenants below for additional information).

Vehicle management asset-backed funding arrangements consisted of the following facilities as of December 31, 2012:

	Balance	Total Capacity (In millions)	Available Capacity(1)	End of Revolving Period(2)	Estimated Maturity Date(3)
Chesapeake 2009-2	\$ 349	n/a	n/a	n/a	02/17/14
Chesapeake 2009-3	34	n/a	n/a	n/a	09/08/14
FLRT 2010-1	41	n/a	n/a	n/a	08/15/13
Term notes, in amortization	424				
Chesapeake 2011-2	350	\$ 350	\$	09/19/13	02/07/17
Chesapeake 2012-1	643	643		04/18/13	06/07/16
Chesapeake 2012-2	600	600		12/09/13	04/07/17
Term notes, in revolving period	1,593	1,593			
Chesapeake 2010-1	463	875	412	06/26/13	11/07/16
FLRT 2010-2	621	822	201	08/30/13	06/15/22
Chesapeake 2011-1	331	625	294	06/26/14	10/09/17
Variable-funding notes	1,415	2,322	907		
Other	25	25			
Total	\$ 3,457	\$ 3,940	\$ 907		

- (1) Capacity is dependent upon maintaining compliance with the terms, conditions, and covenants of the respective agreements and may be further limited by asset eligibility requirements.
- (2) During the revolving period, the monthly collection of lease payments allocable to each outstanding series creates availability to fund the acquisition of vehicles and/or equipment to be leased to customers. Upon expiration, the revolving period of the related series of notes ends and the repayment of principal commences, amortizing monthly with the allocation of lease payments until the notes are paid in full.
- (3) Represents the estimated final repayment date of the amortizing notes.

**Secured Canadian Credit Facility**

On September 25, 2012, PHH Vehicle Management Services, Inc. entered into a secured revolving credit facility providing up to \$127 million (C\$125 million) of committed revolving capacity. Available borrowing capacity under the facility is based on a borrowing base calculation which considers eligible unencumbered vehicle leases, certain purchased vehicles not yet subject to lease, and account receivables for ancillary services. The facility is scheduled to expire on August 2, 2015. As of and during the year ended December 31, 2012, there were no amounts outstanding under the Secured Canadian credit facility.



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***Mortgage Asset-Backed Debt***

Mortgage asset-backed debt primarily represents variable-rate mortgage repurchase facilities to support the origination of mortgage loans. Mortgage repurchase facilities, also called warehouse lines of credit, are one component of our funding strategy, and they provide creditors a collateralized interest in specific mortgage loans that meet the eligibility requirements under the terms of the facility during the warehouse period. The source of repayment of the facilities is typically from the sale or securitization of the underlying loans into the secondary mortgage market. We utilize both committed and uncommitted warehouse facilities and we evaluate our needs under these facilities based on forecasted volume of mortgage loan closings and sales.

Our funding strategies for mortgage originations may also include the use of committed and uncommitted mortgage gestation facilities. Gestation facilities effectively finance mortgage loans that are eligible for sale to an agency prior to the issuance of the related MBS.

Our ability to maintain liquidity through Mortgage warehouse asset-backed debt is dependent on:

- § market demand for MBS and liquidity in the secondary mortgage market;
- § the quality and eligibility of assets underlying the arrangements;
- § our ability to negotiate terms acceptable to us;
- § our ability to access the asset-backed debt market;
- § our ability to maintain a sufficient level of eligible assets or credit enhancements;
- § our ability to access the secondary market for mortgage loans;
- § maintaining our role as servicer of the underlying mortgage assets; and



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§ our ability to comply with certain financial covenants (see Debt Covenants for additional information).

See further discussion at Part I Item 1A. Risk Factors Risks Related to our Company *We are substantially dependent upon our unsecured and secured funding arrangements, a significant portion of which are short-term agreements. If any of our funding arrangements are terminated, not renewed or otherwise become unavailable to us, we may be unable to find replacement financing on economically viable terms, if at all, which would adversely affect our ability to fund our operations.*

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Mortgage asset-backed funding arrangements consisted of the following as of December 31, 2012:

	Balance	Total Capacity (In millions)	Available Capacity(1)	Maturity Date
<b>Debt:</b>				
<i>Committed facilities of PHH Mortgage:</i>				
Fannie Mae	\$ 656	\$ 1,000	\$ 344	12/13/13
Royal Bank of Scotland plc	123	500	377	06/21/13
Bank of America	144	418	274	10/31/13
Credit Suisse First Boston Mortgage Capital LLC	269	350(2)	81	05/22/13
Wells Fargo Bank	38	200	162	12/06/13
Barclays Bank PLC	16	100(3)	84	12/10/13
<i>Committed facilities of PHH Home Loans:</i>				
Credit Suisse First Boston Mortgage Capital LLC	279	325(2)	46	05/22/13
Wells Fargo Bank	194	250	56	12/06/13
Barclays Bank PLC	156	250(3)	94	12/10/13
Committed repurchase facilities	1,875	3,393	1,518	
<i>Uncommitted facilities of PHH Mortgage:</i>				
Fannie Mae		2,000	2,000	n/a
Uncommitted repurchase facilities		2,000	2,000	
Servicing advance facility	66	120	54	06/30/13
Total	\$ 1,941	\$ 5,513	\$ 3,572	
<b>Off-Balance Sheet Gestation Facilities:</b>				
JP Morgan Chase	\$ 163	\$ 500	\$ 337	10/31/13

(1) Capacity is dependent upon maintaining compliance with the terms, conditions, and covenants of the respective agreements and may be further limited by asset eligibility requirements.

(2) We may allocate a limited amount of capacity from the committed facilities with Credit Suisse First Boston Mortgage Capital LLC between PHH Mortgage and PHH Home Loans; however, the aggregate combined borrowing capacity cannot exceed \$675 million. The borrowing capacities in the table above reflect the maximum available to PHH Home Loans.

(3) We may allocate up to \$250 million of capacity from the committed facilities with Barclays Bank PLC to PHH Home Loans with no notice required; however, the aggregate combined borrowing capacity between PHH Mortgage and PHH Home Loans cannot exceed \$350 million. The borrowing capacities in the table above reflect the maximum available to PHH Home Loans.

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Unsecured credit facilities are utilized to fund our short-term working capital needs to fund our MSRs, to supplement asset-backed facilities and to provide for a portion of the operating needs of our mortgage and fleet management businesses. As of and during the year ended December 31, 2012, there were no amounts outstanding under the Revolving Credit Facilities.

Unsecured borrowing arrangements consisted of the following as of December 31, 2012:

	Balance	Balance at Maturity (In millions)	Total Capacity	Available Capacity	Maturity Date
4% notes due in 2014	\$ 228	\$ 250	n/a	n/a	09/01/14
6% notes due in 2017	196	250	n/a	n/a	06/15/17
Convertible notes	424	500			
9.25% notes due in 2016	449	450	n/a	n/a	03/01/16
7.375% notes due in 2019	275	275	n/a	n/a	09/01/19
Other	8	8	n/a	n/a	04/15/18
Term notes	732	733			
Revolving Credit Facility Tranche A			\$ 250	\$ 250 <sup>(1)</sup>	08/02/15
Revolving Credit Facility Tranche B			50	50 <sup>(1)</sup>	07/01/14
Other			5	5	09/30/13
Credit Facilities			\$ 305	\$ 305	
Total	\$ 1,156	\$ 1,233			

(1) Capacity amount shown reflects the contractual maximum capacity of the facility. The available capacity of this facility is subject to the satisfaction of compliance with a borrowing base coverage ratio test.

As of February 19, 2013, our credit ratings, and ratings outlook on our senior unsecured debt were as follows:

	Senior Debt	Short-Term Debt	Ratings Outlook/Watch
Moody's Investors Service	Ba2	NP	Negative
Standard & Poors	BB-	B	Negative
Fitch	BB	B	Negative

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During the second quarter of 2012, Fitch Ratings downgraded our long-term Issuer Default Ratings and senior unsecured debt rating to BB from BB+, removed us from Ratings Watch Negative and maintained our Rating Outlook as Negative. In the first quarter of 2012, Moody's placed us on negative outlook and in the fourth quarter of 2011, S&P downgraded our debt rating from BB+ to BB- and placed us on negative outlook. The downgrades reflected the rating agencies' assessments of a variety of factors, including but not limited to: an increase in potential mortgage loan repurchases, our hedge practices related to our mortgage servicing rights and uncertainties regarding our liquidity profile.

Our senior unsecured long-term debt credit ratings are below investment grade, and as a result, our access to the public debt markets may be severely limited in comparison to the ability of investment grade issuers to access such markets. Further downgrades of our long-term ratings by one notch or two notches could result in an increase to our funding costs from any future capital markets unsecured debt issuances as well as borrowing costs under our existing U.S and Canadian revolving credit facilities. Our unsecured and secured debt does not contain requirements that would call for an acceleration of payments, maturities or changes in the structure of the existing debt, provide any limitations on future borrowings or require additional collateral, based on unfavorable changes in our credit ratings.

A security rating is not a recommendation to buy, sell or hold securities, may not reflect all of the risks associated with an investment in our debt securities and is subject to revision or withdrawal by the assigning rating organization. Each rating should be evaluated independently of any other rating.

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See further discussion at Part I Item 1A. Risk Factors Risks Related to our Company *Our senior unsecured long-term debt ratings are below investment grade and, as a result, we may be limited in our ability to obtain or renew financing on economically viable terms or at all.*

**Debt Covenants**

Certain of our debt arrangements require the maintenance of certain financial ratios and contain other affirmative and negative covenants, termination events, and other restrictions, including, but not limited to, covenants relating to material adverse changes, liquidity maintenance, restrictions on our indebtedness and the indebtedness of our material subsidiaries, mergers, liens, liquidations, sale and leaseback transactions, and restrictions on certain types of payments, including dividends and stock repurchases. Certain other debt arrangements, including the Fannie Mae committed facility, contain provisions that permit us or our counterparty to terminate the arrangement upon the occurrence of certain events, including those described below.

Among other covenants, the Revolving Credit Facility and certain mortgage repurchase facilities require us to maintain: (i) on the last day of each fiscal quarter, net worth of at least \$1.0 billion; (ii) at any time prior to October 1, 2013, a ratio of indebtedness to tangible net worth no greater than 6.0 to 1 and, thereafter, no greater than 5.75 to 1; (iii) a minimum of \$1.0 billion in committed mortgage warehouse financing capacity excluding uncommitted mortgage warehouse facilities provided by the GSEs and certain mortgage gestation facilities; (iv) a minimum of \$750 million in committed third party fleet vehicle lease financing capacity; and (v) certain minimum liquidity requirements as of May 2, 2014.

As of December 31, 2012, we were in compliance with all financial covenants related to our debt arrangements.

During the year ended December 31, 2012, the termination events for the Fannie Mae committed facility were amended to require that we maintain (i) on the last day of each fiscal quarter, consolidated net worth of at least \$1.0 billion; (ii) on the last day of each fiscal quarter, a ratio of indebtedness to tangible net worth no greater than 6.5 to 1; (iii) a minimum of \$1.0 billion in committed mortgage warehouse or gestation facilities, with no more than \$500 million of gestation facilities included towards the minimum, but excluding committed or uncommitted loan purchase arrangements or other funding arrangements from Fannie Mae and any mortgage warehouse capacity provided by government sponsored enterprises; and (iv) compliance with certain loan repurchase trigger event criteria related to the aging of outstanding loan repurchase demands by Fannie Mae.

Under certain of our financing, servicing, hedging and related agreements and instruments, the lenders or trustees have the right to notify us if they believe we have breached a covenant under the operative documents and may declare an event of default. If one or more notices of default were to be given, we believe we would have various periods in which to cure certain of such events of default. If we do not cure the events of default or obtain necessary waivers within the required time periods, the maturity of some of our debt could be accelerated and our ability to incur additional indebtedness could be restricted. In addition, an event of default or acceleration under certain of our agreements and instruments would trigger cross-default provisions under certain of our other agreements and instruments.

See Note 17, Stock-Related Matters in the accompanying Notes to Consolidated Financial Statements for information regarding restrictions on the Company's ability to pay dividends pursuant to certain debt arrangements.



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The following table summarizes our future contractual obligations as of December 31, 2012.

	2013	2014	2015	2016 (In millions)	2017	Thereafter	Total
Asset-backed debt(1)(2)	\$ 2,782	\$ 1,105	\$ 832	\$ 487	\$ 179	\$ 14	\$ 5,399
Unsecured debt(1)(3)		250		450	250	283	1,233
Operating leases	21	22	22	19	16	80	180
Capital leases(1)	6	6	1				13
Purchase commitments	156	9	2	1			168
Loan repurchase agreements	34						34
	\$ 2,999	\$ 1,392	\$ 857	\$ 957	\$ 445	\$ 377	\$ 7,027

- (1) The table above excludes future cash payments related to interest expense. Interest payments during 2012 totaled \$213 million. Interest is calculated on most of our debt obligations based on variable rates referenced to LIBOR or other short-term interest rate indices. A portion of our interest cost related to vehicle management asset-backed debt is charged to lessees pursuant to lease agreements.
- (2) Represents the contractual maturities for asset-backed debt arrangements as of December 31, 2012, except for our vehicle management asset-backed notes, where estimated payments are based on the expected cash inflows from the securitized vehicle leases and related assets.
- (3) Excludes \$195 million related to the if-converted value of the 2017 Convertible notes, as that amount may be settled in either cash or shares upon conversion, at the Company's election. See Note 12, "Debt and Borrowing Arrangements" in the accompanying Notes to Consolidated Financial Statements for further discussion.

For further information about our Asset-backed debt and Unsecured debt, see "Liquidity and Capital Resources - Debt" and Note 12, "Debt and Borrowing Arrangements" in the accompanying Notes to Consolidated Financial Statements.

Operating lease obligations include: (i) leases for our Mortgage Production and Servicing segments in Mt. Laurel, New Jersey, Jacksonville, Florida and other smaller regional locations throughout the U.S.; and (ii) leases for our Fleet Management Services segment for its headquarters office in Sparks, Maryland, office space and marketing centers in several locations in Canada and other smaller regional locations throughout the U.S.

Purchase commitments include various commitments to purchase goods or services from specific suppliers made by us in the ordinary course of our business, including \$133 million in 2013 for the purchases of vehicles to be leased, and those related to capital expenditures. Purchase commitments exclude our liability for income tax contingencies, which totaled \$4 million as of December 31, 2012, since we cannot predict with reasonable certainty or reliability of the timing of cash settlements to the respective taxing authorities for these estimated contingencies. For more information regarding our liability for income tax contingencies, see Note 1, "Summary of Significant Accounting Policies" in the accompanying Notes to Consolidated Financial Statements.

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For further information about our Operating lease and Purchase commitments, see Note 16, Commitments and Contingencies in the accompanying Notes to Consolidated Financial Statements.

Loan repurchase obligations represent the unpaid principal amount of loans that have completed the repurchase request review process and the claims are pending final execution or payment. See Note 15, Credit Risk in the accompanying Notes to Consolidated Financial Statements and Risk Management for further information regarding our loan repurchase exposures and related reserves.

As of December 31, 2012, we had commitments with agreed-upon rates or rate protection that we expect to result in closed mortgage loans of \$5.0 billion.



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Commitments to sell loans generally have fixed expiration dates or other termination clauses and may require the payment of a fee. We may settle the forward delivery commitments on MBS or whole loans on a net basis including the posting of collateral; therefore, the commitments outstanding do not necessarily represent future cash obligations. Our \$12.3 billion (gross notional) of forward delivery commitments on MBS or whole loans as of December 31, 2012 generally will be settled within 90 days of the individual commitment date.

For further information about our commitments to fund or sell mortgage loans, see Note 6, *Derivatives* in the accompanying Notes to Consolidated Financial Statements.

## **OFF-BALANCE SHEET ARRANGEMENTS AND GUARANTEES**

In the ordinary course of business, we enter into numerous agreements that contain guarantees and indemnities whereby we indemnify another party for breaches of representations and warranties. In addition, we utilize a committed off-balance sheet mortgage gestation facility as a component of our financing strategy.

See *Liquidity and Capital Resources* *Debt* *Mortgage Asset-Backed Debt* above, and Note 16, *Commitments and Contingencies* in the accompanying Notes to the Consolidated Financial Statements for additional information.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our significant accounting policies are described in Note 1, *Summary of Significant Accounting Policies* in the accompanying Notes to Consolidated Financial Statements and are integral in understanding our financial position and results of operations because we are required to make estimates and assumptions that may affect the value of our assets and liabilities and financial results. Presented below are those accounting policies that we believe require highly difficult, subjective and complex judgments and estimates relating to matters that are inherently uncertain. Additionally, events that are outside of our control cannot be predicted and, as such, they cannot be contemplated in evaluating such estimates and assumptions. If there is a significant unfavorable change to current conditions, it could have a material adverse effect on our business, financial position, results of operations and cash flows. We believe that the estimates and assumptions we used when preparing our financial statements were the most appropriate at that time.

### **Fair Value Measurements**

We record certain assets and liabilities at fair value and we have an established and documented process for determining fair value measurements. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. We determine fair value based on quoted market prices, where available. If quoted prices are not available, fair value is estimated based upon other observable inputs, and may include valuation techniques such as present value cash flow models,

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option-pricing models or other conventional valuation methods. In addition, when estimating the fair value of liabilities, we may use the quoted price of an identical liability when traded as an asset and quoted prices for similar liabilities or similar liabilities when traded as assets, if available.

We use unobservable inputs when observable inputs are not available. These inputs are based upon our judgments and assumptions, which represent our assessment of the assumptions market participants would use in pricing the asset or liability, which may include: (i) information about current pricing for similar products; (ii) modeled assumptions based on internally-sourced data and characteristics of the specific instrument; and (iii) counterparty risk, credit quality and liquidity. The incorporation of counterparty credit risk did not have a significant impact on the valuation of our assets and liabilities recorded at fair value on a recurring basis as of December 31, 2012.

As of December 31, 2012, 36% of our Total assets were measured at fair value on a recurring basis.

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Approximately 64% of our assets and liabilities measured at fair value on a recurring basis were valued using primarily observable inputs and were categorized within Level Two of the valuation hierarchy as defined by ASC 820, *Fair Value Measurements and Disclosures*. Level Two instruments are comprised of the majority of our Mortgage loans held for sale and derivative assets and liabilities used to manage risk on our mortgage servicing rights, mortgage loans and related lock commitments.

Approximately 36% of our assets and liabilities measured at fair value on a recurring basis were valued using significant unobservable inputs and were categorized within Level Three of the valuation hierarchy as defined by ASC 820. Our Level Three measurements include:

- Mortgage servicing rights, which represent 80% of our assets and liabilities categorized within Level Three. See *Mortgage Servicing Rights* below.
- Certain non-conforming mortgage loans held for sale, including Scratch and Dent (loans with origination flaws or performance issues) and second lien loans. See *Mortgage Loans Held for Sale* below.
- Interest rate lock commitments (IRLCs). The fair value of IRLCs is based upon the estimated fair value of the underlying mortgage loan, adjusted for: (i) estimated costs to complete and originate the loan and (ii) an adjustment to reflect the estimated percentage of commitments that will result in a closed mortgage loan, which can vary based on the age of the underlying commitment and changes in mortgage interest rates. Our IRLCs are classified within Level Three of the valuation hierarchy due to the unobservable inputs used in the valuation and the lack of any observable market for trading such instruments.
- Convertible-note related derivatives. The estimated fair value of the conversion option and purchased options associated with the Convertible notes due 2014 uses an option pricing model and is primarily impacted by changes in the market price and volatility of our Common stock.

The use of different assumptions may have a material effect on the estimated fair value amounts recorded in our financial statements, and the actual amounts realized in the sale or settlement of these instruments may vary materially from the recorded amounts. See Note 20, *Fair Value Measurements* in the accompanying Notes to Consolidated Financial Statements for sensitivity analysis for our significant assumptions and further discussions of our measurements at fair value.

**Mortgage Servicing Rights**

The fair value of our mortgage servicing rights (MSRs) is estimated based upon projections of expected future cash flows, including service fee income and costs to service the loans. We use a third-party model as a basis to forecast prepayment rates at each monthly point for each interest rate path calculated using a probability weighted option adjusted spread (OAS) model. Prepayment rates used in the development of expected future cash flows are based on historical observations of prepayment behavior in similar periods, comparing current mortgage rates to the mortgage interest rate in our servicing portfolio, and incorporates loan characteristics (e.g., loan type and note rate) and factors such as recent prepayment experience, the relative sensitivity of our capitalized servicing portfolio to refinance if interest rates decline and estimated levels of home equity.

In 2012, we integrated an updated prepayment model used in the valuation of our mortgage servicing rights, which we believe is more closely aligned with the actual prepayment speeds of our capitalized servicing portfolio. Additionally, the new model utilizes a combination of standard default curves and current delinquency levels to project future delinquencies and foreclosures, whereas the previous model assumed current delinquency and foreclosure rates would remain constant over the life of the asset. Based upon the results of our analysis of the modeled value

and validation of our value and current assumptions against third-party sources, there was no change to the overall value of MSRs as a result of the prepayment model update.

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The evaluation of our MSR is governed by a committee which consists of key members of management, to approve our MSR valuation policies and ensure that the fair value of our MSR is appropriate considering all available internal and external data. We validate assumptions used in estimating the fair value of our MSR against a number of third-party sources, which may include peer surveys, MSR broker surveys, third-party valuations and other market-based sources. The key assumptions used in the valuations of MSR include prepayment rates, discount rate and delinquency rates.

If we experience a 10% adverse change in prepayment rates, OAS and delinquency rates, the fair value of our MSR would be reduced by \$67 million, \$39 million and \$17 million, respectively. These sensitivities are hypothetical and for illustrative purposes only. Changes in fair value based on a 10% variation in assumptions generally cannot be extrapolated because the relationship of the change in fair value may not be linear. Also, the effect of a variation in a particular assumption is calculated without changing any other assumption; in reality, changes in one assumption may result in changes in another, which may magnify or counteract the sensitivities. Further, this analysis does not assume any impact resulting from our intervention to mitigate these variations.

**Mortgage Loans Held for Sale**

Mortgage loans held for sale ( MLHS ) represent mortgage loans originated or purchased by us and held until sold to secondary market investors. We elected to measure MLHS at fair value, which is intended to better reflect the underlying economics of our business, as well as eliminate the operational complexities of our risk management activities related to MLHS and applying hedge accounting.

The majority of our Mortgage loans held for sale are classified as Level Two and fair value is estimated by utilizing either: (i) the value of securities backed by similar mortgage loans, adjusted for certain factors to approximate the value of a whole mortgage loan, including the value attributable to mortgage servicing and credit risk; (ii) current commitments to purchase loans; or (iii) recent observable market trades for similar loans, adjusted for credit risk and other individual loan characteristics. Inputs used in the valuation of these Level Two loans include, among other assumptions, current forward pricing for agency asset-backed securities, as well as current published agency guaranty fees and pricing adjustments. These prices and inputs are market-based, however the value realized at settlement may vary from our assumptions due to a variety of factors.

As of December 31, 2012, we classified Scratch and Dent (loans with origination flaws or performance issues) and second-lien loans within Level Three of the valuation hierarchy due to the relative illiquidity observed in the market. The valuation of the majority of our MLHS classified within Level Three is based upon either a collateral based valuation model or a discounted cash flow model.

**Income Taxes**

We are subject to the income tax laws of the various jurisdictions in which we operate, including U.S. federal, state, and local and Canadian jurisdictions. These tax laws are complex and are subject to different interpretations by the taxpayer and the relevant government taxing authorities. When determining our domestic and foreign income tax expense, we must make judgments about the application of these inherently complex tax laws.

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We record income taxes in accordance with ASC 740, *Income Taxes*, which requires that deferred tax assets and liabilities be recognized. Deferred taxes are recorded for the expected future consequences of events that have been recognized in the financial statements or tax returns, based upon enacted tax laws and rates. Deferred tax assets are recognized subject to management's judgment that realization is more likely than not, and are reduced by valuation allowances if it is more likely than not that some portion of the deferred tax asset will not be realized.

As of December 31, 2012 and 2011, we had net deferred tax liabilities, which consisted of deferred tax assets primarily resulting from federal and state loss carryforwards and credits netted against deferred tax liabilities primarily resulting from the temporary differences created from originated Mortgage servicing rights and depreciation and amortization (primarily related to accelerated Depreciation on operating leases for tax purposes). The loss carryforwards are expected to reverse in future periods, offsetting taxable income resulting from the reversal of these temporary differences.

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Based on projections of taxable income and prudent tax planning strategies available at our discretion, we determined that it is more-likely-than-not that certain deferred tax assets would be realized; however, we had valuation allowances of \$30 million and \$44 million as of December 31, 2012 and 2011, respectively, which primarily represent state net operating loss carryforwards that we believe that it is more likely than not that the loss carryforwards will not be realized. As of December 31, 2012 and 2011, we had no valuation allowances for deferred tax assets generated from federal net operating losses. Should a change in circumstances lead to a change in our judgments about the realization of deferred tax assets in future years, we would adjust the valuation allowances in the period that the change in circumstances occurs, along with a charge or credit to income tax expense. Significant changes to our estimates and assumptions may result in an increase or decrease to our tax expense in a subsequent period.

Our interpretations of the complex tax laws in the jurisdictions in which we operate are subject to review and examination by the various governmental taxing authorities and disputes may arise over the respective tax positions. We record liabilities for income tax contingencies using a two-step process. We must first presume the tax position will be examined by the relevant taxing authority and determine whether it is more likely than not that the position will be sustained upon examination, based on its technical merits. Once an income tax position meets the more likely than not recognition threshold, it is then measured to determine the amount of the benefit to recognize in the financial statements.

Liabilities for income tax contingencies are reviewed periodically and are adjusted as events occur that affect our estimates, such as the availability of new information, subsequent transactions or events, the lapsing of applicable statutes of limitations, the conclusion of tax audits, the measurement of additional estimated liabilities based on current calculations (including interest and/or penalties), the identification of new income tax contingencies, the release of administrative tax guidance affecting our estimates of income tax liabilities or the rendering of relevant court decisions. The ultimate resolution of income tax contingency liabilities could have a significant impact on our effective income tax rate in a given financial statement period. Liabilities for income tax contingencies, including accrued interest and penalties, were \$4 million and \$3 million as of December 31, 2012 and 2011, respectively, and are reflected in Other liabilities in the accompanying Consolidated Balance Sheets.

**Mortgage Loan Repurchase and Indemnification Liability**

Representations and warranties are provided to investors and insurers on a significant portion of loans sold and are also assumed on purchased mortgage servicing rights. As a result, we may be required to repurchase the mortgage loan or indemnify the investor against loss in the event of a breach of representations and warranties. We have established a loan repurchase and indemnification liability for our estimate of exposure to losses related to our obligation to repurchase or indemnify investors for loans sold.

The estimation of the liability for probable losses related to repurchase and indemnification obligations considers both (i) specific, non-performing loans currently in foreclosure where we believe we will be required to indemnify the investor for any losses and (ii) an estimate of probable future repurchase or indemnification obligations from breaches of representation and warranties. The liability related to specific non-performing loans is based on a loan-level analysis considering the current collateral value, estimated sales proceeds and selling costs. The liability related to probable future repurchase or indemnification obligations is segregated by year of origination and considers the amount of unresolved repurchase and indemnification requests and includes an estimate for future repurchase demands based upon recent and historical repurchase and indemnification experience, as well as our success rate in appealing repurchase requests and an estimated loss severity, based on current loss rates for similar loans.

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The underlying trends for loan repurchases and indemnifications are volatile and there is a significant amount of uncertainty regarding our expectations of future loan repurchases and indemnifications, our success rate in appealing repurchase requests and related loss severities. We have observed an increase in loan repurchase and indemnification requests from investors and insurers during 2012 due to an increase in the number of loan file reviews by the Agencies as more resources have been allocated to clearing the backlog of previously requested loan files, primarily related to the 2005 through 2008 origination years. Our success rate in appealing repurchase requests has been impacted by the validity and composition of repurchase demands and the underlying quality of the loan files while our expected loss severities have been impacted by various economic factors including delinquency rates and home prices. Due to the significant uncertainties surrounding these estimates, it is reasonably possible that our exposure exceeds our mortgage loan repurchase and indemnification liability.

Our estimate of the mortgage loan repurchase and indemnification liability considers the current macro-economic environment and recent repurchase trends; however, if we experience a prolonged period of higher repurchase and indemnification activity or if weakness in the housing market continues and further declines in home values occur, then our realized losses from loan repurchases and indemnifications may ultimately be in excess of our liability. As of December 31, 2012, the estimated amount of reasonably possible losses in excess of the recorded liability was \$40 million. This estimate assumes that repurchase and indemnification requests remain at an elevated level through the year ended December 31, 2013, the success rate in defending against requests declines and loss severities remain at current levels. The Company's estimate of reasonably possible losses does not represent probable losses and is based upon significant judgments and assumptions which can be influenced by many factors, including: (i) home prices and the levels of home equity; (ii) the criteria used by investors in selecting loans to request; (iii) borrower delinquency patterns; and (iv) general economic conditions.

See Note 15, *Credit Risk* in the accompanying Notes to Consolidated Financial Statements for further information.

**Liability for Reinsurance Losses**

We are exposed to consumer credit risk through our one contract with a primary mortgage insurance company that is inactive and in runoff. The liability for reinsurance losses is estimated based upon the incurred and incurred but not reported losses provided by the primary mortgage insurance company. In addition, an actuarial analysis of loans subject to mortgage reinsurance is used to supplement our premium deficiency analysis, which considers current and projected delinquency rates, home prices and the credit characteristics of the underlying loans including credit score and loan-to-value ratios. This actuarial analysis is updated on a quarterly basis and projects both the future reinsurance losses over the term of the reinsurance contract and the estimated incurred and incurred but not reported losses as of the end of each reporting period.

As of December 31, 2012, the actuarial estimate of total losses to be incurred over the remaining term of the reinsurance contract was \$50 million, which includes losses already incurred and not yet paid. As of December 31, 2012, the reserve for reinsurance losses was \$33 million and the expected future premium revenue to be earned over the remaining term of the reinsurance contract was \$21 million. However, our exposure to losses is limited to a defined maximum loss on each annual pool, which was \$151 million in aggregate as of December 31, 2012. Since the current reinsurance reserve, combined with expected future premium revenue, is sufficient to cover our expected future losses, we have not recorded a premium deficiency reserve.

**RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**



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For information regarding recently issued accounting pronouncements and the expected impact on our financial statements, see Note 1, Summary of Significant Accounting Policies in the accompanying Notes to Consolidated Financial Statements.

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**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Our principal market exposure is to interest rate risk, specifically long-term Treasury and mortgage interest rates due to their impact on mortgage-related assets and commitments. Additionally, our escrow earnings on our mortgage servicing rights and our net investment in variable-rate lease assets are sensitive to changes in short-term interest rates such as LIBOR. We also are exposed to changes in short-term interest rates on certain variable rate borrowings including our mortgage asset-backed debt, vehicle management asset-backed debt and our unsecured revolving credit facility. We anticipate that such interest rates will remain our primary benchmark for market risk for the foreseeable future.

See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Risk Management in this Form 10-K for a further description of our assets and liabilities subject to interest rate risk.

**Sensitivity Analysis**

We assess our market risk based on changes in interest rates utilizing a sensitivity analysis. The sensitivity analysis measures the potential impact on fair values based on hypothetical changes (increases and decreases) in interest rates.

We use a duration-based model in determining the impact of interest rate shifts on our debt portfolio, certain other interest-bearing liabilities and interest rate derivatives portfolios. The primary assumption used in these models is that an increase or decrease in the benchmark interest rate produces a parallel shift in the yield curve across all maturities.

We utilize a probability weighted option-adjusted spread model to determine the fair value of mortgage servicing rights and the impact of parallel interest rate shifts on mortgage servicing rights. The primary assumptions in this model are prepayment speeds, option-adjusted spread (discount rate) and weighted-average delinquency rates. However, this analysis ignores the impact of interest rate changes on certain material variables, such as the benefit or detriment on the value of future loan originations, non-parallel shifts in the spread relationships between mortgage-backed securities, swaps and Treasury rates and changes in primary and secondary mortgage market spreads. We rely on market sources in determining the impact of interest rate shifts for mortgage loans, interest rate lock commitments, forward delivery commitments on mortgage-backed securities or whole loans and option contracts. In addition, for interest-rate lock commitments, the borrower's propensity to close their mortgage loans under the commitment is used as a primary assumption.

Our total market risk is influenced by a wide variety of factors including market volatility and the liquidity of the markets. There are certain limitations inherent in the sensitivity analysis presented, including the necessity to conduct the analysis based on a single point in time and the inability to include the complex market reactions that normally would arise from the market shifts modeled.

We used December 31, 2012 market rates to perform the sensitivity analysis. The estimates are based on the market risk sensitive portfolios described in the preceding paragraphs and assume instantaneous, parallel shifts in interest rate yield curves. These sensitivities are hypothetical and presented for illustrative purposes only. Changes in fair value based on variations in assumptions generally cannot be extrapolated because

the relationship of the change in fair value may not be linear.

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The following table summarizes the estimated change in the fair value of our assets and liabilities sensitive to interest rates as of December 31, 2012 given hypothetical instantaneous parallel shifts in the yield curve:

	Down 100 bps	Down 50 bps	Change in Fair Value Down                      Up 25 bps                      25 bps (In millions)		Up 50 bps	Up 100 bps
<b>Mortgage assets and liabilities:</b>						
Restricted investments	\$ 1	\$ 1	\$	\$ (1)	\$ (1)	\$ (2)
Mortgage loans held for sale	34	28	17	(20)	(41)	(88)
Interest rate lock commitments (1)	70	59	36	(45)	(98)	(221)
Forward loan sale commitments (1)	(107)	(87)	(51)	60	127	269
Option contracts (1)	(2)	(2)	(2)	6	17	49
Total Mortgage loans held for sale, interest rate lock commitments and related derivatives	(5)	(2)		1	5	9
Mortgage servicing rights	(246)	(131)	(68)	73	147	291
Derivatives related to MSRs(1)	102	37	15	(10)	(17)	(28)
Total Mortgage servicing rights and related derivatives	(144)	(94)	(53)	63	130	263
Total mortgage assets and liabilities	(148)	(95)	(53)	63	134	270
Net investment in fleet leases	13	6	3	(3)	(6)	(12)
Interest rate contracts (1)						1
Debt	(53)	(26)	(13)	13	26	51
Total, net	\$ (188)	\$ (115)	\$ (63)	\$ 73	\$ 154	\$ 310

(1) Included in Other assets or Other liabilities in the Consolidated Balance Sheet.

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**Item 8. Financial Statements and Supplementary Data**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of PHH Corporation:

We have audited the accompanying consolidated balance sheets of PHH Corporation and subsidiaries (the Company) as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2012. Our audits also included the financial statement schedules listed in Items 8 and 15. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of PHH Corporation and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2013 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Philadelphia, PA  
February 28, 2013



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**PHH CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(In millions, except per share data)

	Year Ended December 31,		
	2012	2011	2010
<b>REVENUES</b>			
Mortgage fees	\$ 346	\$ 295	\$ 291
Fleet management fees	180	173	157
Net fee income	526	468	448
Fleet lease income	1,364	1,400	1,370
Gain on mortgage loans, net	942	567	635
Mortgage interest income	91	114	110
Mortgage interest expense	(212)	(202)	(183)
Mortgage net finance expense	(121)	(88)	(73)
Loan servicing income	449	456	415
Change in fair value of mortgage servicing rights	(497)	(733)	(427)
Net derivative loss related to mortgage servicing rights	(5)	(3)	
Valuation adjustments related to mortgage servicing rights, net	(502)	(736)	(427)
Net loan servicing loss	(53)	(280)	(12)
Other income	85	147	70
<b>Net revenues</b>	<b>2,743</b>	<b>2,214</b>	<b>2,438</b>
<b>EXPENSES</b>			
Salaries and related expenses	595	507	497
Occupancy and other office expenses	59	59	60
Depreciation on operating leases	1,212	1,223	1,224
Fleet interest expense	68	79	91
Other depreciation and amortization	25	25	22
Other operating expenses	697	523	429
<b>Total expenses</b>	<b>2,656</b>	<b>2,416</b>	<b>2,323</b>
<b>Income (loss) before income taxes</b>	<b>87</b>	<b>(202)</b>	<b>115</b>
Income tax (benefit) expense	(6)	(100)	39
<b>Net income (loss)</b>	<b>93</b>	<b>(102)</b>	<b>76</b>
Less: net income attributable to noncontrolling interest	59	25	28
<b>Net income (loss) attributable to PHH Corporation</b>	<b>\$ 34</b>	<b>\$ (127)</b>	<b>\$ 48</b>
<b>Basic earnings (loss) per share attributable to PHH Corporation</b>	<b>\$ 0.60</b>	<b>\$ (2.26)</b>	<b>\$ 0.87</b>
<b>Diluted earnings (loss) per share attributable to PHH Corporation</b>	<b>\$ 0.56</b>	<b>\$ (2.26)</b>	<b>\$ 0.86</b>

See accompanying Notes to Consolidated Financial Statements.



Table of Contents**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(In millions)**

	<b>Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Net income (loss)</b>	\$ 93	\$ (102)	\$ 76
Other comprehensive income (loss), net of tax:			
Currency translation adjustment	5	(5)	9
Change in unrealized gains on available-for-sale securities, net	(1)	1	1
Change in unfunded pension liability, net	1	(4)	
Total other comprehensive income (loss), net of tax	5	(8)	10
<b>Total comprehensive income (loss)</b>	<b>98</b>	<b>(110)</b>	<b>86</b>
Less: comprehensive income attributable to noncontrolling interest	59	25	28
<b>Comprehensive income (loss) attributable to PHH Corporation</b>	<b>\$ 39</b>	<b>\$ (135)</b>	<b>\$ 58</b>

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**CONSOLIDATED BALANCE SHEETS****(In millions, except share data)**

	December 31,	
	2012	2011
<b>ASSETS</b>		
Cash and cash equivalents	\$ 829	\$ 414
Restricted cash, cash equivalents and investments (including \$121 and \$226 of available-for-sale securities at fair value)	425	574
Mortgage loans held for sale	2,174	2,658
Accounts receivable, net	797	700
Net investment in fleet leases	3,636	3,515
Mortgage servicing rights	1,022	1,209
Property, plant and equipment, net	79	64
Goodwill	25	25
Other assets	616	618
<b>Total assets (1)</b>	<b>\$ 9,603</b>	<b>\$ 9,777</b>
<b>LIABILITIES AND EQUITY</b>		
Accounts payable and accrued expenses	\$ 562	\$ 504
Debt	6,554	6,914
Deferred taxes	622	626
Other liabilities	303	272
<b>Total liabilities (1)</b>	<b>8,041</b>	<b>8,316</b>
Commitments and contingencies (Note 16)		
<b>EQUITY</b>		
Preferred stock, \$0.01 par value; 1,090,000 shares authorized; none issued or outstanding		
Common stock, \$0.01 par value; 273,910,000 shares authorized; 56,975,991 shares issued and outstanding at December 31, 2012; 56,361,155 shares issued and outstanding at December 31, 2011	1	1
Additional paid-in capital	1,127	1,082
Retained earnings	372	338
Accumulated other comprehensive income	26	21
<b>Total PHH Corporation stockholders' equity</b>	<b>1,526</b>	<b>1,442</b>
Noncontrolling interest	36	19
<b>Total equity</b>	<b>1,562</b>	<b>1,461</b>
<b>Total liabilities and equity</b>	<b>\$ 9,603</b>	<b>\$ 9,777</b>

See accompanying Notes to Consolidated Financial Statements.

Continued.



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**CONSOLIDATED BALANCE SHEETS (Continued)**  
**(In millions)**

- (1) The Consolidated Balance Sheets include assets of variable interest entities which can be used only to settle their obligations and liabilities of variable interest entities which creditors or beneficial interest holders do not have recourse to PHH Corporation and subsidiaries as follows:

	December 31,	
	2012	2011
<b>ASSETS</b>		
Cash and cash equivalents	\$ 66	\$ 57
Restricted cash, cash equivalents and investments	249	313
Mortgage loans held for sale	730	484
Accounts receivable, net	90	79
Net investment in fleet leases	3,531	3,390
Property, plant and equipment, net	2	1
Other assets	39	66
<b>Total assets</b>	<b>\$ 4,707</b>	<b>\$ 4,390</b>
<b>LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 36	\$ 36
Debt	4,074	3,549
Other liabilities	13	9
<b>Total liabilities</b>	<b>\$ 4,123</b>	<b>\$ 3,594</b>

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY****(In millions, except share data)**

<b>Beginning Balance</b>	<b>54,774,639</b>	<b>\$</b>	<b>1</b>	<b>\$</b>	<b>1,056</b>	<b>\$</b>	<b>416</b>	<b>\$</b>	<b>19</b>	<b>\$</b>	<b>12</b>	<b>\$</b>	<b>1,504</b>
Total comprehensive income							48		10		28		86
Purchase of noncontrolling interest					(1)								(1)
Stock issued under share-based payment plans	924,579				6								6
<b>Balance at December 31, 2010</b>	<b>55,699,218</b>	<b>\$</b>	<b>1</b>	<b>\$</b>	<b>1,069</b>	<b>\$</b>	<b>465</b>	<b>\$</b>	<b>29</b>	<b>\$</b>	<b>14</b>	<b>\$</b>	<b>1,578</b>
Total comprehensive (loss) income							(127)		(8)		25		(110)
Distributions to noncontrolling interest											(20)		(20)
Stock compensation expense					7								7
Stock issued under share-based payment plans	661,937				6								6
<b>Balance at December 31, 2011</b>	<b>56,361,155</b>	<b>\$</b>	<b>1</b>	<b>\$</b>	<b>1,082</b>	<b>\$</b>	<b>338</b>	<b>\$</b>	<b>21</b>	<b>\$</b>	<b>19</b>	<b>\$</b>	<b>1,461</b>
Total comprehensive income							34		5		59		98
Distributions to noncontrolling interest											(42)		(42)
Stock compensation expense					6								6
Stock issued under share-based payment plans	614,836				3								3
Conversion option related to Convertible note issuance, net (Note 12)					33								33
Recognition of deferred taxes related to Convertible notes					3								3
<b>Balance at December 31, 2012</b>	<b>56,975,991</b>	<b>\$</b>	<b>1</b>	<b>\$</b>	<b>1,127</b>	<b>\$</b>	<b>372</b>	<b>\$</b>	<b>26</b>	<b>\$</b>	<b>36</b>	<b>\$</b>	<b>1,562</b>

See accompanying Notes to Consolidated Financial Statements.



Table of Contents**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions)

	Year Ended December 31,		
	2012	2011	2010
<b>Cash flows from operating activities:</b>			
Net income (loss)	\$ 93	\$ (102)	\$ 76
Adjustments to reconcile Net income (loss) to net cash provided by (used in) operating activities:			
Capitalization of originated mortgage servicing rights	(310)	(499)	(456)
Net unrealized loss on mortgage servicing rights and related derivatives	502	736	427
Vehicle depreciation	1,212	1,223	1,224
Other depreciation and amortization	25	25	22
Origination of mortgage loans held for sale	(37,162)	(38,929)	(38,140)
Proceeds on sale of and payments from mortgage loans held for sale	38,711	41,263	35,496
Net gain on interest rate lock commitments, mortgage loans held for sale and related derivatives	(1,108)	(516)	(614)
Deferred income tax (benefit) expense	(23)	(100)	27
Other adjustments and changes in other assets and liabilities, net	117	(315)	258
<b>Net cash provided by (used in) operating activities</b>	<b>2,057</b>	<b>2,786</b>	<b>(1,680)</b>
<b>Cash flows from investing activities:</b>			
Investment in vehicles	(1,702)	(1,695)	(1,463)
Proceeds on sale of investment vehicles	345	407	353
Net cash paid on derivatives related to mortgage servicing rights		(3)	
Purchases of property, plant and equipment	(31)	(25)	(17)
Purchases of restricted investments	(178)	(250)	(400)
Proceeds from sales and maturities of restricted investments	219	279	148
Decrease (increase) in restricted cash and cash equivalents	109	(71)	319
Other, net	23	27	20
<b>Net cash used in investing activities</b>	<b>(1,215)</b>	<b>(1,331)</b>	<b>(1,040)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from secured borrowings	62,799	63,002	57,760
Principal payments on secured borrowings	(62,975)	(64,284)	(54,908)
Proceeds from unsecured borrowings	518	1,304	3,482
Principal payments on unsecured borrowings	(671)	(1,205)	(3,498)
Issuances of common stock	5	8	10
Cash paid for debt issuance costs	(57)	(35)	(51)
Other, net	(46)	(24)	(27)
<b>Net cash (used in) provided by financing activities</b>	<b>(427)</b>	<b>(1,234)</b>	<b>2,768</b>
<b>Effect of changes in exchange rates on Cash and cash equivalents</b>		<b>(2)</b>	<b>(3)</b>
Net increase in Cash and cash equivalents	415	219	45
Cash and cash equivalents at beginning of period	414	195	150
<b>Cash and cash equivalents at end of period</b>	<b>\$ 829</b>	<b>\$ 414</b>	<b>\$ 195</b>

Continued.





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**CONSOLIDATED STATEMENTS OF CASH FLOWS- (Continued)**

**(In millions)**

	Year Ended December 31,		
	2012	2011	2010
<b>Supplemental Disclosure of Cash Flows Information:</b>			
Interest payments	\$ 213	\$ 204	\$ 169
Income tax payments (refunds), net	11	13	(9)

See accompanying Notes to Consolidated Financial Statements.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Summary of Significant Accounting Policies**

**BASIS OF PRESENTATION**

PHH Corporation and subsidiaries (collectively, PHH or the Company ) is a leading outsource provider of mortgage and fleet management services operating in the following business segments:

- **Mortgage Production** provides mortgage loan origination services and sells mortgage loans.
- **Mortgage Servicing** performs servicing activities for originated and purchased loans.
- **Fleet Management Services** provides commercial fleet management services.

The Consolidated Financial Statements include the accounts and transactions of PHH and its subsidiaries, as well as entities in which the Company directly or indirectly has a controlling interest and variable interest entities of which the Company is the primary beneficiary. PHH Home Loans, LLC and its subsidiaries are consolidated within the Consolidated Financial Statements, and Realogy Corporation's ownership interest is presented as a noncontrolling interest. Intercompany balances and transactions have been eliminated from the Consolidated Financial Statements.

On March 31, 2011, the Company sold 50.1% of the equity interests in its appraisal services business, Speedy Title and Appraisal Review Services, ( STARS ) to CoreLogic, Inc. for a total purchase price of \$35 million. For the year ended December 31, 2011, a \$68 million gain on the sale of the 50.1% equity interest was recorded within Other income. Subsequent to March 31, 2011, the Company participates in the appraisal services business through its 49.9% ownership interest in STARS, and is entitled to its proportionate share of STARS earnings.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States, which is commonly referred to as GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions include, but are not limited to, those related to the valuation of mortgage servicing rights, mortgage loans held for sale and other financial instruments, the estimation of liabilities for mortgage loan repurchases and indemnifications and reinsurance losses, and the determination of certain income tax assets and liabilities and associated valuation allowances. Actual results could differ from those estimates.

Unless otherwise noted and except for share and per share data, dollar amounts presented within these Notes to Consolidated Financial Statements are in millions.

#### CHANGES IN ACCOUNTING POLICIES

**Comprehensive Income.** In June 2011, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2011-05, Presentation of Comprehensive Income . Subsequently in December 2011, the FASB issued ASU 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 . The updates to comprehensive income guidance require all nonowner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. The Company adopted the new accounting guidance effective January 1, 2012, and applied it retrospectively. The adoption added the Consolidated Statements of Comprehensive Income but did not impact the Company's results of operations, financial position, or cash flows.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Fair Value Measurement.** In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards . This update to fair value measurement guidance addresses changes to concepts regarding performing fair value measurements including: (i) the application of the highest and best use and valuation premise; (ii) the valuation of an instrument classified in the reporting entity's shareholders' equity; (iii) the valuation of financial instruments that are managed within a portfolio; and (iv) the application of premiums and discounts. This update also enhances disclosure requirements about fair value measurements, including providing information regarding Level 3 measurements such as quantitative information about unobservable inputs, further discussion of the valuation processes used and assumption sensitivity analysis. The Company adopted the new accounting guidance effective January 1, 2012. The updated disclosures are included in Note 20, Fair Value Measurements .

**Transfers and Servicing.** In April 2011, the FASB issued ASU 2011-03, Reconsideration of Effective Control for Repurchase Agreements . This update to transfers and servicing guidance removes from the assessment of effective control the criterion relating to the transferor's ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee. This update also eliminates the requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The Company adopted the new accounting guidance effective beginning January 1, 2012 and the guidance will be applied prospectively to new transactions or modifications of existing transactions. The adoption of this update did not have an impact on the Company's financial statements.

**Goodwill.** In September 2011, the FASB issued new accounting guidance on performing tests of goodwill impairment, ASU No. 2011-08, Testing Goodwill for Impairment . This update amends the current guidance on testing goodwill for impairment. Under the revised guidance, entities testing goodwill for impairment have the option of performing a qualitative assessment before calculating the fair value of the reporting unit. If entities determine, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not less than the carrying amount, the two-step impairment test would be required. This update does not change how goodwill is calculated or assigned to reporting units, nor does it revise the requirement to test goodwill annually for impairment. In addition, the update does not amend the requirement to test goodwill for impairment between annual tests if events or circumstances warrant; however, it does revise the examples of events and circumstances that an entity should consider. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company elected to early adopt this update effective January 1, 2011, and it did not have an impact on the Company's financial statements.

**RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

**Comprehensive Income.** In February 2013, the FASB issued ASU 2013-2, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This update to the comprehensive income guidance requires additional disclosure about the amounts reclassified out of Accumulated other comprehensive income, including disclosing the amounts that impact each line item in the Statement of Operations within a reporting period. The new accounting guidance is effective beginning January 1, 2013, and should be applied prospectively. The adoption of this update will enhance the disclosure requirements for amounts reclassified out of Accumulated other comprehensive income but will not impact the Company's financial position, results of operations or cash flows.

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**Intangibles.** In July 2012, the FASB issued ASU 2012-02, Testing Indefinite-Lived Intangible Assets for Impairment. This update amends the current guidance on testing indefinite-lived intangibles for impairment and allows for the option to first assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangibles are impaired. If it is more likely than not that the indefinite-lived intangibles are impaired, the entity is required to determine the fair value of the indefinite-lived intangibles and perform the quantitative impairment test by comparing the fair value with the carrying amount. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012 with early adoption permitted. The Company does not anticipate the adoption of this update will have a material impact on its financial statements.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Offsetting Assets and Liabilities.** In December 2011, the FASB issued ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities*. This update requires disclosure of both gross and net information about instruments and transactions in the scope of these pronouncements. The new accounting guidance is effective beginning January 1, 2013, and should be applied retrospectively. Subsequently in January 2013, the FASB issued ASU 2013-01, *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities* which limited the disclosures to derivatives including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are offset in accordance with current derivative and netting guidance, or subject to a master netting arrangement or similar agreement. ASU 2013-01 is also effective beginning January 1, 2013. The adoption of these updates will enhance the disclosure requirements for offsetting assets and liabilities but will not impact the Company's financial position, results of operations or cash flows.

**REVENUE RECOGNITION**

**Mortgage Production.** Mortgage production includes the origination and sale of residential mortgage loans. Mortgage loans are originated through various channels, including relationships with financial institutions, real estate brokerage firms, and corporate clients. The Company also purchases mortgage loans originated by third parties. Mortgage fees consist of fee income earned on all loan originations, including loans closed to be sold and fee-based closings. Fee income consists of amounts earned related to application and underwriting fees, fees on cancelled loans and amounts earned from financial institutions related to brokered loan fees and origination assistance fees resulting from private-label mortgage outsourcing activities. Fees associated with the origination and acquisition of mortgage loans are recognized as earned.

Gain on mortgage loans, net includes the realized and unrealized gains and losses on Mortgage loans held for sale, as well as the changes in fair value of all loan-related derivatives, including interest rate lock commitments and freestanding loan-related derivatives.

Originated mortgage loans are principally sold directly to, or pursuant to programs sponsored by, government-sponsored entities and other investors. Each type of mortgage loan transfer is evaluated for sales treatment through a review that includes both an accounting and a legal analysis to determine whether or not the transferred assets have been isolated from the transferor. To the extent the transfer of assets qualifies as a sale, the asset is derecognized and the gain or loss is recorded on the sale date. In the event the transfer of assets does not qualify as a sale, the transfer would be treated as a secured borrowing.

Loans are placed on non-accrual status when any portion of the principal or interest is 90 days past due or earlier if factors indicate that the ultimate collectability of the principal or interest is not probable. Interest received from loans on non-accrual status is recorded as income when collected. Loans return to accrual status when the principal and interest become current and it is probable that the amounts are fully collectible.

**Mortgage Servicing.** Mortgage servicing involves the servicing of residential mortgage loans on behalf of the investor. Loan servicing income represents recurring servicing and other ancillary fees earned for servicing mortgage loans owned by investors as well as net reinsurance income or loss resulting from mortgage reinsurance contracts. Servicing fees received for servicing mortgage loans owned by investors are based on a stipulated percentage of the outstanding monthly principal balance on such loans, or the difference between the weighted-average yield received

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on the mortgage loans and the amount paid to the investor, less guaranty fees and interest on curtailments. Loan servicing income is receivable only out of interest collected from mortgagors and is recorded as income when collected. Late charges and other miscellaneous fees collected from mortgagors are also recorded as income when collected. Costs associated with loan servicing are charged to expense as incurred.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

***Fleet Management and Leasing.*** Fleet management services are provided to corporate clients and government agencies and include management and leasing of vehicles and other fee-based services for clients' vehicle fleets. Vehicles are leased primarily to corporate fleet users under open-end operating and direct financing lease arrangements where the client bears substantially all of the vehicle's residual value risk. The lease term under the open-end lease agreements provides for a minimum lease term of 12 months and after the minimum term, the leases may be continued at the lessees' election for successive monthly renewals. In limited circumstances, vehicles are leased under closed-end leases where the Company bears all of the vehicle's residual value risk. Gains or losses on the sales of vehicles under closed-end leases are recorded in Other income in the period of sale.

Lease revenues for operating leases, which contain a depreciation component, an interest component and a management fee component, are recognized over the lease term of the vehicle, which encompasses the minimum lease term and the month-to-month renewals. Lease revenues for direct financing leases contain an interest component and a management fee component. The interest component is recognized using the effective interest method over the lease term of the vehicle, which encompasses the minimum lease term and the month-to-month renewals. Direct finance leases are placed on non-accrual status when it is determined that the value of past due lease receivables will not be recoverable.

The interest component of lease revenue is determined in accordance with the pricing supplement to the respective lease agreement. The interest component of lease revenue is generally calculated on a variable-rate basis that fluctuates in accordance with changes in the variable-rate index; however, in certain circumstances, the lease may contain a fixed rate that would remain constant for the life of the lease. The depreciation component of lease revenue is based on the straight-line depreciation of the vehicle over its expected lease term. The management fee component of lease revenue is recognized on a straight-line basis over the life of the lease.

Revenue for other fleet management services is recognized as earned when such services are provided to the lessee. These services include fuel cards, accident management services and maintenance services and revenue for these services is based on a negotiated percentage of the purchase price for the underlying products or services provided by certain third-party suppliers.

An allowance for uncollectible receivables is recorded when it becomes probable, based on the age of outstanding receivables, that the receivables will not be collected. For clients that file for bankruptcy protection, pre-petition balances are fully reserved and post-petition balances are reserved if the leases are rejected from the bankruptcy petition or if the client enters into liquidation.

Certain truck and equipment leases are originated with the intention of syndicating to banks and other financial institutions. When operating leases are sold, the underlying assets are transferred and any rights to the leases and their future leasing revenues are assigned to the banks or financial institutions. Upon the transfer and assignment of the rights associated with the operating leases, the proceeds from the sale are recorded as revenue in Fleet lease income and an expense for the undepreciated cost of the asset sold is recognized in Other operating expenses. Upon the sale or transfer of rights to direct financing leases, the net gain or loss is recorded in Other income. Under certain of these sales agreements, a portion of residual risk in connection with the fair value of the asset at lease termination is retained and a liability is recorded for the retention of this risk.



**INCOME TAXES**

The Company is subject to the income tax laws of the various jurisdictions in which it operates, including U.S. federal, state, local and Canadian jurisdictions. A consolidated federal income tax return is filed. Depending upon the jurisdiction, the Company files consolidated or separate legal entity state and Canadian income tax returns.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Income tax expense consists of two components: current and deferred. Current tax expense represents the amount of taxes currently payable to or receivable from a taxing authority plus amounts accrued for income tax contingencies (including tax, penalty and interest). Deferred tax expense generally represents the net change in the deferred tax asset or liability balance during the year plus any change in the valuation allowance, excluding any changes in amounts recorded in Additional paid-in capital or Accumulated other comprehensive income (loss). Income tax expense excludes the tax effects related to adjustments recorded to Accumulated other comprehensive income (loss) as well as the tax effects of cumulative effects of changes in accounting principles. Interest and penalties related to income tax contingencies are recognized in Income tax expense (benefit) in the Consolidated Statements of Operations.

Deferred income taxes are determined using the balance sheet method. This method requires that income taxes reflect the expected future tax consequences of temporary differences between the carrying amounts of assets or liabilities for book and tax purposes. Deferred tax assets and liabilities are regularly reviewed to assess their potential realization and to establish a valuation allowance when it is more likely than not that some portion will not be realized. Generally, any change in the valuation allowance is recorded in Income tax expense (benefit); however, if the valuation allowance is adjusted in connection with an acquisition, such adjustment is recorded concurrently through Goodwill rather than Income tax expense (benefit).

The Company must presume that an uncertain income tax position will be examined by the relevant taxing authority and must determine whether it is more likely than not that the position will be sustained upon examination based on its technical merit. An uncertain income tax position that meets the more likely than not recognition threshold is then measured to determine the amount of the benefit to recognize in the financial statements. A liability is recorded for the amount of the unrecognized income tax benefit included in: (i) previously filed income tax returns and (ii) financial results expected to be included in income tax returns to be filed for periods through the date of the Consolidated Financial Statements.

**CASH AND CASH EQUIVALENTS**

Marketable securities with original maturities of three months or less are included in Cash and cash equivalents.

**RESTRICTED CASH, CASH EQUIVALENTS AND INVESTMENTS**

Restricted cash, cash equivalents and investments primarily relates to: (i) amounts specifically designated to purchase assets, repay debt, to support letters of credit and/or provide over-collateralization within asset-backed debt arrangements; (ii) funds collected and held for pending mortgage closings; and (iii) accounts held in trust for the capital fund requirements of and potential claims related to mortgage reinsurance activities.

Restricted cash and cash equivalents include marketable securities with original maturities of three months or less. Restricted investments are recorded at fair value and classified as available-for-sale.

**MORTGAGE LOANS HELD FOR SALE**

Mortgage loans held for sale represent loans originated or purchased and held until sold to secondary market investors. Mortgage loans are typically warehoused for a period after origination or purchase before sale into the secondary market. The servicing rights and servicing obligations of mortgage loans are generally retained upon sale in the secondary market.

Mortgage loans held for sale are measured at fair value on a recurring basis.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NET INVESTMENT IN FLEET LEASES**

Net investment in fleet leases includes vehicles under operating leases and direct financing lease receivables, as well as vehicles that are in transit awaiting delivery to clients or sale. Vehicles under operating leases are stated at cost, net of accumulated depreciation. The initial cost of the vehicles is recorded net of incentives and allowances from vehicle manufacturers. Leased vehicles are depreciated on a straight-line basis over a term that generally ranges from 3 to 6 years. Direct finance leases are stated at the net present value of future expected cash flows.

An allowance for uncollectible lease receivables is recorded as a reduction to Net investment in fleet leases when it is determined that the past due lease receivables will not be recoverable upon sale of the underlying asset. The exposure to losses typically arises from clients that file for bankruptcy protection, as pre-petition receivables are fully reserved and post-petition balances are reserved if the leases are rejected from the bankruptcy petition or if the client enters into liquidation. Chargeoffs are recorded after the leased vehicles have been disposed and final shortfall has been determined.

**MORTGAGE SERVICING RIGHTS**

A mortgage servicing right is the right to receive a portion of the interest coupon and fees collected from the mortgagor for performing specified mortgage servicing activities, which consist of collecting loan payments, remitting principal and interest payments to investors, managing escrow funds for the payment of mortgage-related expenses such as taxes and insurance and otherwise administering the mortgage loan servicing portfolio. Mortgage servicing rights are created through either the direct purchase of servicing from a third party or through the sale of an originated mortgage loan. Residential mortgage loans represent the single class of servicing rights which are measured at fair value on a recurring basis.

The initial value of capitalized mortgage servicing rights is recorded as an addition to Mortgage servicing rights in the Consolidated Balance Sheets and within Gain on mortgage loans, net in the Consolidated Statements of Operations. Valuation changes adjust the carrying amount of Mortgage servicing rights in the Consolidated Balance Sheets and are recognized in Change in fair value of mortgage servicing rights in the Consolidated Statements of Operations.

**PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment (including leasehold improvements) are recorded at cost, net of accumulated depreciation and amortization. Depreciation, recorded as a component of Other depreciation and amortization in the Consolidated Statements of Operations, is computed utilizing the straight-line method over the estimated useful lives of the related assets. Amortization of leasehold improvements, also recorded as a component of Other depreciation and amortization, is computed utilizing the straight-line method over the estimated benefit period of the

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related assets or the lease term, if shorter. Estimated useful lives are 30 years for buildings and range from 3 to 5 years for capitalized software, lesser of the remaining lease term or 20 years for leasehold improvements and 3 to 10 years for furniture, fixtures and equipment.

Internal software development costs are capitalized during the application development stage. The costs capitalized relate to external direct costs of materials and services and employee costs related to the time spent on the project during the capitalization period. Capitalized software is evaluated for impairment annually or when changing circumstances indicate that amounts capitalized may be impaired. Impaired items are written down to their estimated fair values at the date of evaluation.

### **GOODWILL AND OTHER INTANGIBLE ASSETS**

The carrying value of Goodwill and indefinite-lived intangible assets is assessed for impairment annually, or more frequently if circumstances indicate impairment may have occurred. Goodwill is assessed for impairment by first performing a qualitative assessment before calculating the fair value of the reporting unit. The Company's reporting units are the Fleet Management Services segment, PHH Home Loans, the Mortgage Production segment excluding PHH Home Loans and the Mortgage Servicing segment. If it is determined, based upon the qualitative factors noted

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

above, that it is more likely than not that the fair value of the reporting units are less than their carrying amounts, the fair value of the reporting units will be estimated and compared to the carrying amounts. The fair value of reporting units may be determined using an income approach, using discounted cash flows, or a combination of an income approach and a market approach, wherein comparative market multiples are used.

Indefinite-lived intangible assets are comprised entirely of trademarks for all periods presented. Fair value of trademarks is determined by discounting cash flows determined from applying a hypothetical royalty rate to projected revenues associated with these trademarks.

Intangible assets subject to amortization are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Amortizable intangible assets included on the Consolidated Balance Sheets consist primarily of customer lists that are amortized on a straight-line basis over a 20-year period.

Costs to renew or extend recognized intangible assets are expensed as the costs are incurred.

**DERIVATIVE INSTRUMENTS**

Derivative instruments are used as part of the overall strategy to manage exposure to market risks primarily associated with fluctuations in interest rates. As a matter of policy, derivatives are not used for speculative purposes. Derivative instruments are measured at fair value on a recurring basis and are included in Other assets or Other liabilities in the Consolidated Balance Sheets. The Company does not have any derivative instruments designated as hedging instruments.

**FAIR VALUE**

A three-level valuation hierarchy is used to classify inputs into the measurement of assets and liabilities at fair value. The valuation hierarchy is based upon the relative reliability and availability to market participants of inputs for the valuation of an asset or liability as of the measurement date. When the valuation technique used in determining fair value of an asset or liability utilizes inputs from different levels of the hierarchy, the level within which the measurement in its entirety is categorized is based upon the lowest level input that is significant to the measurement in its entirety. The valuation hierarchy consists of the following levels:

**Level One.** Level One inputs are unadjusted, quoted prices in active markets for identical assets or liabilities which the Company has the ability to access at the measurement date.

**Level Two.** Level Two inputs are observable for that asset or liability, either directly or indirectly, and include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, observable inputs for the asset or liability other than quoted prices and inputs derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified contractual term, the inputs must be observable for substantially the full term of the asset or liability.

**Level Three.** Level Three inputs are unobservable inputs for the asset or liability that reflect the Company's assessment of the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, and are developed based on the best information available.

Fair value is based on quoted market prices, where available. If quoted prices are not available, fair value is estimated based upon other observable inputs. Unobservable inputs are used when observable inputs are not available and are based upon judgments and assumptions, which are the Company's assessment of the assumptions market participants would use in pricing the asset or liability. These inputs may include assumptions about risk, counterparty credit quality, the Company's creditworthiness and liquidity and are developed based on the best information available.

When a determination is made to classify an asset or liability within Level Three of the valuation hierarchy, the determination is based upon the significance of the unobservable factors to the overall fair value measurement of the asset or liability. The fair value of assets and liabilities classified within Level Three of the valuation hierarchy also

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

typically includes observable factors and the realized or unrealized gain or loss recorded from the valuation of these instruments would also include amounts determined by observable factors.

Changes in the availability of observable inputs may result in the reclassification of certain assets or liabilities. Such reclassifications are reported as transfers in or out of Level Three as of the beginning of the period that the change occurs.

**MORTGAGE LOAN REPURCHASE AND INDEMNIFICATION LIABILITY**

The Company has exposure to potential mortgage loan repurchase and indemnifications in its capacity as a loan originator and servicer. The estimation of the liability for probable losses related to repurchase and indemnification obligations considers both (i) specific, non-performing loans currently in foreclosure where the Company believes it will be required to indemnify the investor for any losses and (ii) an estimate of probable future repurchase or indemnification obligations from breaches of representation and warranties. The liability related to specific non-performing loans is based on a loan-level analysis considering the current collateral value, estimated sales proceeds and selling cost. The liability related to probable future repurchase or indemnification obligations is segregated by year of origination and considers the amount of unresolved repurchase and indemnification requests and includes an estimate for future repurchase demands based upon recent and historical repurchase and indemnification experience, as well as the success rate in appealing repurchase requests and an estimated loss severity, based on current loss rates for similar loans. The liability for mortgage loan repurchases and indemnifications is included within Other liabilities in the Consolidated Balance Sheets.

**LIABILITY FOR REINSURANCE LOSSES**

The liability for reinsurance losses is determined based upon the incurred and incurred but not reported losses provided by the primary mortgage insurance company for loans subject to reinsurance. Additionally, an actuarial analysis of loans subject to mortgage reinsurance is used to supplement our premium deficiency analysis, which considers current and projected delinquency rates, home prices and the credit characteristics of the underlying loans including credit score and loan-to-value ratios. This actuarial analysis is updated on a quarterly basis and projects the future reinsurance losses over the term of the reinsurance contract as well as the estimated incurred and incurred but not reported losses as of the end of each reporting period. The liability for reinsurance losses is included within Other liabilities in the Consolidated Balance Sheets.

**CUSTODIAL ACCOUNTS**

The Company has a fiduciary responsibility for servicing accounts related to customer escrow funds and custodial funds due to investors aggregating approximately \$3.8 billion and \$3.0 billion as of December 31, 2012 and 2011, respectively. These funds are maintained in



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segregated bank accounts, and these amounts are not included in the assets and liabilities presented in the Consolidated Balance Sheets. The Company receives certain benefits from these deposits, as allowable under federal and state laws and regulations. Income earned on these escrow accounts is recorded in the Consolidated Statements of Operations either as Mortgage interest income or as a reduction of Mortgage interest expense.

### **SUBSEQUENT EVENTS**

Subsequent events are evaluated through the date of filing with the Securities and Exchange Commission.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****2. Earnings Per Share**

Basic earnings (loss) per share attributable to PHH Corporation was computed by dividing Net income (loss) attributable to PHH Corporation for the period by the weighted-average number of shares outstanding during the period. Diluted earnings (loss) per share attributable to PHH Corporation was computed by dividing Net income (loss) attributable to PHH Corporation for the period by the weighted-average number of shares outstanding during the period, assuming all potentially dilutive common shares were issued.

The weighted-average computation of the dilutive effect of potentially issuable shares of Common stock under the treasury stock method excludes the effect of any contingently issuable securities where the contingency has not been met and the effect of securities that would be anti-dilutive, which may include:

- n outstanding stock-based compensation awards representing shares from restricted stock units and stock options;
- n stock assumed to be issued related to convertible notes;
- n purchased options and sold warrants related to the assumed conversion of the Convertible notes due 2012; and
- n sold warrants related to the Company's Convertible notes due 2014.

The computation also excludes the assumed issuance of the Convertible notes due 2014 and related purchased options as they are currently to be settled only in cash. Shares associated with anti-dilutive securities are outlined in the table below.

The following table summarizes the calculations of basic and diluted earnings (loss) per share attributable to PHH Corporation for the periods indicated:

	Year Ended December 31,		
	2012	2011	2010
	(In millions, except share and per share data)		
Net income (loss) attributable to PHH Corporation	\$ 34	\$ (127)	\$ 48
Weighted-average common shares outstanding - basic	56,815,473	56,349,478	55,480,388
Effect of potentially dilutive securities:			

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Share-based payment arrangements(1)	188,340		736,876
Conversion of debt securities	4,597,188		
Weighted-average common shares outstanding diluted	61,601,001	56,349,478	56,217,264
Basic earnings (loss) per share attributable to PHH Corporation	\$ 0.60	\$ (2.26)	\$ 0.87
Diluted earnings (loss) per share attributable to PHH Corporation	\$ 0.56	\$ (2.26)	\$ 0.86
Antidilutive securities excluded from the computation of dilutive shares:			
Outstanding stock-based compensation awards	1,359,595	2,383,390	372,136
Assumed conversion of debt securities		444,935	276,576

(1) Represents incremental shares from restricted stock units and stock options and for the year ended December 31, 2012 excludes 502,453 shares that are contingently issuable for which the contingency has not been met.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**3. Restricted Cash, Cash Equivalents and Investments**

The following table summarizes Restricted cash, cash equivalents and investment balances:

	2012	December 31, (In millions)	2011
Restricted cash and cash equivalents	\$	304	\$ 348
Restricted investments, at fair value		121	226
Total	\$	425	\$ 574

The restricted cash related to our reinsurance activities is invested in certain debt securities as permitted under the reinsurance agreements. The restricted investments are classified as available-for-sale securities and remain in trust for capital fund requirements and potential reinsurance losses. In 2012, the Company terminated one of its reinsurance agreements. As a result, the restricted cash and investments held in trust to pay future losses were released, and the remaining liability was settled with the primary mortgage insurer. See Note 15, *Credit Risk* for information regarding the termination.

The following tables summarize Restricted investments, at fair value:

	December 31, 2012				Weighted- average remaining maturity
	Amortized Cost	Fair Value	Unrealized Gains (In millions)	Unrealized Losses	
Corporate securities	\$ 30	\$ 31	\$ 1	\$	25 mos.
Agency securities (1)	39	39			21 mos.
Government securities	51	51			19 mos.
Total	\$ 120	\$ 121	\$ 1	\$	21 mos.

	December 31, 2011				Weighted- average remaining maturity
	Amortized Cost	Fair Value	Unrealized Gains (In millions)	Unrealized Losses	

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Corporate securities	\$	53	\$	54	\$	1	\$	28 mos.
Agency securities (1)		118		119		1		19 mos.
Government securities		52		53		1		34 mos.
Total	\$	223	\$	226	\$	3	\$	25 mos.

(1) Represents bonds and notes issued by various agencies including, but not limited to, Fannie Mae, Freddie Mac and Federal Home Loan Banks.

During the years ended December 31, 2012 and 2011, realized gains of \$1 million from the sale of available-for-sale securities were recorded and realized losses were not significant. During the year ended December 31, 2010, the amount of realized gains and losses from the sale of available-for-sale securities was not significant.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**4. Goodwill and Other Intangible Assets**

Goodwill and intangible assets are recorded within the Fleet Management Services segment and consisted of:

	December 31, 2012			December 31, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
(In millions)						
<i>Amortized intangible assets:</i>						
Other Assets:						
Customer lists	\$ 40	\$ 24	\$ 16	\$ 40	\$ 23	\$ 17
Other	13	13		13	12	1
Total	\$ 53	\$ 37	\$ 16	\$ 53	\$ 35	\$ 18
<i>Unamortized intangible assets:</i>						
Goodwill	\$ 25			\$ 25		
Other Assets:						
Trademarks	15			15		
Total	\$ 40			\$ 40		

Amortization expense included within Other depreciation and amortization relating to intangible assets was as follows:

	2012	Year Ended December 31,	
		2011	2010
(In millions)			
Customer lists	\$ 1	\$ 3	\$ 2
Other	1		
Total	\$ 2	\$ 3	\$ 2

Based on the amortizable intangible assets as of December 31, 2012, estimated future amortization expense is expected to approximate \$2 million for each of the next five fiscal years.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**5. Transfers and Servicing of Mortgage Loans**

Residential mortgage loans are sold through one of the following methods: (i) sales to or pursuant to programs sponsored by Fannie Mae, Freddie Mac and Ginnie Mae, or (ii) sales to private investors. During the year ended December 31, 2012, 85% of mortgage loan sales were to, or pursuant to programs sponsored by, the GSEs and the remaining 15% were sold to private investors.

The Company may have continuing involvement in mortgage loans sold by retaining one or more of the following: servicing rights and servicing obligations, recourse obligations and/or beneficial interests (such as interest-only strips, principal-only strips, or subordinated interests). The Company is exposed to interest rate risk through its continuing involvement with mortgage loans sold, including mortgage servicing and other retained interests, as the value of those instruments fluctuate as changes in interest rates impact borrower prepayments on the underlying mortgage loans. See Note 6, *Derivatives* for additional information regarding interest rate risk. During the years ended December 31, 2012 and 2011, the Company did not retain any interests from sales or securitizations other than mortgage servicing rights.

During the year ended December 31, 2012, Mortgage servicing rights (MSRs) were retained on approximately 86% of mortgage loans sold. Conforming conventional loans serviced are sold or securitized through Fannie Mae or Freddie Mac programs. Such servicing is generally performed on a non-recourse basis, whereby foreclosure losses are the responsibility of Fannie Mae or Freddie Mac. Government loans serviced are generally sold or securitized through Ginnie Mae programs and are either insured against loss by the Federal Housing Administration or partially guaranteed against loss by the Department of Veteran Affairs. Additionally, non-conforming mortgage loans are serviced for various private investors on a non-recourse basis.

A majority of mortgage loans are sold on a non-recourse basis; however, representations and warranties have been made that are customary for loan sale transactions, including eligibility characteristics of the mortgage loans and underwriting responsibilities, in connection with the sales of these assets. See Note 15, *Credit Risk* for a further description of representation and warranty obligations.

The total servicing portfolio consists of loans associated with capitalized mortgage servicing rights, loans held for sale, and the servicing portfolio associated with loans subserviced for others. The total servicing portfolio, including loans subserviced for others was \$183.7 billion, \$182.4 billion, and \$166.1 billion as of December 31, 2012, 2011 and 2010, respectively. Mortgage servicing rights recorded in the Consolidated Balance Sheets are related to the capitalized servicing portfolio and are created either through the direct purchase of servicing from a third party or through the sale of an originated loan.

The activity in the loan servicing portfolio associated with capitalized servicing rights consisted of:

**Year Ended December 31,**

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	2012	2011 (In millions)	2010
Balance, beginning of period	\$ 147,088	\$ 134,753	\$ 127,700
Additions	31,607	37,503	32,940
Payoffs, sales and curtailments	(38,314)	(25,168)	(25,887)
Balance, end of period	\$ 140,381	\$ 147,088	\$ 134,753



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The activity in capitalized MSR's consisted of:

	2012	Year Ended December 31, 2011		2010
		(In millions)		
Balance, beginning of period	\$ 1,209	\$ 1,442	\$ 1,413	
Additions	310	500	456	
Changes in fair value due to:				
Realization of expected cash flows	(274)	(223)	(261)	
Changes in market inputs or assumptions used in the valuation model	(223)	(510)	(166)	
Balance, end of period	\$ 1,022	\$ 1,209	\$ 1,442	

The value of MSR's is driven by the net positive cash flows associated with servicing activities. These cash flows include contractually specified servicing fees, late fees and other ancillary servicing revenue and were recorded within Loan servicing income as follows:

	2012	Year Ended December 31, 2011		2010
		(In millions)		
Servicing fees from capitalized portfolio	\$ 437	\$ 426	\$ 387	
Late fees	20	20	20	
Other ancillary servicing revenue	42	41	45	

As of December 31, 2012 and 2011, the MSR's had a weighted-average life of approximately 4.3 years and 4.2 years, respectively. Approximately 56% and 67% of the MSR's associated with the loan servicing portfolio were restricted from sale without prior approval from private-label clients or investors as of December 31, 2012 and 2011, respectively. See Note 20, Fair Value Measurements for additional information regarding the valuation of MSR's.

The following table sets forth information regarding cash flows relating to loan sales in which the Company has continuing involvement:

	2012	Year Ended December 31, 2011		2010
		(In millions)		
Proceeds from new loan sales or securitizations	\$ 33,061	\$ 38,308	\$ 33,756	
Servicing fees from capitalized portfolio(1)	437	426	387	
Other cash flows on retained interests (2)	5		1	
Purchases of delinquent or foreclosed loans (3)	(99)	(46)	(61)	
Servicing advances (4)	(1,319)	(1,678)	(1,455)	
Repayment of servicing advances	1,270	1,616	1,398	

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- (1) Excludes late fees and other ancillary servicing revenue.
- (2) Represents cash flows received on retained interests other than servicing fees.
- (3) Excludes indemnification payments to investors and insurers of the related mortgage loans.
- (4) As of December 31, 2012 and 2011, outstanding servicing advance receivables of \$293 million and \$247 million, respectively, were included in Accounts receivable, net.

During the years ended December 31, 2012, 2011, and 2010, pre-tax gains of \$920 million, \$605 million and \$666 million, respectively, related to the sale or securitization of residential mortgage loans were recognized in Gain on mortgage loans, net in the Consolidated Statements of Operations.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**6. Derivatives**

The following is a description of the risk management policies related to market and foreign exchange risks.

**MARKET RISK**

The Company's principal market exposure is to interest rate risk, specifically long-term U.S. Treasury and mortgage interest rates due to their impact on mortgage-related assets and commitments. The Company also has exposure to LIBOR due to its impact on variable-rate borrowings, other interest rate sensitive liabilities and net investment in variable-rate lease assets. From time to time various financial instruments are used to manage and reduce this risk, including swap contracts, forward delivery commitments on mortgage-backed securities or whole loans, futures and options contracts.

**Interest Rate Lock Commitments.** Interest rate lock commitments ( IRLCs ) represent an agreement to extend credit to a mortgage loan applicant, or an agreement to purchase a loan from a third-party originator, whereby the interest rate on the loan is set prior to funding. The loan commitment binds the Company (subject to the loan approval process) to fund the loan at the specified rate, regardless of whether interest rates have changed between the commitment date and the loan funding date. As such, outstanding IRLCs are subject to interest rate risk and related price risk during the period from the date of the commitment through the loan funding date or expiration date. The loan commitments generally range between 30 and 90 days; however, the borrower is not obligated to obtain the loan. The Company is subject to fallout risk related to IRLCs, which is realized if approved borrowers choose not to close on the loans within the terms of the IRLCs. Forward delivery commitments on mortgage-backed securities or whole loans and options on forward contracts are used to manage the interest rate and price risk. Historical commitment-to-closing ratios are considered to estimate the quantity of mortgage loans that will fund within the terms of the IRLCs. See Note 20, Fair Value Measurements for further discussion regarding IRLCs.

**Mortgage Loans Held for Sale.** The Company is subject to interest rate and price risk on Mortgage loans held for sale from the loan funding date until the date the loan is sold into the secondary market. Forward delivery commitments on mortgage-backed securities or whole loans are primarily used to fix the forward sales price that will be realized upon the sale of mortgage loans into the secondary market. Forward delivery commitments may not be available for all products that the Company originates; therefore, a combination of derivative instruments, including forward delivery commitments for similar products, may be used to minimize the interest rate and price risk. See Note 20, Fair Value Measurements for additional information regarding mortgage loans and related forward delivery commitments.

**Mortgage Servicing Rights.** Mortgage servicing rights ( MSRs ) are subject to substantial interest rate risk as the mortgage notes underlying the servicing rights permit the borrowers to prepay the loans. Therefore, the value of MSRs generally tend to diminish in periods of declining interest rates (as prepayments increase) and increase in periods of rising interest rates (as prepayments decrease). Although the level of interest rates is a key driver of prepayment activity, there are other factors that influence prepayments, including home prices, underwriting standards and product characteristics. The amount and composition of derivatives used to hedge the value of MSRs, if any, will depend on the exposure to

loss of value on the MSRs, the expected cost of the derivatives, expected liquidity needs, and the expected increase to earnings generated by the origination of new loans resulting from the decline in interest rates. This serves as an economic hedge of the MSRs, which provides a benefit when increased borrower refinancing activity results in higher production volumes, which would partially offset declines in the value of the MSRs thereby reducing the need to use derivatives. The benefit of this economic hedge depends on the decline in interest rates required to create an incentive for borrowers to refinance their mortgage loans and lower their interest rates; however, this benefit may not be realized under certain circumstances regardless of the change in interest rates.

**Debt.** The Company may use various hedging strategies and derivative financial instruments to create a desired mix of fixed- and variable-rate assets and liabilities. Derivative instruments used in these hedging strategies may include swaps and interest rate contracts. To more closely match the characteristics of the related assets, including the net investment in variable-rate lease assets, either variable-rate debt or fixed-rate debt is issued, which may be swapped to variable LIBOR-based rates.

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The conversion option (a derivative liability) and purchased options (a derivative asset) were issued in connection with the Convertible notes due 2014. The conversion option and purchased options are recognized in Other liabilities and Other assets, respectively, with the offsetting changes in their fair value recognized in Mortgage interest expense. The conversion option allowed the Company to reduce the coupon rate of the Convertible notes due 2014 and the associated semiannual interest payments. The purchased options and sold warrants are intended to reduce the potential dilution to the Company's Common stock upon conversion of the Convertible notes due 2014 and generally have the effect of increasing the conversion price from \$25.805 to \$34.74 per share. See Note 12, Debt and Borrowing Arrangements for further discussion regarding the Convertible notes due 2014 and the related conversion option, purchased options and sold warrants.

**FOREIGN EXCHANGE RISK**

The Company has exposure to foreign exchange risk through: (i) our investment in our Canadian operations; (ii) any U.S. dollar borrowing arrangements we may enter into to fund Canadian dollar denominated leases and operations; and (iii) any foreign exchange forward contracts that we may enter into. Currency swap agreements are used to manage such risk.

**DERIVATIVE ACTIVITY**

The following table summarizes the gross notional amount of derivatives:

	2012	December 31, (In millions)	2011
<i>Notional Amounts:</i>			
Interest rate lock commitments	\$	4,993	\$ 7,095
Forward delivery commitments		12,303	15,790
Option contracts		1,070	845
Interest rate contracts		614	477
Convertible note-related agreements(1)			
MSR-related agreements		3,915	1,100

(1) The notional amount of derivative instruments related to the issuance of the Convertible notes due 2014 was 9.6881 million shares of the Company's Common stock as of December 31, 2012 and 2011.

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The Company is exposed to risk in the event of non-performance by counterparties to our derivative contracts. In general, the Company manages such risk by evaluating the financial position and creditworthiness of counterparties, monitoring the amount of exposure and/or dispersing the risk among multiple counterparties. The Company's derivatives may also be governed by an ISDA or a MSFTA, and bilateral collateral agreements are in place with certain counterparties. When the Company has more than one outstanding derivative transaction with a single counterparty and a legally enforceable master netting agreement is in effect with that counterparty, the Company considers its exposure to be the net fair value of all positions with that counterparty including the value of any cash collateral amounts posted or received.

In addition, the Company has collateral posting arrangements with certain counterparties that do not qualify for net presentation. As of December 31, 2012 and 2011, \$1 million and \$13 million, respectively, were recorded in Other assets in the Consolidated Balance Sheets for collateral that did not qualify for net presentation.

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Derivative instruments are recorded in Other assets and Other liabilities in the Consolidated Balance Sheets. The following tables presents the balances of outstanding derivative instruments on a gross basis and the application of counterparty and collateral netting:

December 31, 2012				
	Gross Assets	Offsetting Payables	Cash Collateral (Received) Paid	Net Amount
	(In millions)			
<b>ASSETS</b>				
<i>Subject to master netting arrangements:</i>				
Forward delivery commitments	\$ 10	\$ (12)	\$ 5	\$ 3
MSR-related agreements	5	(4)	(1)	
Derivative assets subject to netting	15	(16)	4	3
<i>Not subject to master netting arrangements:</i>				
Interest rate lock commitments	140			140
Forward delivery commitments	5			5
Option contracts	2			2
Interest rate contracts	1			1
Convertible note-related agreements	27			27
Derivative assets not subject to netting	175			175
<b>Total derivative assets</b>	<b>\$ 190</b>	<b>\$ (16)</b>	<b>\$ 4</b>	<b>\$ 178</b>

	Gross Liabilities	Offsetting Receivables	Cash Collateral (Paid) Received	Net Amount
	(In millions)			
<b>LIABILITIES</b>				
<i>Subject to master netting arrangements:</i>				
Forward delivery commitments	\$ 14	\$ (12)	\$ (1)	\$ 1
MSR-related agreements		(4)	9	5
Derivative liabilities subject to netting	14	(16)	8	6
<i>Not subject to master netting arrangements:</i>				
Interest rate lock commitments	1			1
Forward delivery commitments	5			5
Convertible note-related agreements	27			27
Derivative liabilities not subject to netting	33			33
<b>Total derivative liabilities</b>	<b>\$ 47</b>	<b>\$ (16)</b>	<b>\$ 8</b>	<b>\$ 39</b>

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2011

	Gross Assets	Offsetting Payables	Cash Collateral (Received) Paid	Net Amount
	(In millions)			
<b>ASSETS</b>				
<i>Subject to master netting arrangements:</i>				
Forward delivery commitments	\$ 32	\$ (32)	\$	\$
Option contracts	1			1
MSR-related agreements	6		(6)	
Derivative assets subject to netting	39	(32)	(6)	1
<i>Not subject to master netting arrangements:</i>				
Interest rate lock commitments	184			184
Forward delivery commitments	6			6
Option contracts	1			1
Interest rate contracts	1			1
Convertible note-related agreements	4			4
Derivative assets not subject to netting	196			196
<b>Total derivative assets</b>	\$ 235	\$ (32)	\$ (6)	\$ 197

	Gross Liabilities	Offsetting Receivables	Cash Collateral (Paid) Received	Net Amount
	(In millions)			
<b>LIABILITIES</b>				
<i>Subject to master netting arrangements:</i>				
Forward delivery commitments	\$ 100	\$ (32)	\$ (54)	\$ 14
Derivative liabilities subject to netting	100	(32)	(54)	14
<i>Not subject to master netting arrangements:</i>				
Forward delivery commitments	27			27
Interest rate contracts	1			1
Convertible note-related agreements	4			4
Derivative liabilities not subject to netting	32			32
<b>Total derivative liabilities</b>	\$ 132	\$ (32)	\$ (54)	\$ 46

The following table summarizes the gains (losses) recorded in the Consolidated Statements of Operations for derivative instruments:

	2012	Year Ended December 31, 2011	2010
	(In millions)		
<i>Gain on mortgage loans, net:</i>			
IRLCs	\$ 1,461	\$ 1,353	\$ 1,212
Forward delivery commitments	(277)	(402)	(132)
Options contracts	(19)	(25)	(26)



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*Net derivative loss related to mortgage servicing rights:*

MSR-related agreements	(5)	(3)	
<i>Fleet interest expense:</i>			
Interest rate contracts	(1)	(3)	(6)
Foreign exchange contracts	(1)	(7)	(11)

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****7. Vehicle Leasing Activities**

The following tables summarize the components of Net investment in fleet leases:

	2012	December 31, 2011
	(In millions)	
<i>Operating Leases:</i>		
Vehicles under open-end operating leases	\$ 8,174	\$ 8,058
Vehicles under closed-end operating leases	154	176
Vehicles under operating leases	8,328	8,234
Less: Accumulated depreciation	(4,959)	(5,097)
Net investment in operating leases	3,369	3,137
<i>Direct Financing Leases:</i>		
Lease payments receivable	91	81
Less: Unearned income		(1)
Net investment in direct financing leases	91	80
<i>Off-Lease Vehicles:</i>		
Vehicles not yet subject to a lease	169	290
Vehicles held for sale	15	16
Less: Accumulated depreciation	(8)	(8)
Net investment in off-lease vehicles	176	298
Total	\$ 3,636	\$ 3,515

	2012	December 31, 2011
Vehicles under open-end leases	98 %	97%
Vehicles under closed-end leases	2 %	3%
Vehicles under variable-rate leases	82 %	82%
Vehicles under fixed-rate leases	18 %	18%

The following table presents the future minimum lease payments to be received as of December 31, 2012. Amounts presented include the monthly payments for the unexpired portion of the minimum lease term, which is 12 months under open-end lease agreements, and the residual value guaranteed by the lessee during the minimum lease term. The interest component included in future minimum payments is based on the rate in effect at the inception of each lease.

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	Future Minimum Lease Payments	
	Operating Leases	Direct Financing Leases
	(In millions)	
2013	\$ 1,119	\$ 46
2014	30	3
2015	18	2
2016	8	2
2017	5	1
Thereafter	6	4
<b>Total</b>	<b>\$ 1,186</b>	<b>\$ 58</b>

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Contingent rentals include amounts for excess mileage, wear and tear, early termination fees, and, for variable-rate leases, changes in interest rates subsequent to lease inception. Contingent rentals are recorded in Fleet lease income in the Consolidated Statements of Operations. Contingent rentals from operating leases were not significant for the years ended December 31, 2012 and 2010 and were \$1 million for the year ended December 31, 2011. Contingent rentals from direct financing leases were not significant.

**8. Property, Plant and Equipment, Net**

Property, plant and equipment, net consisted of:

	2012	December 31,	
		2011	
		(In millions)	
Furniture, fixtures and equipment	\$ 104	\$	92
Capitalized software	161		138
Building and leasehold improvements	16		14
	281		244
Less: Accumulated depreciation and amortization	(202)		(180)
Total	\$ 79	\$	64

**9. Other Assets**

Other assets consisted of:

	2012	December 31,	
		2011	
		(In millions)	
Derivatives	\$ 178	\$	197
Mortgage loans in foreclosure, net	120		93
Repurchase eligible loans	99		81
Real estate owned, net	53		38
Deferred financing costs	49		31
Equity method investments	38		42
Intangible assets	31		33
Securitized mortgage loans(1)			28
Other	48		75

Total \$ 616 \$ 618

- (1) In 2012, the Company sold its investment in the subordinated debt and residual interests of a Mortgage loan securitization trust that had been consolidated as a variable interest entity.

#### 10. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of:

	2012	December 31, (In millions)	2011
Accounts payable	\$ 331		304
Repurchase eligible loans	99		81
Accrued payroll and benefits	80		56
Accrued interest	32		37
Other	20		26
Total	\$ 562		\$ 504

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Other liabilities consisted of:

	2012	December 31, (In millions)	2011
Loan repurchase and indemnification liability	\$	140	\$ 95
Derivatives		39	46
Liability for reinsurance losses		33	84
Lease syndication liability		16	
Pension and other post employment benefits liability		15	15
Subservicing advance liabilities		24	12
Other		36	20
Total	\$	303	\$ 272

**12. Debt and Borrowing Arrangements**

The following table summarizes the components of Debt:

	December 31, 2012		December 31, 2011	
	Balance	Wt. Avg- Interest Rate(1)	Balance	Wt. Avg- Interest Rate(1)
	(In millions)			
Term notes, in amortization	\$ 424	2.2%	\$ 1,196	2.1%
Term notes, in revolving period	1,593	1.0%	374	1.6%
Variable-funding notes	1,415	1.6%	1,516	1.4%
Other	25	5.1%	32	5.1%
Vehicle Management Asset-Backed Debt	3,457		3,118	
Secured Canadian Credit facility		%		%
Committed warehouse facilities	1,875	2.0%	2,313	2.0%
Uncommitted warehouse facilities		%	44	1.2%
Servicing advance facility	66	2.7%	79	2.8%
Mortgage Asset-Backed Debt	1,941		2,436	

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Term notes	732	8.5%	879	8.2%
Convertible notes	424	5.0%	460	4.0%
Unsecured Credit facilities		%		%
Unsecured Debt	1,156		1,339	
Mortgage loan securitization debt certificates, at fair value		%	21	7.0%
Total	\$ 6,554		\$ 6,914	

- (1) Represents the weighted-average stated interest rate of outstanding debt as of the respective date, which may be different from the effective rate due to the amortization of premiums, discounts and issuance costs. Facilities are variable-rate, except for the Unsecured Term notes, Convertible notes, and Mortgage loan securitization debt certificates which are fixed-rate.

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Assets held as collateral for asset-backed borrowing arrangements that are not available to pay the Company's general obligations as of December 31, 2012 consisted of:

	<b>Vehicle Asset-Backed Debt</b>	<b>Mortgage Asset-Backed Debt</b>
	(In millions)	
Restricted cash and cash equivalents	\$ 245	\$ 7
Accounts receivable	73	82
Mortgage loans held for sale (unpaid principal balance)		1,975
Net investment in fleet leases	3,558	
<b>Total</b>	<b>\$ 3,876</b>	<b>\$ 2,064</b>

The following table provides the contractual debt maturities as of December 31, 2012:

	<b>Vehicle Asset-Backed Debt(1)</b>	<b>Mortgage Asset-Backed Debt</b>	<b>Unsecured Debt(2)</b>	<b>Total</b>
	(In millions)			
Within one year	\$ 841	\$ 1,941	\$	\$ 2,782
Between one and two years	1,105		250	1,355
Between two and three years	832			832
Between three and four years	487		450	937
Between four and five years	179		250	429
Thereafter	14		283	297
	<b>\$ 3,458</b>	<b>\$ 1,941</b>	<b>\$ 1,233</b>	<b>\$ 6,632</b>

- (1) Maturities of vehicle management asset-backed notes, a portion of which are amortizing in accordance with their terms, represent estimated payments based on the expected cash inflows related to the securitized vehicle leases and related assets.
- (2) Maturities of convertible notes have been reflected based on the contractual maturity date. Under certain circumstances, the convertible notes may be converted prior to the earliest conversion date, and the principal portion of the notes would be due in cash prior to the contractual maturity date.



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Capacity under all borrowing agreements is dependent upon maintaining compliance with, or obtaining waivers of, the terms, conditions and covenants of the respective agreements. Available capacity under asset-backed funding arrangements may be further limited by asset eligibility requirements. Available capacity under committed borrowing arrangements as of December 31, 2012 consisted of:

	Capacity	Utilized Capacity (In millions)	Available Capacity
<b>Vehicle Management Asset-Backed Debt:</b>			
Term notes, in revolving period	\$ 1,593	\$ 1,593	\$
Variable-funding notes	2,322	1,415	907
Secured Canadian Credit facility(1)	126	4	122
<b>Mortgage Asset-Backed Debt:</b>			
Committed warehouse facilities	3,393	1,875	1,518
Servicing advance facility	120	66	54
Unsecured Credit facilities(2)	305		305

(1) Utilized capacity reflects \$4 million of letters of credit issued under the Secured Canadian Credit facility, which are not included in Debt in the Consolidated Balance Sheet.

(2) Capacity amount shown reflects the contractual maximum capacity of the facility. The available capacity of this facility is subject to the satisfaction of compliance with a borrowing base coverage ratio test.

Capacity for Mortgage asset-backed debt shown above excludes \$2.0 billion not drawn under uncommitted facilities. See Note 20, Fair Value Measurements for the measurement of the fair value of Debt.

**VEHICLE MANAGEMENT ASSET-BACKED DEBT**

Vehicle management asset-backed debt primarily represents variable-rate debt issued by a wholly owned subsidiary, Chesapeake Funding LLC (Chesapeake), to support the acquisition of vehicles by the Fleet Management Services segment's U.S. leasing operations and variable-rate debt issued by the consolidated special purpose trust, Fleet Leasing Receivables Trust (FLRT), the Canadian special purpose trust, used to finance leases originated by the Canadian fleet operation. Vehicle-management asset-backed debt structures may provide creditors an interest in: (i) a pool of master leases or a pool of specific leases; (ii) the related vehicles under lease; and/or (iii) the related receivables billed to clients for the monthly collection of lease payments and ancillary service revenues (such as fuel and maintenance services). This interest is generally granted to a specific series of note holders either on a pro-rata basis relative to their share of the total outstanding debt issued through the facility or through a direct interest in a specific pool of leases. Repayment of the obligations of the facilities is non-recourse to the Company and is sourced from the monthly cash flow generated by lease payments and ancillary service payments made under the terms of the related master lease contracts.

Vehicle management asset-backed debt includes Term notes, which provide a fixed funding amount at the time of issuance, or Variable-funding notes under which the committed capacity may be drawn upon as needed during a commitment period, which are primarily 364 days in duration, but may extend to a 2-year duration for some facilities. The available capacity under Variable-funding notes may be used to fund future amortization of other Vehicle management asset-backed debt or to fund growth in Net investment in fleet leases during the term of the commitment.

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As with Variable-funding notes, certain Term notes may contain provisions that allow the outstanding debt to revolve for specified periods of time. During these revolving periods, the monthly collection of lease payments allocable to each outstanding series is available to fund the acquisition of vehicles and/or equipment to be leased to customers. Upon expiration of the revolving period, the repayment of principal commences, and the monthly allocated lease payments are applied to the notes until they are paid in full. During the amortization period, the monthly collection of lease payments allocable to the series in amortization must be used to make repayments on each series of the notes through the earlier of (i) 125 months following the commencement of the amortization period, or (ii) when the respective series of notes are paid in full. The repayments are allocated to each series of amortizing notes based upon the outstanding balance of those notes relative to all other outstanding series notes issued by Chesapeake as of the commencement of the amortization period. The amount of monthly lease collections allocated to the repayment of principal on amortizing notes is calculated after the payment of interest, servicing fees, administrator fees and servicer advance reimbursements.

***Term Notes***

During 2012, Chesapeake Funding LLC ( Chesapeake ) fully repaid the 2009-1 and 2009-4 Term notes using the available capacity of the variable-funding notes.

On October 25, 2012 and May 17, 2012, Chesapeake issued \$600 million of Series 2012-2 Notes and \$643 million of Series 2012-1 Notes, respectively. Proceeds from both issuances were used to pay down a portion of the Series 2010-1 Notes and Series 2011-1 Notes.

***Variable-funding Notes***

On August 31, 2012, the Fleet Leasing Receivables Trust ( FLRT ) 2010-2 Series was further amended to increase capacity to \$830 million (C\$816 million) and extend the maturity date to August 30, 2013.

On June 27, 2012, Chesapeake fully repaid its 2010-1 and 2011-1 Class B Notes and amended its Series 2010-1 Indenture Supplement and Series 2011-1 Indenture Supplement to, among other things, extend the revolving period of the 2010-1 and 2011-1 Variable-funding notes to June 26, 2013 and June 26, 2014, respectively.

**SECURED CANADIAN CREDIT FACILITY**

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On September 25, 2012, PHH Vehicle Management Services Inc. ( PHH VMS Canada ), an indirect wholly-owned subsidiary, entered into a secured revolving credit facility with a group of lenders providing up to \$127 million (C\$125 million) of committed revolving capacity. Borrowings under the facility bear interest at a variable-rate, and the facility fee and interest rate margin is dependent on the Company's senior unsecured long-term debt ratings issued by certain credit rating agencies. The facility is scheduled to expire on August 2, 2015.

Available borrowing capacity under the facility is based on a borrowing base calculation which considers eligible unencumbered vehicle leases, vehicles not yet subject to lease and account receivables for ancillary services. PHH VMS Canada's obligations under the facility are guaranteed by PHH Corporation and are secured by a first-priority lien on all of PHH VMS Canada's present and future assets and property (and corresponding security in any jurisdiction), subject to certain eligibility exceptions.

### **MORTGAGE ASSET-BACKED DEBT**

Mortgage asset-backed debt primarily represents variable-rate warehouse facilities to support the origination of mortgage loans, which provide creditors a collateralized interest in specific mortgage loans that meet the eligibility requirements under the terms of the facility. The source of repayment of the facilities is typically from the sale or securitization of the underlying loans into the secondary mortgage market. These facilities are typically 364-day facilities, and as of December 31, 2012, the range of maturity dates for committed facilities is May 22, 2013 to December 13, 2013.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

***Committed Facilities***

During the year ended December 31, 2012, the committed variable-rate mortgage repurchase facilities with Credit Suisse First Boston Mortgage Capital LLC were extended to May 22, 2013, the committed variable-rate mortgage repurchase facility with The Royal Bank of Scotland plc was extended to June 21, 2013, the committed variable-rate mortgage repurchase facility with Bank of America was extended to October 31, 2013 and the committed variable-rate mortgage repurchase facilities with Wells Fargo were extended to December 6, 2013.

On December 9, 2012, the committed variable-rate mortgage repurchase facilities with Barclays Bank PLC were amended to reduce the committed capacity to \$350 million and to extend the maturity date to December 10, 2013.

On April 27, 2012, the Company's master agreement with Fannie Mae was renewed and certain other agreements with Fannie Mae were amended, including an amendment to the \$1.0 billion committed early funding letter agreement. Pursuant to the committed early funding letter amendment, the termination event related to the Company's credit ratings was removed and other termination events were added, most of which are generally consistent with existing covenants under the Company's various other debt facilities. See the Debt Covenants section below for further information. On November 27, 2012, the committed early funding agreement was extended to December 13, 2013.

***Uncommitted Facilities***

The Company has an outstanding uncommitted mortgage repurchase facility with Fannie Mae which has a total capacity of up to \$3.0 billion as of December 31, 2012, less certain amounts outstanding under the \$1.0 billion committed Fannie Mae facility.

***Servicing Advance Facility***

On June 29, 2012, the committed facility with Fannie Mae that provides for the early reimbursement of certain servicing advances made on behalf of Fannie Mae was extended to June 30, 2013.

**UNSECURED DEBT**

*Term Notes*

On August 23, 2012, the Company completed an offering of \$275 million aggregate principal amount of 7.375% Senior notes due 2019 under an existing indenture, dated as of January 17, 2012 with The Bank of New York Mellon Trust Company, N.A., as trustee. The Company realized net proceeds of \$270 million from the issuance after deducting underwriting fees. The notes are senior unsecured and unsubordinated obligations of the Company and rank equally with all existing and future senior unsecured debt. The notes are redeemable by the Company prior to the maturity date at any time, based on a make-whole redemption price specified in the indenture. The Company used the net proceeds of this offering, along with cash on hand, to repurchase the outstanding aggregate principal amount of the Medium-term notes due 2013, as described below. Interest on the notes is payable semiannually in arrears on March 1 and September 1 of each year, beginning on March 1, 2013. The notes will mature on September 1, 2019, unless previously redeemed in accordance with their terms.

During 2012, the Company repaid the outstanding principal balance of the Medium-term notes due 2013 and recorded a pre-tax loss of \$13 million in Other operating expenses in the Consolidated Statements of Operations.

*Credit Facilities*

On August 2, 2012, the Company amended and restated the existing unsecured Amended Credit Facility with an Amended and Restated Credit Agreement among PHH, a group of lenders and JPMorgan Chase Bank, N.A., as administrative agent (the Revolving Credit Facility ). As a result of the amendment, the commitments of the facility were reduced from \$525 million (scheduled to expire on February 29, 2013) to \$300 million of aggregate commitments (scheduled to expire between July 1, 2014 and August 2, 2015), as discussed further below.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The Revolving Credit Facility consists of two tranches: (i) a \$250 million revolving credit tranche ( Tranche A ) that is scheduled to expire on August 2, 2015 and (ii) a \$50 million revolving credit tranche ( Tranche B ) that is scheduled to expire on July 1, 2014. No borrowing may be made under Tranche B if there is unused availability under Tranche A. Borrowings under the Revolving Credit Facility are subject to satisfaction of certain conditions, including compliance with a borrowing base coverage ratio test of unencumbered assets to unsecured debt of at least 1.2 to 1.

The Company's obligations under Tranche A are guaranteed by each of its direct, indirect, existing and future domestic subsidiaries, subject to exceptions for (i) securitization subsidiaries, (ii) subsidiaries which are not substantially wholly-owned by the Company and (iii) certain other subsidiaries. The Company's obligations under Tranche B are not guaranteed by any of its existing subsidiaries.

The Revolving Credit Facility is variable-rate and the facility fee and interest rate margin under the facility are subject to change if the Company's senior unsecured long-term debt ratings are changed by certain credit rating agencies.

***Convertible Notes***

As of December 31, 2012, Convertible notes included: (i) \$250 million of 4.0% Convertible notes with a maturity date of September 1, 2014; and (ii) \$250 million of 6.0% Convertible notes with a maturity date of June 15, 2017. During 2012, the Company paid the outstanding principal balance of the Convertible notes due 2012.

**2014 CONVERTIBLE NOTES**

The Convertible notes due 2014 are governed by an indenture dated September 29, 2009 with The Bank of New York Mellon, as trustee. As of December 31, 2012 and 2011, the carrying amount of the Convertible notes due 2014 is net of an unamortized discount of \$22 million and \$40 million, respectively. The effective interest rate, which includes the accretion of the discount and issuance costs, is 13.0%. The Convertible notes due 2014 are not redeemable by the Company prior to the maturity date. There have been no conversions since issuance.

**Conversion features:**

Holder may convert all or any portion of the notes at any time (i) in the event of the occurrence of certain triggering events related to the price of the notes, the price of the Company's Common stock or certain corporate events or (ii) from, and including, March 1, 2014 through the third business day immediately preceding their maturity on September 1, 2014. The conversion price is \$25.805 per share.

Subject to certain exceptions, the holders may require the Company to repurchase all or a portion of their notes upon a fundamental change, as defined under the respective indentures. The Company will generally be required to increase the conversion rate for holders that elect to convert their notes in connection with a make-whole fundamental change, or upon the occurrence of certain events.

The Convertible notes due 2014 currently may only be settled in cash upon conversion because the Company has not sought shareholder approval, as required by the New York Stock Exchange, to allow for the issuance of shares of common stock or securities convertible into common stock that will, or will upon issuance, equal or exceed 20% of outstanding shares.

**Related derivatives:**

The Company entered into hedging transactions in connection with the issuance of the Convertible notes due 2014, including transactions with respect to the Conversion Premium (or, purchased options) and warrant transactions whereby the Company sold warrants to acquire, subject to certain anti-dilution adjustments, shares of its Common stock. The purchased options and sold warrants are intended to reduce the potential dilution of the Company's Common stock upon conversion. The initial conversion rates were 38.7522 shares per \$1,000 principal amount for the notes. Based on the initial conversion rates, these transactions generally have the effect of increasing the conversion price to \$34.74 per share.

The Company determined that at the time of issuance that the conversion option and purchased options did not meet all the criteria for equity classification based on the settlement terms of the notes. The conversion option



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

and purchased options are recognized as derivatives and are presented in Other liabilities and Other assets, respectively, with the offsetting changes in their fair value recognized in Mortgage interest expense in the Consolidated Financial Statements. See Note 6, Derivatives for additional information regarding the conversion option and purchased options.

The sold warrants meet all the criteria for equity classification because they are indexed to the Company's stock. As such, these derivative instruments are recorded within Additional paid-in capital and have no impact on the Consolidated Statements of Operations.

**2017 CONVERTIBLE NOTES**

In January 2012, the Company completed an offering of \$250 million in aggregate principal amount of 6.0% Convertible Notes due 2017, governed by an indenture dated January 17, 2012 with The Bank of New York Mellon Trust Company, N.A., as trustee. After deducting the 3% underwriting discount and debt issue costs, the Company realized net proceeds of \$243 million from the issuance. The notes are senior unsecured obligations of the Company and rank equally with all existing and future senior unsecured debt and are senior to all of the Company's existing and future subordinated debt. The notes are not redeemable by the Company prior to the maturity date. The Company used the net proceeds from this offering to repay the outstanding aggregate principal amount of the Convertible notes due 2012.

Interest on the notes is payable semiannually in arrears on June 15 and December 15 of each year, beginning June 15, 2012. The notes mature on June 15, 2017, unless previously repurchased or converted in accordance with their terms.

In accordance with GAAP, the liability and equity components of the Convertible notes due 2017 were separately accounted for based on estimates of the Company's non-convertible debt borrowing rate at the time of issuance. Accordingly, the liability component includes an original issue discount of \$63 million, including the underwriting discount, and the value of the equity component is recorded separately. Additionally, the Company incurred \$1 million of debt issue costs, which were allocated to the liability and equity components based on their relative fair values. At the time of issuance, the Company determined that the conversion option was indexed to the Company's own stock and met all of the criteria for equity classification. Accordingly, the initial valuation of the liability component was \$188 million recorded within Debt, and the initial valuation of the equity component was \$33 million, net of \$22 million of deferred taxes, recorded within Additional paid-in capital in the Consolidated Balance Sheets. Since the conversion option met all of the criteria for equity classification, there have been no changes in value recorded from the date of issuance.

The debt discount and issuance costs allocated to the liability are being amortized to Mortgage interest expense in the Consolidated Statements of Operations through the earliest conversion date of the notes, December 16, 2016. As of December 31, 2012, the carrying amount of the Convertible notes due 2017 is net of an unamortized discount of \$54 million. The effective interest rate, which includes the cost of amortization of the discount and issuance costs, is 13.0%.

**Conversion Features:**

Holders may convert all or any portion of the notes, at their option, prior to December 15, 2016 only upon the occurrence of certain triggering events related to (i) the price of the notes, (ii) the price of the Company's Common stock, or (iii) upon the occurrence of specified corporate events. Holders may also convert all or any portion of the notes at any time, at their option from, and including, December 15, 2016 through the third scheduled trading day immediately preceding the maturity date.

*Conversion Based on Note Price*

Prior to the close of business on the scheduled trading day immediately preceding December 15, 2016, the notes may be converted during the five business day period after any five consecutive trading day period (the Measurement Period) in which the trading price per \$1,000 in principal amount of the notes for each day of the Measurement Period was less than 98% of the product of the last reported sale price of the Company's Common stock and the applicable conversion rate for the notes of such date.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*Conversion Based on Stock Price*

Prior to the close of business on the scheduled trading day immediately preceding December 15, 2016, the notes may be converted during any calendar quarter after the calendar quarter ending March 31, 2012 and only during such calendar quarter, if the last reported sale price of the Company's Common stock for 20 or more trading days in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter exceeds 130% of the applicable conversion price in effect for the notes on each such trading day.

The conversion price is \$12.79 per share (based on an initial conversion rate of 78.2014 shares per \$1,000 principal amount of notes). Upon conversion, the principal amount of the converted notes is payable in cash and the Company will pay or deliver (at its election): (i) cash; (ii) shares of the Company's Common stock; or (iii) a combination of cash and shares of the Company's Common stock; to settle amounts due if the conversion value exceeds the principal of the converted notes. As of December 31, 2012, the if-converted value exceeded the principal amount of the notes by \$195 million, and the notes met the requirements for conversion.

Subject to certain exceptions, the holders of the Convertible notes due 2017 may require the Company to repurchase all or a portion of their notes upon a fundamental change, as defined under the indenture. The Company will generally be required to increase the conversion rate for holders that elect to convert their notes in connection with a make-whole fundamental change, as defined under the indenture. The conversion rate and the conversion price will be subject to adjustment upon the occurrence of certain events as specified in the indenture; however, in no circumstance will the conversion rate exceed 97.7517 shares per \$1,000 in principal amount of notes, subject to certain anti-dilution adjustments.

**DEBT COVENANTS**

Certain debt arrangements require the maintenance of certain financial ratios and contain other affirmative and negative covenants, termination events, and other restrictions, including, but not limited to, covenants relating to material adverse changes, liquidity maintenance, restrictions on indebtedness of the Company and its material subsidiaries, mergers, liens, liquidations, sale and leaseback transactions, and restrictions on certain types of payments, including dividends and stock repurchases. Certain other debt arrangements, including the Fannie Mae committed facility, contain provisions that permit the Company or our counterparty to terminate the arrangement upon the occurrence of certain events, including those described below.

Among other covenants, the Revolving Credit Facility and certain mortgage repurchase facilities require that the Company maintain: (i) on the last day of each fiscal quarter, net worth of at least \$1.0 billion; (ii) at any time prior to October 1, 2013, a ratio of indebtedness to tangible net worth no greater than 6.0 to 1 and, thereafter, no greater than 5.75 to 1; (iii) a minimum of \$1.0 billion in committed mortgage warehouse financing capacity excluding uncommitted mortgage warehouse facilities provided by the GSEs and certain mortgage gestation facilities; (iv) a minimum of \$750 million in committed third party fleet vehicle lease financing capacity; and (v) certain minimum liquidity requirements as of May 2, 2014. These covenants represent the most restrictive net worth and debt to equity covenants; however, certain other outstanding debt agreements contain debt to equity covenants that are less restrictive.

As of December 31, 2012, the Company was in compliance with all financial covenants related to its debt arrangements.

During the year ended December 31, 2012, the termination events for the Fannie Mae committed facility were amended to require the Company to maintain (i) on the last day of each fiscal quarter, consolidated net worth of at least \$1.0 billion; (ii) on the last day of each fiscal quarter, a ratio of indebtedness to tangible net worth no greater than 6.5 to 1; (iii) a minimum of \$1.0 billion in committed mortgage warehouse or gestation facilities, with no more than \$500 million of gestation facilities included towards the minimum, but excluding committed or uncommitted loan purchase arrangements or other funding arrangements from Fannie Mae and any mortgage warehouse capacity provided by government sponsored enterprises; and (iv) compliance with certain loan repurchase trigger event criteria related to the aging of outstanding loan repurchase demands by Fannie Mae.



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Fair value of plan assets	December 31		34		31			
Unfunded status			(14)		(13)		(1)	(2)
Unfunded pension liability recorded in Accumulated other comprehensive income (loss):								
Net loss			19		19			
Net amount recognized	December 31	\$	5	\$	6	\$	(1)	\$ (2)

During the year ended December 31, 2012 the net periodic benefit cost related to the defined benefit pension plan was \$1 million and the expense recorded for the other post employment benefits plan was not significant. During the years ended December 31, 2011 and 2010, both the net periodic benefit cost related to the defined benefit pension plan and the expense recorded for the other post employment benefits plan were not significant.

As of December 31, 2012, future expected benefit payments to be made from the defined benefit pension plan's assets, which reflect expected future service, are \$2 million in the years ending December 31, 2013 through 2017 and \$12 million for the five years ending December 31, 2022.

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The Company's policy is to contribute amounts to the defined benefit pension plan sufficient to meet minimum funding requirements as set forth in employee benefit and tax laws and additional amounts at the discretion of the Company. Contributions made to the plan during the year ended December 31, 2012 were not significant and contributions were \$1 million during the year ended December 31, 2011. An estimate of the expected contributions to the defined benefit pension plan is \$1 million for the year ending December 31, 2013.

**14. Income Taxes**

The following table summarizes Income tax (benefit) expense:

	2012	Year Ended December 31, 2011 (In millions)	2010
<i>Current:</i>			
Federal	\$	\$	\$
State	11	(1)	7
Foreign	5	10	5
<i>Income tax contingencies:</i>			
Change in income tax contingencies	1	(6)	
Interest and penalties		(1)	1
Total current income tax expense	17	2	13
<i>Deferred:</i>			
Federal	(4)	(90)	27
State	(20)	(9)	
Foreign	1	(3)	(1)
Total deferred income tax (benefit) expense	(23)	(102)	26
Income tax (benefit) expense	\$ (6)	\$ (100)	\$ 39

The following table summarizes Income (loss) before income taxes:

	2012	Year Ended December 31, 2011 (In millions)	2010
Domestic operations	\$ 61	\$ (220)	\$ 102
Foreign operations	26	18	13
Income (loss) before income taxes	\$ 87	\$ (202)	\$ 115

No provision has been made for federal deferred taxes on approximately \$132 million of accumulated and undistributed earnings of foreign subsidiaries at December 31, 2012 since it is the present intention of management to reinvest the undistributed earnings indefinitely in those foreign operations. The determination of the amount of unrecognized federal deferred tax liability for unremitted earnings is not practicable.



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Deferred tax assets and liabilities represent the basis differences between assets and liabilities measured for financial reporting versus for income-tax returns purposes. The following table summarizes the significant components of deferred tax assets and liabilities:

	2012	December 31, (In millions)	2011
<i>Deferred tax assets:</i>			
Accrued liabilities, provisions for losses and deferred income	\$	98	\$ 77
Federal loss carryforwards and credits		376	451
State loss carryforwards and credits		49	58
Alternative minimum tax credit carryforward		22	23
Other		4	8
Gross deferred tax assets		549	617
Valuation allowance		(30)	(44)
Deferred tax assets, net of valuation allowance		519	573
<i>Deferred tax liabilities:</i>			
Originated mortgage servicing rights		231	306
Purchased mortgage servicing rights		99	84
Depreciation and amortization		811	809
Deferred tax liabilities		1,141	1,199
Net deferred tax liability	\$	622	\$ 626

The deferred tax assets valuation allowance primarily relates to state loss carryforwards. The valuation allowance will be reduced when and if it is determined that it is more likely than not that all or a portion of the deferred tax assets will be realized. The federal and state loss carryforwards will expire from 2017 to 2032 and from 2013 to 2033, respectively.

The total alternative minimum tax credit is not subject to limitations, and primarily consists of credits existing at the time of the spin-off from Cendant Corporation (now known as Avis Budget Group, Inc.) that are available to the Company. As of December 31, 2012, it has been determined that all alternative minimum tax carryforwards can be utilized in future years; therefore, no reserve or valuation allowance has been recorded.

The deferred tax liabilities represent the future tax liability generated upon reversal of the differences between the tax basis and book basis of certain of our assets. Deferred liabilities related to our mortgage servicing rights arise due to differences in the timing of income recognition for accounting and tax purposes for certain servicing rights, which generate an associated basis difference between book and tax. Deferred liabilities related to depreciation and amortization result primarily from differences in the net book value and tax basis of vehicles in our fleet business due to differences in depreciation methods.

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Total income taxes differ from the amount that would be computed by applying the U.S. federal statutory rate as follows:

	2012	Year Ended December 31, 2011	2010
		(In millions)	
Income (loss) before income taxes	\$ 87	\$ (202)	\$ 115
Statutory federal income tax rate	(35)%	(35)%	(35)%
Income taxes computed at statutory federal rate	\$ 30	\$ (71)	\$ 40
State and local income taxes, net of federal tax benefits	3	(12)	6
Liabilities for income tax contingencies	1	(7)	1
Changes in rate and apportionment factors	(10)	(5)	
Changes in valuation allowance	(2)	6	2
Noncontrolling interest	(22)	(10)	(11)
Other	(6)	(1)	1
Income tax (benefit) expense	\$ (6)	\$ (100)	\$ 39
Effective tax rate	(7.0)%	(49.7)%	33.7 %

Significant items that impact the effective tax rate include:

**State and local income taxes, net of federal tax benefits.** The impact to the effective tax rate from state and local income taxes primarily represents the volatility in the pre-tax income or loss, as well as the mix of income and loss from the operations by entity and state income tax jurisdiction. The effective state tax rate was lower for the year ended December 31, 2012 as compared to 2011.

**Liabilities for income tax contingencies.** The impact to the effective tax rate from changes in the liabilities for income tax contingencies primarily represents increases in liabilities associated with new uncertain tax positions taken during the period ended December 31, 2012 and represents decreases in liabilities associated with the resolution and settlement with various taxing authorities during the period ended December 31, 2011. During the year ended December 31, 2011, the IRS concluded its examination and review of the Company's taxable years 2006 through 2009.

**Changes in rate and apportionment factors.** Represents the impact to the effective tax rate on deferred tax items for changes in apportionment factors and tax rate. For the year ended December 31, 2012, the amount represents the impact of applying statutory changes to apportionment weight, apportionment sourcing and corporate income tax rates that were enacted by various states, primarily New Jersey.

**Changes in valuation allowance.** The impact to the effective tax rate from changes in valuation allowance primarily represents the utilization of state tax loss carry forwards that were previously determined to be more likely than not to be unrealized by our mortgage business. For the year ended December 31, 2011, the change was primarily driven by state tax losses generated by our mortgage business for which the Company believes it is more likely than not that the amounts will not be realized.

**Noncontrolling interest.** The impact to the effective tax rate from noncontrolling interest represents Realogy Corporation's portion of income taxes related to the income or loss attributable to PHH Home Loans. The impact is driven by PHH Home Loans' election to report as a partnership for federal and state income tax purposes, whereby, the tax expense is reported by the individual LLC members. Accordingly, the Company's Income tax expense includes only its proportionate share of the income tax related to the income generated by PHH Home Loans.

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The activity in the liability for unrecognized income tax benefits (including the liability for potential payment of interest and penalties) consisted of:

	2012	Year Ended December 31,		2010
		2011		
		(In millions)		
Balance, beginning of period	\$	3	\$ 9	\$ 8
Activity related to tax positions taken during the current year		1	2	1
Activity related to tax positions taken during prior years			(8)	
Balance, end of period	\$	4	\$ 3	\$ 9

As of December 31, 2012, 2011 and 2010, the effective income tax rate would be positively impacted by the favorable resolution of income tax contingencies or reductions in valuation allowances of \$4 million, \$3 million, and \$11 million, respectively.

The amount of unrecognized income tax benefits may change in the next twelve months primarily due to activity in future reporting periods related to income tax positions taken during prior years. This change may be material; however, the impact of these unrecognized income tax benefits cannot be projected on the results of operations or financial position for future reporting periods due to the volatility of market and other factors.

The estimated liability for the potential payment of interest and penalties included in the liability for unrecognized income tax benefits was \$1 million as of December 31, 2012 and was not significant as of December 31, 2011.

As of December 31, 2012, foreign and state income tax filings were subject to examination for periods including and subsequent to 2007, dependent upon jurisdiction.

During the first quarter of 2011, the Company was notified by the Department of Treasury that the audit and review of the Company and its subsidiaries tax returns for the years ended December 31, 2006 through 2008 have concluded, indicating a no-change examination for those periods. The Company was also notified in the first quarter of 2011 that the Internal Revenue Service has reviewed and accepted as filed the return for the tax year ended December 31, 2009. The Company and its subsidiaries remain subject to examination by the IRS for the tax years ended December 31, 2010, 2011 and 2012.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****15. Credit Risk**

The Company is subject to the following forms of credit risk:

**Consumer credit risk** through mortgage banking activities as a result of originating and servicing residential mortgage loans

**Commercial credit risk** through fleet management and leasing activities

**Counterparty credit risk** through derivative transactions, sales agreements and various mortgage loan origination and servicing agreements

***Accounts Receivable***

Accounts receivable is primarily related to advances on mortgage loans serviced, trade accounts receivable from fleet management and leasing activities and receivables from loan production activities. The following table summarizes Accounts receivable, net:

	2012	December 31,		2011
		(In millions)		
Fleet management trade receivables	\$	426	\$	358
Mortgage servicing advances		293		247
Other		82		97
Accounts receivable, gross		801		702
Allowance for doubtful accounts		(4)		(2)
Accounts receivable, net	\$	797	\$	700

***Consumer Credit Risk***

The Company is not subject to the majority of the risks inherent in maintaining a mortgage loan portfolio because loans are not held for investment purposes and are generally sold to investors within 30 days of origination. The majority of mortgage loan sales are on a non-recourse

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basis; however, the Company has exposure in certain circumstances in its capacity as a loan originator and servicer to loan repurchases and indemnifications through representation and warranty provisions. Additionally, the Company has exposure through a reinsurance agreement that is inactive and in runoff.

The following tables summarize certain information regarding the total loan servicing portfolio, which includes loans associated with the capitalized Mortgage servicing rights as well as loans subserviced for others:

	2012	December 31, (In millions)	2011
<i>Loan Servicing Portfolio Composition</i>			
Owned	\$	142,930	\$ 150,315
Subserviced		40,800	32,072
Total	\$	183,730	\$ 182,387
Conventional loans	\$	149,432	\$ 145,885
Government loans		29,842	29,903
Home equity lines of credit		4,456	6,599
Total	\$	183,730	\$ 182,387
Weighted-average interest rate		4.3%	4.6%

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

	December 31,			
	2012			2011
	Number of Loans	Unpaid Balance	Number of Loans	Unpaid Balance
<i>Portfolio Delinquency</i> (1)				
30 days	2.45 %	1.93 %	2.24 %	1.83 %
60 days	0.64 %	0.52 %	0.60 %	0.51 %
90 or more days	0.80 %	0.70 %	0.98 %	0.95 %
Total	3.89 %	3.15 %	3.82 %	3.29 %
Foreclosure/real estate owned(2)	2.05 %	1.92 %	1.83 %	1.85 %

(1) Represents portfolio delinquencies as a percentage of the total number of loans and the total unpaid balance of the portfolio.

(2) As of December 31, 2012 and 2011, there were 17,329 and 15,689 of loans in foreclosure with an unpaid principal balance of \$3.0 billion and \$2.8 billion, respectively.

**Repurchase and Foreclosure-Related Reserves**

Representations and warranties are provided to investors and insurers on a significant portion of loans sold and are also assumed on purchased mortgage servicing rights. In the event of a breach of these representations and warranties, the Company may be required to repurchase the mortgage loan or indemnify the investor against loss. If there is no breach of a representation and warranty provision, there is no obligation to repurchase the loan or indemnify the investor against loss. In limited circumstances, the full risk of loss on loans sold is retained to the extent the liquidation of the underlying collateral is insufficient. In some instances where the Company has purchased loans from third parties, it may have the ability to recover the loss from the third party originator. Repurchase and foreclosure-related reserves are maintained for probable losses related to repurchase and indemnification obligations and for on-balance sheet loans in foreclosure and real estate owned.

A summary of the activity in repurchase and foreclosure-related reserves is as follows:

	Year Ended December 31,	
	2012	2011
	(In millions)	
Balance, beginning of period	\$ 127	\$ 111
Realized foreclosure losses	(136)	(82)
Increase in reserves due to:		
Changes in assumptions	182	80
New loan sales	18	18
Balance, end of period	\$ 191	\$ 127

Repurchase and foreclosure-related reserves consist of the following:

**Loan Repurchases and Indemnifications**

The maximum exposure to representation and warranty provisions exceeds the amount of loans in the servicing portfolio associated with capitalized mortgage servicing rights of \$140.4 billion; however, the maximum amount of losses cannot be estimated because the Company does not service all of the loans for which it has provided representations or warranties. As of December 31, 2012, approximately \$195 million of loans have been identified in which the Company has full risk of loss or has identified a breach of representation and warranty provisions; 12% of which were at least 90 days delinquent (calculated based upon the unpaid principal balance of the loans).

As of December 31, 2012 and 2011, liabilities for probable losses related to repurchase and indemnification obligations of \$140 million and \$95 million, respectively, are included in Other liabilities in the Consolidated Balance Sheets. In determining our liability, the Company considers both: (i) specific non-performing loans



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

that are currently in foreclosure where the Company believes it will be required to indemnify the investor for any losses and (ii) an estimate of probable future repurchase or indemnification obligations from breaches of representation and warranties. The liability related to specific non-performing loans is based on a loan-level analysis considering the current collateral value, estimated sales proceeds and selling costs. The liability related to probable future repurchase or indemnification obligations is segregated by year of origination and considers the amount of unresolved repurchase and indemnification requests and includes an estimate for future repurchase demands based upon recent and historical repurchase and indemnification experience, as well as the success rate in appealing repurchase requests and an estimated loss severity, based on current loss rates for similar loans.

The liability for loan repurchases and indemnifications represents the estimate of probable losses based on the best information available and requires the application of a significant level of judgment and the use of a number of assumptions. These assumptions include the estimated amount and timing of repurchase and indemnification requests, the expected success rate in defending against requests, and estimated loss severities on repurchases and indemnifications. The liability for loan repurchases and indemnifications does not reflect losses from litigation or governmental and regulatory examinations, investigations or inquiries. While the Company uses the best information available in estimating the liability, actual experience can vary significantly from the assumptions as the estimation process is inherently uncertain. Given the increased levels of repurchase requests and realized losses in recent periods, there is a reasonable possibility that future losses may be in excess of the recorded liability.

As of December 31, 2012, the estimated amount of reasonably possible losses in excess of the recorded liability was \$40 million. This estimate assumes that repurchase and indemnification requests remain at an elevated level through the year ended December 31, 2013, the success rate in defending against requests declines and loss severities remain at current levels. The Company's estimate of reasonably possible losses does not represent probable losses and is based upon significant judgments and assumptions which can be influenced by many factors, including: (i) home prices and the levels of home equity; (ii) the criteria used by investors in selecting loans to request; (iii) borrower delinquency patterns; and (iv) general economic conditions.

**Mortgage Loans in Foreclosure and Real Estate Owned**

Mortgage loans in foreclosure represent the unpaid principal balance of mortgage loans for which foreclosure proceedings have been initiated, plus recoverable advances made on those loans. These amounts are recorded net of an allowance for probable losses on such mortgage loans and related advances.

Real estate owned, which are acquired from mortgagors in default, are recorded at the lower of the adjusted carrying amount at the time the property is acquired or fair value. Fair value is determined based upon the estimated net realizable value of the underlying collateral less the estimated costs to sell.

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The carrying values of the mortgage loans in foreclosure and real estate owned were recorded within Other assets in the Consolidated Balance Sheets as follows:

	2012	December 31,		2011
		(In millions)		
Mortgage loans in foreclosure(1)	\$	148	\$	112
Allowance for probable losses		(28)		(19)
Mortgage loans in foreclosure, net	\$	120	\$	93
Real estate owned	\$	76	\$	51
Adjustment to estimated net realizable value		(23)		(13)
Real estate owned, net	\$	53	\$	38

(1) Includes \$65 million and \$62 million of recoverable advances as of December 31, 2012 and 2011, respectively.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Mortgage Reinsurance**

In 2012, the Company terminated one of its inactive reinsurance contracts. The termination of the agreement settled the liability and exposure to loss under that contract and as a result, \$37 million of the related restricted cash and investments held in trust to pay future losses were distributed to the primary mortgage insurer and \$24 million of previously restricted cash was released and distributed to the Company as unrestricted cash. During the year ended December 31, 2012, the termination resulted in a pre-tax loss of \$16 million which was recorded in Loan servicing income in the Consolidated Statements of Operations.

As of December 31, 2012, the Company has remaining exposure to consumer credit risk through losses from one contract with a primary mortgage insurance company that is inactive and in runoff. The exposure to losses through this reinsurance contract is based on mortgage loans pooled by year of origination.

The contractual reinsurance period for each pool was 10 years and the weighted-average reinsurance period was 3 years as of December 31, 2012. Loss rates on these pools are determined based on the unpaid principal balance of the underlying loans. The Company indemnifies the primary mortgage insurer for losses that fall between a stated minimum and maximum loss rate on each annual pool. In return for absorbing this loss exposure, the Company is contractually entitled to a portion of the insurance premium from the primary mortgage insurer.

The Company is required to hold cash and securities in trust related to this potential obligation, which was \$122 million, included in Restricted cash, cash equivalents and investments in the Consolidated Balance Sheets as of December 31, 2012. The amount of cash and securities held in trust is contractually specified in the reinsurance agreement and is based on the original risk assumed under the contract and the incurred losses to date.

As of December 31, 2012, \$33 million was included in Other liabilities in the Consolidated Balance Sheets for incurred and incurred but not reported losses associated with mortgage reinsurance activities (estimated on an undiscounted basis), which includes \$1 million of known unpaid reinsurance losses outstanding.

A summary of the activity in the liability for reinsurance losses is as follows:

	2012	Year Ended December 31, (In millions)	2011
Balance, beginning of period	\$	84	\$ 113

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Realized reinsurance losses(1)		(65)		(65)
Increase in liability for reinsurance losses		14		36
Balance, end of period	\$	33	\$	84

(1) Realized reinsurance losses for the year ended December 31, 2012 includes \$21 million related to the release of reserves associated with the termination of an inactive reinsurance agreement.

**Commercial Credit Risk**

The Company is exposed to commercial credit risk for its clients under the vehicle lease and fleet management service agreements. Such risk is managed through an evaluation of the financial position and creditworthiness of the client, which is performed on at least an annual basis. The lease agreements generally allow the Company to refuse any additional orders upon the occurrence of certain credit events; however, the obligation remains for all leased vehicle units under contract at that time. The fleet management service agreements can generally be terminated upon 30 days written notice. As of December 31, 2012 and 2011, there were no significant client concentrations related to vehicle leases or fleet management service agreements.

Vehicle leases are primarily classified as operating leases; however, certain leases are classified as direct financing leases and recorded within Net investment in fleet leases in the Consolidated Balance Sheets. During the years ended December 31, 2012 and 2011, the amount of direct financing leases sold were \$58 million and \$63 million, respectively.

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The following table summarizes the status of direct financing leases:

	2012	December 31, (In millions)	2011
Current amount	\$	73	\$ 64
30-59 days		12	
60-89 days		1	
Greater than 90 days(1)		5	16
Direct financing lease receivables, gross(2)		91	80
Allowance for credit losses			
Direct financing lease receivables, net	\$	91	\$ 80

(1) Includes \$5 million and \$16 million of leases that are still accruing interest as of December 31, 2012 and 2011, respectively.

(2) There were no direct financing leases on non-accrual status as of December 31, 2012 and 2011, respectively.

The status of direct financing leases presented in the table above is based on the most aged monthly lease billing of each lessee. Historical credit losses for receivables related to vehicle leasing and fleet management services have not been significant. Receivables are charged-off after leased vehicles have been disposed and final shortfall has been determined.

***Counterparty Credit Risk***

Counterparty credit risk exposure includes risk of non-performance by counterparties to various agreements and sales transactions. Such risk is managed by evaluating the financial position and creditworthiness of such counterparties and/or requiring collateral, typically cash, in derivative and financing transactions. The Company attempts to mitigate counterparty credit risk associated with derivative contracts by monitoring the amount for which it is at risk with each counterparty to such contracts, requiring collateral posting, typically cash, above established credit limits, periodically evaluating counterparty creditworthiness and financial position, and where possible, dispersing the risk among multiple counterparties.

As of December 31, 2012, there were no significant concentrations of credit risk with any individual counterparty or groups of counterparties with respect to derivative transactions. Concentrations of credit risk associated with receivables are considered minimal due to a diverse client base.

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During the year ended December 31, 2012, approximately 25% of mortgage loan originations were derived from our relationships with Realogy and its affiliates, and 27% were derived from Merrill Lynch Home Loans, a division of Bank of America, National Association.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**16. Commitments and Contingencies**

**LEGAL CONTINGENCIES**

The Company and its subsidiaries are defendants in various legal proceedings, which include private and civil litigation as well as government and regulatory examinations, investigations and inquiries or other requests for information. These matters are at varying procedural stages and primarily relate to contractual disputes and other commercial, employment and tax claims. The resolution of these various matters may result in adverse judgments, fines, penalties, injunctions and other relief against the Company as well as monetary payments or other agreements and obligations. Alternately, the Company may engage in settlement discussions on certain matters in order to avoid the additional costs of engaging in litigation.

Reserves are established for pending or threatened litigation, claims or assessments when it is probable that a loss has been incurred and the amount of such loss can be reasonably estimated. In light of the inherent uncertainties involved in litigation and other legal proceedings, it is not always possible to determine a reasonable estimate of the amount of a probable loss, and the Company may estimate a range of possible loss for consideration in its estimates. The estimates are based upon currently available information and involve significant judgment taking into account the varying stages and inherent uncertainties of such matters. Accordingly, the Company's estimates may change from time to time and such changes may be material to the consolidated financial results. Given the inherent uncertainties and status of the Company's outstanding legal proceedings, the range of reasonably possible loss cannot be estimated for all matters. For matters where the Company can estimate the range of losses, the aggregate estimated amount of reasonably possible losses in excess of the recorded liability was \$15 million as of December 31, 2012.

As of December 31, 2012, the Company's recorded reserves associated with legal and regulatory contingencies were not material. There can be no assurance; however, that the ultimate resolution of the Company's pending or threatened litigation, claims or assessments will not result in losses in excess of the Company's recorded reserves. As a result, the ultimate resolution of any particular legal matter, or matters, could be material to the Company's results of operations or cash flows for the period in which such matter is resolved.

The following are descriptions of the Company's significant legal and regulatory matters, which may involve loss contingencies.

*Contingencies Involving Mortgage Origination and Servicing Practices*

The Company has received inquiries and requests for information from regulators and attorneys general of certain states as well as from the Committee on Oversight and Government Reform of the U.S. House of Representatives and the U.S. Senate Judiciary Committee, requesting information as to the Company's mortgage origination and servicing practices, including its foreclosure processes and procedures. Specifically,

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the New Jersey Attorney General has conducted an investigation of the Company's servicing practices and has informed the Company that it believes that the Company has violated the New Jersey Consumer Fraud Act in connection with customer service and other matters related to loss mitigation activities for certain borrowers in the wake of the financial crisis. The Company has also undergone a regulatory examination by a multistate coalition of certain mortgage banking regulators and such regulators have alleged various violations of federal and state laws related to the Company's mortgage servicing practices prior to July 2011. The Company believes it has meritorious defenses to these various allegations. However, there can be no assurance that claims or litigation will not arise from these inquiries or similar inquiries by other governmental authorities or that fines or penalties will not be assessed against the Company in connection with these matters.

In addition to the increased regulatory focus on origination and servicing practices described above, Fannie Mae and Freddie Mac have also had a continued focus on foreclosure practices. They have assessed compensatory fees against the Company for failing to meet certain foreclosure timelines specified in their respective servicing guides. Although such compensatory fees have not been material to date, there can be no assurance that the assessment of any such compensatory fees will not be material to the Company's results in the future.



Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS***CFPB Investigation*

In January 2012, the Company was notified that the Bureau of Consumer Financial Protection (the CFPB) had opened an investigation to determine whether the Company's mortgage insurance premium ceding practices to captive reinsurers comply with the Real Estate Settlement Procedures Act and other laws enforced by the CFPB. The CFPB has requested certain related documents and information for review and has requested a response to written questions pursuant to a Civil Investigative Demand (the CID). In June 2012, the Company filed a petition to modify or withdraw the CID and in September 2012 the CFPB denied the Company's petition and the investigative demand is still ongoing. The Company has provided reinsurance services in exchange for premiums ceded and believes that it has complied with the Real Estate Settlement Procedures Act and other laws applicable to the Company's mortgage reinsurance activities. The Company did not provide reinsurance on loans originated after 2009.

*Lease and Purchase Commitments*

The Company is committed to making rental payments under noncancelable operating and capital leases related to various facilities and equipment. In addition, during the normal course of business, various commitments are made to purchase goods or services from specific suppliers, including those related to capital expenditures.

The following table summarizes the Company's commitments as of December 31, 2012:

	<b>Future Minimum Operating Lease Payments</b>	<b>Future Minimum Capital Lease Payments (In millions)</b>	<b>Purchase Commitments</b>
2013	\$ 21	\$ 6	\$ 156
2014	22	6	9
2015	22	1	2
2016	19		1
2017	16		
Thereafter	80		
<b>Total</b>	<b>\$ 180</b>	<b>\$ 13</b>	<b>\$ 168</b>

During the years ended December 31, 2012, 2011 and 2010, rental expense of \$25 million, \$24 million, and \$24 million, respectively, was recorded in Occupancy and other office expenses in the Consolidated Statements of Operations.

*Indemnification of Cendant*

In connection with our spin-off from Cendant Corporation (now known as Avis Budget Group, Inc.), the Company entered into a separation agreement with Cendant (the Separation Agreement), pursuant to which, the Company has agreed to indemnify Cendant for any losses (other than losses relating to taxes, indemnification for which is provided in the Amended Tax Sharing Agreement) that any party seeks to impose upon Cendant or its affiliates that relate to, arise or result from: (i) any of the Company's liabilities, including, among other things: (a) all liabilities reflected in the Company's pro forma balance sheet as of September 30, 2004 or that would be, or should have been, reflected in such balance sheet, (b) all liabilities relating to the Company's business whether before or after the date of the spin-off, (c) all liabilities that relate to, or arise from any performance guaranty of Avis Group Holdings, Inc. in connection with indebtedness issued by Chesapeake Funding LLC (which changed its name to Chesapeake Finance Holdings LLC effective March 7, 2006), (d) any liabilities relating to the Company's or its affiliates employees and (e) all liabilities that are expressly allocated to the Company or its affiliates, or which are not specifically assumed by Cendant or any of its affiliates, pursuant to the Separation Agreement or the Amended Tax Sharing Agreement; (ii) any breach by the Company or its affiliates of the Separation Agreement or the Amended Tax Sharing Agreement and (iii) any liabilities relating to information in the registration statement on Form 8-A filed with the SEC on January 18, 2005, the information statement filed by the Company as an exhibit to its Current

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Report on Form 8-K filed on January 19, 2005 (the January 19, 2005 Form 8-K ) or the investor presentation filed as an exhibit to the January 19, 2005 Form 8-K, other than portions thereof provided by Cendant.

There are no specific limitations on the maximum potential amount of future payments to be made under this indemnification, nor is the Company able to develop an estimate of the maximum potential amount of future payments to be made under this indemnification, if any, as the triggering events are not subject to predictability.

***Tax Contingencies***

During 2010, the IRS concluded its examination of Cendant's taxable years 2003 through 2006, and the material issues related to the Company's potential obligations to Cendant under the Tax Sharing Agreement were favorably resolved. As a result of the conclusion of the examination, the Company recorded an additional deferred tax asset of \$1 million, with a corresponding increase to Retained earnings.

***Off-Balance Sheet Arrangements and Guarantees***

In the ordinary course of business, numerous agreements are entered into that contain guarantees and indemnities where a third-party is indemnified for breaches of representations and warranties. Such guarantees or indemnifications are granted under various agreements, including those governing leases of real estate, access to credit facilities, use of derivatives and issuances of debt or equity securities. The guarantees or indemnifications issued are for the benefit of the buyers in sale agreements and sellers in purchase agreements, landlords in lease contracts, financial institutions in credit facility arrangements and derivative contracts and underwriters in debt or equity security issuances.

While some guarantees extend only for the duration of the underlying agreement, many survive the expiration of the term of the agreement or extend into perpetuity (unless subject to a legal statute of limitations). There are no specific limitations on the maximum potential amount of future payments that the Company could be required to make under these guarantees, and the maximum potential amount of future payments cannot be estimated. With respect to certain guarantees, such as indemnifications of landlords against third-party claims, insurance coverage is maintained that mitigates any potential payments.

Representations and warranties are provided to purchasers and insurers on a significant portion of loans sold and are assumed on purchased mortgage servicing rights. See further discussion in Note 15, Credit Risk .

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In connection with certain of Mortgage-asset-backed borrowing arrangements, we have entered into agreements to unconditionally and irrevocably guarantee payment on the obligations of our subsidiaries.

Committed mortgage gestation facilities are a component of the Company's financing arrangements. Certain gestation agreements are accounted for as sale transactions and result in mortgage loans and related debt that are not included in the Consolidated Balance Sheets. As of December 31, 2012, there were \$337 million of commitments available under off-balance sheet gestation facilities.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**17. Stock-Related Matters**

*Restrictions on Paying Dividends*

Many of the Company's subsidiaries (including certain consolidated partnerships, trusts and other non-corporate entities) are subject to restrictions on their ability to pay dividends or otherwise transfer funds to other consolidated subsidiaries and, ultimately, to PHH Corporation (the parent company). These restrictions are pursuant to the Revolving Credit facility, certain of the Company's asset-backed debt agreements and to regulatory restrictions applicable to the equity of the Company's reinsurance subsidiary. The aggregate restricted net assets of these subsidiaries totaled \$884 million as of December 31, 2012. These restrictions on net assets of certain subsidiaries, however, do not directly limit the ability to pay dividends from consolidated Retained earnings.

Certain of the Company's debt arrangements also require the maintenance of financial ratios and contain restrictive covenants applicable to consolidated financial statement elements, as well as restricted payment covenants that potentially could limit the ability to pay dividends.

Requirements of debt arrangements that could limit the ability to pay dividends include, but are not limited to:

§ Pursuant to the Revolving Credit Facility:

a) the Company may declare or pay any dividend only so long as the Company's corporate ratings are equal to or better than at least two of the following: Baa3 from Moody's Investors Service, BBB- from Standard & Poor's and BBB- from Fitch Ratings (in each case on stable outlook or better);

b) if the provisions of (a) are not met, the Company may declare or pay any dividend only so long as:

§ the Company is not in default under the Revolving Credit Facility; and

§ (i) the Convertible Notes due in 2014 have been repaid, prefunded, extended or refinanced; (ii) the aggregate unrestricted Cash and cash equivalents is at least \$50 million; and (iii) no amounts are borrowed under the Revolving Credit Facility and no more than \$35 million of letters of credit are outstanding.

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c) If the provisions of (a) and (b) are not met, the Company may declare or pay any dividend only with the written consent of the lenders representing more than 50% of the aggregate commitments under the Revolving Credit Facility.

§ Pursuant to the Senior Note indenture, the Company is restricted from paying dividends if, after giving effect to the dividend payment, the debt to tangible equity ratio exceeds 6 to 1 on the last day of each month.

As of December 31, 2012, the Company may not pay dividends without the written consent of the lenders of the Revolving Credit facility.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****18. Accumulated Other Comprehensive Income**

The after-tax components of Accumulated other comprehensive income (loss) were as follows:

	2012	December 31, (In millions)	2011
Currency translation adjustment	\$	36	\$ 31
Unrealized gains on available-for-sale securities, net of income taxes of \$0 and \$1		1	2
Pension adjustment, net of income tax benefit of \$(8) and \$(7)		(11)	(12)
Total	\$	26	\$ 21

All components of Accumulated other comprehensive income (loss) presented above are net of income taxes; however the currency translation adjustment presented above excludes income taxes on undistributed earnings of foreign subsidiaries, which are considered to be indefinitely invested.

There were no amounts of Accumulated other comprehensive income (loss) attributable to noncontrolling interests as of December 31, 2012 and 2011, or during the respective periods.

**19. Stock-Based Compensation**

The PHH Corporation Amended and Restated 2005 Equity and Incentive Plan (the Plan) governs awards of share based compensation. The plan allows awards in the form of stock options, restricted stock units (RSUs), stock appreciation rights, and other stock- or cash-based awards. Employees have been awarded stock options, service-based RSUs, performance-based RSUs and market-based RSUs to purchase shares of Common stock and performance-based restricted cash units to be settled in cash under the Plan. RSUs granted entitle employees to receive one share of PHH Common stock upon the vesting of each RSU. The aggregate number of shares of PHH Common stock issuable under the Plan is 11,050,000.

The stock option awards have a maximum contractual term of ten years from the grant date. Service-based stock awards generally vest upon the fulfillment of a service condition ratably over a period of up to five years from the grant date. Certain service-based stock awards provided for the possibility of accelerated vesting if certain performance criteria were achieved. Performance-based stock awards require the fulfillment of a service condition and the achievement of certain operating performance criteria and vest between two and three years from the grant date if both

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conditions are met. The performance criteria may also impact the number of awards that may vest. Market-based stock awards require the fulfillment of a service condition and the achievement of certain share price targets and vest three years from the grant date if both conditions are met. All outstanding and unvested stock options and RSUs have vesting conditions pursuant to a change in control.

In addition, RSUs are granted to non-employee Directors as part of their compensation for services rendered as members of the Company's Board of Directors. These RSUs vest immediately when granted. New shares of Common stock are issued to employees and Directors to satisfy the stock option exercise and RSU conversion obligations.

Compensation cost for service-based stock awards is generally recognized on a straight-line basis over the requisite service period, subject to ratable recognition of compensation cost for the portion of the award for which it is probable that the performance criteria will be achieved. Compensation cost for performance-based stock awards is recognized over the requisite service period for the portion of the award for which it is probable that the performance condition will be achieved. Compensation cost for market-based stock awards is recognized over the requisite service period, regardless if the market condition is met. Compensation cost for performance-based restricted cash units is recognized ratably over the service period when it is determined that the achievement of the targets is deemed probable. Compensation cost is recognized net of estimated forfeitures.



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The following table summarizes expense recognized related to stock-based compensation arrangements:

	2012	Year Ended December 31, 2011 (In millions)		2010
Stock-based compensation expense	\$ 6	\$ 7		\$ 7
Income tax benefit related to stock-based compensation expense	(2)	(3)		(2)
Stock-based compensation expense, net of income taxes	\$ 4	\$ 4		\$ 5

As of December 31, 2012, there was \$14 million of total unrecognized compensation cost related to outstanding and unvested stock options and RSUs, of which \$7 million would be recognized upon a change in control. As of December 31, 2012, there was \$13 million of unrecognized compensation cost related to outstanding and unvested stock options and RSUs that are expected to vest and be recognized over a weighted-average period of 2.2 years.

**Stock Options**

The following table summarizes stock option activity for the year ended December 31, 2012:

	Number of Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In millions)
<b>Performance-Based Stock Options</b>				
Outstanding at January 1, 2012	11,480	\$ 21.16		
Forfeited or expired	(7,919)	21.16		
Outstanding at December 31, 2012	3,561	\$ 21.16	1.3	\$
Exercisable at December 31, 2012	3,561	\$ 21.16	1.3	\$
Stock options vested and expected to vest	3,561	\$ 21.16	1.3	\$
<b>Service-Based Stock Options</b>				
Outstanding at January 1, 2012	1,642,616	\$ 18.67		
Granted	989,436	17.09		
Exercised	(323,131)	16.59		
Forfeited or expired	(493,744)	18.77		
Outstanding at December 31, 2012	1,815,177	\$ 18.15	7.5	\$ 8
Exercisable at December 31, 2012	559,375	\$ 19.46	4.1	\$ 2
Stock options vested and expected to vest	1,770,981	\$ 18.10	7.5	\$ 7

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Generally, options are granted with exercise prices at the fair market value of the Company's shares of Common stock, which is considered equal to the closing share price on the date of grant.

The weighted-average grant-date fair value per stock option for awards granted during the years ended December 31, 2012, 2011 and 2010 was \$8.68, \$7.93 and \$10.51, respectively. The weighted-average grant-date fair value of stock options was estimated using the Black-Scholes option valuation model with the following assumptions:

	Year Ended December 31,		
	2012	2011	2010
Expected life (in years)	6.5	5.9	2.7
Risk-free interest rate	1.10 %	1.40 %	0.90 %
Expected volatility	51.7 %	51.3 %	40.5 %
Dividend yield			

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The expected life of the stock options is estimated based on their vesting and contractual terms. The risk-free interest rate reflected the yield on zero-coupon Treasury securities with a term approximating the expected life of the stock options. The expected volatility was based on the historical volatility of the Company's Common stock.

The intrinsic value of options exercised was \$2 million and \$3 million during the years ended December 31, 2012 and 2010, respectively. The amount was not significant during the year ended December 31, 2011.

**Restricted Stock Units**

The following tables summarize restricted stock unit activity for the year ended December 31, 2012:

	Number of RSUs(1)		Weighted- Average Grant- Date Fair Value
<b><i>Performance-Based &amp; Market-Based RSUs</i></b>			
Outstanding at January 1, 2012	305,844	\$	14.63
Granted	502,453		6.69
Converted	(204,997)		13.79
Forfeited	(46,487)		16.34
Outstanding at December 31, 2012	556,813	\$	7.63
RSUs expected to be converted into shares of Common stock	534,411	\$	7.56
<b><i>Service-Based RSUs</i></b>			
Outstanding at January 1, 2012	613,535	\$	16.69
Granted(2)	77,840		18.61
Converted	(199,151)		16.44
Forfeited	(60,193)		17.31
Outstanding at December 31, 2012	432,031	\$	17.06
RSUs expected to be converted into shares of Common stock	412,090	\$	17.13

(1) The performance criteria impact the number of awards that may vest. The number of RSUs related to these performance-based awards represents the expected number to be earned.

(2) Includes 65,940 RSUs earned by non-employee Directors for services rendered as members of the Board of Directors.

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In 2012, certain executives were awarded RSUs with market-based vesting conditions. The weighted-average grant-date fair value per market-based RSU for awards granted during the year ended December 31, 2012 was \$6.69. The weighted-average grant-date fair value of these market-based RSUs was estimated using the Monte Carlo valuation model with the following assumptions:

	<b>Year Ended</b>	
	<b>December 31, 2012</b>	
Grant date stock price	\$	17.09
Risk-free interest rate		0.40 %
Expected volatility		42.8 %
Dividend yield		

The risk-free interest rate reflected the yield on zero-coupon Treasury securities with a term approximating the expected life of the RSUs. The expected volatility was based on historical volatility of the Company's Common stock.

The total fair value of RSUs converted into shares of Common stock during the years ended December 31, 2012, 2011 and 2010 was \$5 million, \$9 million and \$10 million, respectively.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**20. Fair Value Measurements**

The Company updates the valuation of each instrument recorded at fair value on a quarterly basis, evaluating all available observable information which may include current market prices or bids, recent trade activity, changes in the levels of market activity and benchmarking of industry data. The assessment also includes consideration of identifying the valuation approach that would be used currently by market participants. If it is determined that a change in valuation technique or its application is appropriate, or if there are other changes in availability of observable data or market activity, the current methodology will be analyzed to determine if a transfer between levels of the valuation hierarchy is appropriate. Such reclassifications are reported as transfers into or out of a level as of the beginning of the quarter that the change occurs.

The incorporation of counterparty credit risk did not have a significant impact on the valuation of assets and liabilities recorded at fair value as of December 31, 2012 or 2011.

**Recurring Fair Value Measurements**

A discussion of the measurement of fair value for the assets and liabilities measured on a recurring basis are as follows:

**Restricted Investments.** Restricted investments are classified within Level Two of the valuation hierarchy. Restricted investments represent certain high credit quality debt securities, including Corporate securities, Agency securities and Government securities, that are classified as available-for-sale and held in trust for the capital fund requirements of and potential claims related to mortgage reinsurance. The fair value of restricted investments is estimated using current broker prices from multiple pricing sources. Significant assumptions impacting the valuation of these instruments include interest rates and the levels of credit risk. See Note 3, Restricted Cash, Cash Equivalents and Investments for additional information.

**Mortgage Loans Held for Sale.** The Company elected to record Mortgage loans held for sale ( MLHS ) at fair value. This election is intended to both better reflect the underlying economics and eliminate the operational complexities of risk management activities related to MLHS and hedge accounting requirements.

For Level Two MLHS, fair value is estimated through a market approach by using either: (i) the fair value of securities backed by similar mortgage loans, adjusted for certain factors to approximate the fair value of a whole mortgage loan, including the value attributable to servicing rights and credit risk, (ii) current commitments to purchase loans or (iii) recent observable market trades for similar loans, adjusted for credit risk and other individual loan characteristics. The Agency mortgage-backed security market is a highly liquid and active secondary market for

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conforming conventional loans whereby quoted prices exist for securities at the pass-through level, which are published on a regular basis. The Company has the ability to access this market and it is the market into which conforming mortgage loans are typically sold.

During the year ended December 31, 2012, certain Scratch and Dent ( S&D ) loans (as defined below), were transferred from Level Two to Level Three of the valuation hierarchy based on the lack of available observable market-based inputs. Despite the consistency seen in the volume of trades of S&D loans, the type of demand for specific collateral has become more unique to investors in late 2012. The S&D population is primarily valued using internally-developed models based on characteristics of the respective loan populations.

As of December 31, 2012, Level Three MLHS include second lien and Scratch and Dent loans and are valued using a collateral based valuation model and a discounted cash flow model.

During the year ended December 31, 2011, certain Scratch and Dent, and non-conforming loans were transferred from Level Three to Level Two of the valuation hierarchy based on an increase in the availability of market data and increased trading activity, as well as an increase in the number of observable market participants and the number of non-distressed transactions. In addition, during the year ended December 31, 2011, construction loans were transferred from Level Three to Level Two of the valuation hierarchy based on a change in the valuation approach to a collateral based valuation using Level Two inputs. The change in valuation approach was made because the remaining population of construction loans consisted primarily of delinquent loans.

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As of December 31, 2011, Level Three MLHS include second lien and second lien Scratch and Dent loans and are valued using a discounted cash flow model.

The following table reflects the difference between the carrying amounts of Mortgage loans held for sale measured at fair value, and the aggregate unpaid principal amount that the Company is contractually entitled to receive at maturity:

	December 31, 2012		December 31, 2011	
	Total	Loans 90 days or more past due and on non-accrual status	Total	Loans 90 days or more past due and on non-accrual status
(In millions)				
<i>Mortgage loans held for sale:</i>				
Carrying amount	\$ 2,174	\$ 17	\$ 2,658	\$ 23
Aggregate unpaid principal balance	2,126	25	2,592	34
Difference	\$ 48	\$ (8)	\$ 66	\$ (11)

The following table summarizes the components of Mortgage loans held for sale:

	December 31,	
	2012	2011
(In millions)		
<i>First mortgages:</i>		
Conforming (1)	\$ 1,966	\$ 2,483
Non-conforming	143	109
Construction loans		4
Total first mortgages	2,109	2,596
Second lien	8	10
Scratch and Dent (2)	56	50
Other	1	2
Total	\$ 2,174	\$ 2,658

(1) Represents mortgage loans that conform to the standards of the government-sponsored entities.

(2) Represents mortgage loans with origination flaws or performance issues.

**Derivative Instruments.** Derivative instruments are classified within Level Two and Level Three of the valuation hierarchy. See Note 6, Derivatives for additional information regarding derivative instruments.

**Interest Rate Lock Commitments:** Interest rate lock commitments ( IRLCs ) are classified within Level Three of the valuation hierarchy. IRLCs represent an agreement to extend credit to a mortgage loan applicant, or an agreement to purchase a loan from a third-party originator, whereby the interest rate on the loan is set prior to funding. The fair value of IRLCs is based upon the estimated fair value of the underlying mortgage loan, including the expected net future cash flows related to servicing the mortgage loan, adjusted for: (i) estimated costs to complete and originate the loan and (ii) an adjustment to reflect the estimated percentage of IRLCs that will result in a closed mortgage loan under the original terms of the agreement (or pullthrough ).

The average pullthrough percentage used in measuring the fair value of IRLCs as of December 31, 2012 and 2011, was 74%. The pullthrough percentage is considered a significant unobservable input and is estimated based on changes in pricing and actual borrower behavior using a historical analysis of loan closing and fallout data. Actual loan pullthrough is compared to the modeled estimates in order to evaluate this assumption each period based on current trends. Generally, a change in interest rates is accompanied by a directionally opposite change in the assumption used for the pullthrough percentage, and the impact to fair value of a change in pullthrough would be partially offset by the related change in price.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Forward Delivery Commitments:** Forward delivery commitments are classified within Level Two of the valuation hierarchy. Forward delivery commitments fix the forward sales price that will be realized upon the sale of mortgage loans into the secondary market. The fair value of forward delivery commitments is primarily based upon the current agency mortgage-backed security market to-be-announced pricing specific to the loan program, delivery coupon and delivery date of the trade. Best efforts sales commitments are also entered into for certain loans at the time the borrower commitment is made. These best efforts sales commitments are valued using the committed price to the counterparty against the current market price of the interest rate lock commitment or mortgage loan held for sale.

**Option Contracts:** Option contracts are classified within Level Two of the valuation hierarchy. Option contracts represent the rights to buy or sell mortgage-backed securities at specified prices in the future. The fair value of option contracts is based upon the underlying current to be announced pricing of the agency mortgage-backed security market, and a market-based volatility.

**MSR-Related Agreements:** MSR-related agreements are classified within Level Two of the valuation hierarchy. MSR-related agreements represent a combination of derivatives used to offset possible adverse changes in the fair value of MSRs, which may include options on swap contracts and interest rate swap contracts. The fair value of MSR-related agreements is determined using quoted prices for similar instruments.

**Interest Rate Contracts:** Interest rate contracts are classified within Level Two of the valuation hierarchy. Interest rate contracts represent interest rate cap and swap agreements which are used to mitigate the impact of increases in short-term interest rates on variable-rate debt used to fund fixed-rate leases. The fair value of interest rate contracts is based upon projected short term interest rates and a market-based volatility.

**Convertible Note-Related Agreements:** Derivative instruments related to the Convertible notes due in 2014 include conversion options and purchased options. Convertible note-related agreements are classified within Level Three of the valuation hierarchy due to the inactive, illiquid market for the agreements. The fair value of the conversion option and purchased options is determined using an option pricing model and is primarily impacted by changes in the market price and volatility of the Company's Common stock. The convertible notes and related purchased options and conversion option are further discussed in Note 12, Debt and Borrowing Arrangements.

**Foreign Exchange Contracts:** Foreign exchange contracts are classified within Level Two of the valuation hierarchy. Foreign exchange contracts are used to mitigate the exchange risk associated with Canadian dollar denominated lease assets collateralizing U.S. dollar denominated borrowings. The fair value of foreign exchange contracts is determined using current exchange rates. As of December 31, 2012 and 2011, the Company did not hold any foreign exchange contracts.

**Mortgage Servicing Rights.** Mortgage servicing rights (MSRs) are classified within Level Three of the valuation hierarchy due to the use of significant unobservable inputs and the inactive market for such assets.

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The fair value of MSRs is estimated based upon projections of expected future cash flows considering prepayment estimates (developed using a model described below), the Company's historical prepayment rates, portfolio characteristics, interest rates based on interest rate yield curves, implied volatility and other economic factors. A probability weighted option adjusted spread ( OAS ) model generates and discounts cash flows for the MSR valuation. The OAS model generates numerous interest rate paths, then calculates the MSR cash flow at each monthly point for each interest rate path and discounts those cash flows back to the current period. The MSR value is determined by averaging the discounted cash flows from each of the interest rate paths. The interest rate paths are generated with a random distribution centered around implied forward interest rates, which are determined from the interest rate yield curve at any given point of time.

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A key assumption in the estimate of the fair value of MSRs is forecasted prepayments. A third-party model is used as a basis to forecast prepayment rates at each monthly point for each interest rate path in the OAS model. Prepayment rates used in the development of expected future cash flows are based on historical observations of prepayment behavior in similar periods, comparing current mortgage interest rates to the mortgage interest rates in the servicing portfolio, and incorporates loan characteristics (e.g., loan type and note rate) and factors such as recent prepayment experience, the relative sensitivity of the capitalized loan servicing portfolio to refinance if interest rates decline and estimated levels of home equity. On a quarterly basis, assumptions used in estimating fair value are validated against a number of third-party sources, which may include peer surveys, MSR broker surveys, third-party valuations and other market-based sources.

The following summarizes certain information regarding the initial and ending capitalization rate of MSRs:

	Year Ended December 31,			
	2012	%	2011	%
Initial capitalization rate of additions to MSRs	0.98	%	1.33	%
	December 31,			
	2012	%	2011	%
Capitalization servicing rate	0.73	%	0.82	%
Capitalization servicing multiple	2.4		2.7	
Weighted-average servicing fee (in basis points)	30		31	

The significant assumptions used in estimating the fair value of MSRs were as follows (in annual rates):

	December 31,			
	2012	%	2011	%
Weighted-average prepayment speed (CPR)	17	%	18	%
Option adjusted spread, in basis points	1,013		857	
Weighted-average delinquency rate	6.8	%	n/a	

The following table summarizes the estimated change in the fair value of MSRs from adverse changes in the significant assumptions:

	Weighted-Average Prepayment Speed	December 31, 2012		Weighted-Average Delinquency Rate
		Option Adjusted Spread (In millions)		
Impact on fair value of 10% adverse change	\$ (67)	\$ (39)	\$ (17)	

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Impact on fair value of 20% adverse change	(128)	(76)	(34)
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These sensitivities are hypothetical and presented for illustrative purposes only. Changes in fair value based on a 10% variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, this analysis does not assume any impact resulting from management's intervention to mitigate these variations.

The effect of a variation in a particular assumption is calculated without changing any other assumption and the assumptions used in valuing the MSR are independently aggregated. Although there are certain inter-relationships among the various key assumptions noted above, changes in one of the significant assumptions would not independently drive changes in the others. The prepayment speed assumptions are highly dependent upon interest rates, which drive borrowers' propensity to refinance; however, there are other factors that can influence borrower refinance activity. These factors include housing prices, the levels of home equity, underwriting standards and loan product characteristics. The option adjusted spread is a measure of the risk in valuing the MSR, considering all other market-based assumptions. The weighted average delinquency rate is based on the current and projected credit characteristics of the capitalized servicing portfolio and is dependent on economic conditions, home equity and delinquency and default patterns.

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**Securitized Mortgage Loans and Securitization Debt Certificates.** Securitized mortgage loans and securitization debt certificates are classified within Level Three of the valuation hierarchy. These instruments represent loans securitized and the related senior securitization certificates payable to third-parties through a securitization trust that is consolidated as a variable interest entity. The fair values of these instruments are estimated using discounted cash flow models. As discussed in Note 21, Variable Interest Entities, the Company sold the residual interests in 2012, and the related assets and liabilities were deconsolidated.

Assets and liabilities measured at fair value on a recurring basis were included in the Consolidated Balance Sheets as follows:

	<b>December 31, 2012</b>				
	<b>Level One</b>	<b>Level Two</b>	<b>Level Three (In millions)</b>	<b>Cash Collateral and Netting</b>	<b>Total</b>
<b>ASSETS</b>					
Restricted investments	\$	\$	121	\$	\$ 121
Mortgage loans held for sale		2,110	64		2,174
Mortgage servicing rights			1,022		1,022
Other assets Derivative assets:					
Interest rate lock commitments			140		140
Forward delivery commitments		15		(7)	8
Option contracts		2			2
MSR-related agreements		5		(5)	
Interest rate contracts		1			1
Convertible note-related agreements			27		27
<b>LIABILITIES</b>					
Other liabilities Derivative liabilities:					
Interest rate lock commitments	\$	\$	\$ 1	\$	\$ 1
Forward delivery commitments		19		(13)	6
MSR-related agreements				5	5
Convertible note-related agreements			27		27

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	December 31, 2011				Total
	Level One	Level Two	Level Three (In millions)	Cash Collateral and Netting	
<b>ASSETS</b>					
Restricted investments	\$	\$ 226	\$	\$	\$ 226
Mortgage loans held for sale		2,641	17		2,658
Mortgage servicing rights			1,209		1,209
Other assets					
Derivative assets:					
Interest rate lock commitments			184		184
Forward delivery commitments		38		(32)	6
Option contracts		2			2
MSR-related agreements		6		(6)	
Interest rate contracts		1			1
Convertible note-related agreements			4		4
Securitized mortgage loans			28		28
<b>LIABILITIES</b>					
Debt:					
Mortgage loan securitization debt certificates	\$	\$	\$ 21	\$	\$ 21
Other liabilities					
Derivative liabilities:					
Forward delivery commitments		127		(86)	41
Interest rate contracts		1			1
Convertible note-related agreements			4		4

	Year Ended December 31, 2012					
	Mortgage loans held for sale	Mortgage servicing rights	Interest rate lock commitments, net	Investment securities	Securitized mortgage loans	Mortgage loan securitization debt certificates
	(In millions)					
Balance, beginning of period	\$ 17	\$ 1,209	\$ 184	\$	\$ 28	\$ 21
Realized and unrealized (losses) gains	(10)	(497)	1,461	(2)		
Purchases	36					
Issuances	8	310				
Settlements	(40)		(1,506)	(5)		
Transfers into Level Three	67					
Transfers out of Level Three	(14)					
Deconsolidation of entity(1)				7	(28)	(21)
Balance, end of period	\$ 64	\$ 1,022	\$ 139	\$ 7	\$ (28)	\$ (21)

(1) In 2012, the Company sold its investment in the subordinated debt and residual interests of a Mortgage loan securitization trust that had been consolidated as a variable interest entity.



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended December 31, 2011				
	Mortgage loans held for sale	Mortgage servicing rights	Interest rate lock commitments, net (In millions)	Securitized mortgage loans	Mortgage loan securitization debt certificates
Balance, beginning of period	\$ 172	\$ 1,442	\$ (4)	\$ 42	\$ 30
Realized and unrealized gains (losses) for assets	(12)	(733)	1,353	(1)	
Realized and unrealized losses for liabilities					2
Purchases	25	1			
Issuances	310	499			
Settlements	(307)		(1,165)	(13)	(11)
Transfers into Level Three	84				
Transfers out of Level Three	(255)				
Balance, end of period	\$ 17	\$ 1,209	\$ 184	\$ 28	\$ 21

Transfers into Level Three generally represent mortgage loans held for sale with performance issues, origination flaws or other characteristics that impact their salability in active secondary market transactions. Transfers out of Level Three generally represent mortgage loans held for sale with corrected performance issues or origination flaws or loans that were foreclosed upon. Mortgage loans in foreclosure are measured at fair value on a non-recurring basis.

For the year ended December 31, 2012, Transfers into Level Three represent the transfer of certain mortgage loans from Level Two based on the lack of available observable market-based inputs.

Realized and unrealized gains (losses) related to assets and liabilities classified within Level Three of the valuation hierarchy were included in the Consolidated Statements of Operations as follows:

	Year Ended December 31,	
	2012	2011
	(In millions)	
<i>Gain on mortgage loans, net:</i>		
Mortgage loans held for sale	\$ (13)	\$ (19)
Interest rate lock commitments	1,461	1,353
<i>Change in fair value of mortgage servicing rights:</i>		
Mortgage servicing rights	(497)	(733)
<i>Mortgage interest income:</i>		
Mortgage loans held for sale	3	7
Securitized mortgage loans		5
<i>Mortgage interest expense:</i>		
Mortgage securitization debt certificates		(5)



*Other income:*

Securitized mortgage loans	(6)
Mortgage securitization debt certificates	3

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Unrealized gains (losses) included in the Consolidated Statement of Operations related to assets and liabilities classified within Level Three of the valuation hierarchy that are included in the Consolidated Balance Sheets were as follows:

	Year Ended December 31,	
	2012	2011
	(In millions)	
Gain on mortgage loans, net	\$ 124	\$ 181
Change in fair value of mortgage servicing rights	(223)	(510)
Other income		(3)

**Fair Value of Other Financial Instruments**

As of December 31, 2012 and 2011, all financial instruments were either recorded at fair value or the carrying value approximated fair value, with the exception of Debt and derivative instruments included in Total PHH Corporation stockholders' equity. For financial instruments that were not recorded at fair value, such as Cash and cash equivalents and Restricted cash and cash equivalents, the carrying value approximates fair value due to the short-term nature of such instruments. These financial instruments are classified within Level One of the valuation hierarchy.

**Debt.** As of December 31, 2012 and 2011, the total fair value of Debt was \$7.0 billion and \$6.8 billion, respectively, and substantially all of the debt is measured using Level Two inputs. For Level Two Debt as of December 31, 2012, fair value was estimated using the following valuation techniques: (i) \$3.0 billion was measured using a market based approach, considering the current market pricing of recent trades for similar instruments or the current expected ask price for the Company's debt instruments; (ii) \$2.5 billion was measured using observable spreads and terms for recent pricing of similar instruments; and (iii) \$1.5 billion was measured using a discounted cash flow model incorporating assumptions based on current market information available for similar debt instruments.

**Non-Recurring Fair Value Measurements**

**Other Assets.** Other assets that are evaluated for impairment using fair value measurements on a non-recurring basis consists of mortgage loans in foreclosure and real estate owned ( REO ). The evaluation of impairment reflects an estimate of losses currently incurred at the balance sheet date, which will likely not be recoverable from guarantors, insurers or investors. The impairment of mortgage loans in foreclosure, which represents the unpaid principal balance of mortgage loans for which foreclosure proceedings have been initiated, plus recoverable advances on those loans, is based on the fair value of the underlying collateral, determined on a loan level basis, less costs to sell. Fair value of the collateral is estimated by considering appraisals and broker price opinions, which are updated on a periodic basis to reflect current housing market conditions. REO, which are acquired from mortgagors in default, are recorded at the lower of adjusted carrying amount at the time the property is acquired or fair value of the property, less estimated costs to sell. Fair value of REO is estimated using appraisals and broker price opinions, which are updated on a periodic basis to reflect current housing market conditions.

The allowance for probable losses associated with mortgage loans in foreclosure and the adjustment to record REO at their estimated net realizable value were based upon fair value measurements from Level Three of the valuation hierarchy. During the years ended December 31, 2012 and 2011, total repurchase and foreclosure-related charges of \$182 million and \$80 million, respectively, were recorded in Other operating expenses, which include changes in the estimate of losses related to off-balance sheet exposure to loan repurchases and indemnifications in addition to the provision for valuation adjustments for mortgage loans in foreclosure and REO. See Note 15, *Credit Risk* for further discussion regarding the balances of mortgage loans in foreclosure, REO, and the off-balance sheet exposure to loan repurchases and indemnifications.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****21. Variable Interest Entities**

The Company determines whether an entity is a variable interest entity ( VIE ) and whether it is the primary beneficiary at the date of initial involvement with the entity. The Company reassesses whether it is the primary beneficiary of a VIE upon certain events that affect the VIE 's equity investment at risk and upon certain changes in the VIE 's activities. The purposes and activities of the VIE are considered in determining whether the Company is the primary beneficiary, including the variability and related risks the VIE incurs and transfers to other entities and their related parties. Based on these factors, a qualitative assessment is made and, if inconclusive, a quantitative assessment of whether it would absorb a majority of the VIE 's expected losses or receive a majority of the VIE 's expected residual returns. If the Company determines that it is the primary beneficiary of the VIE, the VIE is consolidated within the Consolidated Financial Statements.

The Company 's involvement in variable interest entities primarily relate to PHH Home Loans, a joint venture with Realogy Corporation, fleet vehicle financing activities and a mortgage securitization trust. The activities of significant variable interest entities are more fully described below.

Assets and liabilities of significant consolidated variable interest entities are included in the Consolidated Balance Sheets as follows:

	PHH Home Loans	December 31, 2012 Chesapeake and D.L. Peterson Trust (In millions)	FLRT and PHH Lease Receivables LP
<b>ASSETS</b>			
Cash	\$ 59	\$ 2	\$
Restricted cash(1)	4	186	59
Mortgage loans held for sale	716		
Accounts receivable, net	17	73	
Net investment in fleet leases		2,856	675
Property, plant and equipment, net	2		
Other assets	20	12	7
<b>Total assets</b>	<b>\$ 818</b>	<b>\$ 3,129</b>	<b>\$ 741</b>
Assets held as collateral(2)	\$ 691	\$ 3,114	\$ 731
<b>LIABILITIES</b>			
Accounts payable and accrued expenses	\$ 25	\$ 2	\$ 8
Debt	629	2,771	662
Other liabilities	13		
<b>Total liabilities(3)</b>	<b>\$ 667</b>	<b>\$ 2,773</b>	<b>\$ 670</b>

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

	December 31, 2011			
	PHH Home Loans	Chesapeake and D.L. Peterson Trust	FLRT and PHH Lease Receivables LP	Mortgage Securitization Trust
	(In millions)			
<b>ASSETS</b>				
Cash	\$ 52	\$ 2	\$	\$
Restricted cash(1)	2	262	49	
Mortgage loans held for sale	476			
Accounts receivable, net	21	58		
Net investment in fleet leases		2,818	572	
Property, plant and equipment, net	1			
Other assets	18	8	12	28
<b>Total assets</b>	<b>\$ 570</b>	<b>\$ 3,148</b>	<b>\$ 633</b>	<b>\$ 28</b>
Assets held as collateral(2)	\$ 463	\$ 3,138	\$ 610	\$
<b>LIABILITIES</b>				
Accounts payable and accrued expenses	\$ 21	\$ 2	\$ 13	\$
Debt	434	2,549	538	21
Other liabilities	9			
<b>Total liabilities(3)</b>	<b>\$ 464</b>	<b>\$ 2,551</b>	<b>\$ 551</b>	<b>\$ 21</b>

- (1) Represents amounts specifically designated to purchase assets, repay debt and/or provide over-collateralization related to vehicle management asset-backed debt arrangements.
- (2) Represents amounts not available to pay the Company's general obligations. See Note 12, "Debt and Borrowing Arrangements" for further information.
- (3) Excludes intercompany payables.

In addition to the assets and liabilities of significant variable interest entities that were consolidated as outlined above, the Company had the following involvement with these entities as of and for the year ended December 31:

	2012		Net income (loss)(1) 2011		2010
	(In millions)		(In millions)		
PHH Home Loans	\$	111	\$	46	\$ 46
Chesapeake and D.L. Peterson Trust		58		53	40
FLRT and PHH Lease Receivables LP		11		7	(3)
Mortgage Securitization Trust (2)				(3)	3

	PHH Corporation Investment(3)		Intercompany receivable (payable)(3)	
	2012	2011	2012	2011
	(In millions)			
PHH Home Loans	\$ 57	\$ 57	\$ 22	\$ 14
Chesapeake and D.L. Peterson Trust	766	761	(238)	27

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FLRT and PHH Lease Receivables LP	107	96	(36)	(14)
Mortgage Securitization Trust		7		

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- (1) Includes adjustments for the elimination of intercompany transactions.
- (2) In 2012, the Company sold its investment in the subordinated debt and residual interest of a Mortgage loan securitization trust that had been consolidated as a variable interest entity.
- (3) Amounts are eliminated in the Consolidated Balance Sheets.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

***PHH Home Loans***

The Company owns 50.1% of PHH Home Loans and Realogy Corporation owns the remaining 49.9%. The operations of PHH Home Loans are governed by the PHH Home Loans Operating Agreement. PHH Home Loans was formed for the purpose of originating and selling mortgage loans primarily sourced through Realogy's owned real estate brokerage business, NRT, and corporate relocation business, Cartus. All loans originated by PHH Home Loans are sold to PHH Mortgage or to unaffiliated third-party investors at arm's-length terms. The PHH Home Loans Operating Agreement provides that at least 15% of the total loans originated by PHH Home Loans are sold to unaffiliated third party investors. PHH Home Loans does not hold any mortgage loans for investment purposes or retain mortgage servicing rights for any loans it originates.

During the years ended December 31, 2012, 2011 and 2010, PHH Home Loans originated residential mortgage loans of \$12.1 billion, \$9.6 billion and \$10.5 billion, respectively, and PHH Home Loans brokered or sold \$6.0 billion, \$6.2 billion and \$7.9 billion, respectively, of mortgage loans to the Company under the terms of a loan purchase agreement. For the year ended December 31, 2012, approximately 25% of the mortgage loans originated by the Company were derived from Realogy Corporation's affiliates, of which approximately 87% were originated by PHH Home Loans. As of December 31, 2012, the Company had outstanding commitments to purchase or fund \$739 million of mortgage loans and lock commitments expected to result in closed mortgage loans from PHH Home Loans.

The Company manages PHH Home Loans through its subsidiary, PHH Broker Partner, with the exception of certain specified actions that are subject to approval by Realogy through PHH Home Loans' board of advisors, which consists of representatives of Realogy and the Company. The board of advisors has no managerial authority, and its primary purpose is to provide a means for Realogy to exercise its approval rights over those specified actions of PHH Home Loans for which Realogy's approval is required. PHH Mortgage operates under a Management Services Agreement with PHH Home Loans, pursuant to which PHH Mortgage provides certain mortgage origination processing and administrative services for PHH Home Loans. In exchange for such services, PHH Home Loans pays PHH Mortgage a fee per service and a fee per loan, subject to a minimum amount.

PHH Home Loans is financed through equity contributions, sales of mortgage loans to PHH Mortgage and other investors, and secured and unsecured subordinated indebtedness. The Company did not make any capital contributions to support the operations of PHH Home Loans during the years ended December 31, 2012, 2011 and 2010. The Company maintains an unsecured subordinated Intercompany Line of Credit with PHH Home Loans with \$60 million in available capacity as of December 31, 2012. This indebtedness is not collateralized by the assets of PHH Home Loans. The Company has extended the subordinated financing to increase PHH Home Loans' capacity to fund mortgage loans and to support certain covenants of the entity. There were no borrowings outstanding under this Intercompany Line of Credit as of December 31, 2012 or 2011.

Subject to certain regulatory and financial covenant requirements, net income generated by PHH Home Loans is distributed quarterly to its members pro rata based upon their respective ownership interests. PHH Home Loans may also require additional capital contributions from the Company and Realogy under the terms of the Operating Agreement if it is required to meet minimum regulatory capital and reserve requirements imposed by any governmental authority or any creditor of PHH Home Loans or its subsidiaries. Distributions received from PHH Home Loans were \$42 million, \$20 million and \$11 million during the years ended December 31, 2012, 2011 and 2010, respectively.

Realty's ownership interest is presented in the Consolidated Financial Statements as a noncontrolling interest. The Company's determination of the primary beneficiary was based on both quantitative and qualitative factors, which indicated that its variable interests will absorb a majority of the expected losses and receive a majority of the expected residual returns of PHH Home Loans. The Company has maintained the most significant variable interests in the entity, which include the majority ownership of common equity interests, the outstanding Intercompany Line of Credit, PHH Home Loans Loan Purchase and Sale Agreement, and the Management Services Agreement. The Company has been the primary beneficiary of PHH Home Loans since its inception, and there have been no current period events that would change the decision regarding whether or not to consolidate PHH Home Loans.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The Company is not solely obligated to provide additional financial support to PHH Home Loans; however, the termination of this joint venture could have a material adverse effect on the Company's business, financial position, results of operations or cash flows. Additionally, the insolvency or inability for Realogy to perform its obligations under the PHH Home Loans Operating Agreement, or its other agreements with the Company, could have a material adverse effect on the Company's business, financial position, results of operations or cash flows.

Pursuant to the PHH Home Loans Operating Agreement, Realogy has the right to terminate the Strategic Relationship Agreement and terminate this venture upon the occurrence of certain events. If Realogy were to terminate its exclusivity obligations with respect to the Company or terminate this venture, it could have a material adverse impact on the Company's business, financial position, results of operations or cash flows. In addition, beginning on February 1, 2015, Realogy will have the right at any time upon two years' notice to us to terminate its interest in PHH Home Loans. If Realogy were to terminate PHH Home Loans or their other arrangements with the Company, including the exclusivity arrangement, most, if not all, of the mortgage loan originations, Net revenues and Segment profit (loss) of our Mortgage Production segment derived from Realogy's affiliates, would not continue. This loss would have a material adverse effect on our overall business and our consolidated financial position, results of operations, cash flows and liquidity. Upon Realogy's termination of the agreement, Realogy will have the option either to require that PHH purchase their interest in PHH Home Loans at fair value, plus, in certain cases, liquidated damages, or to cause the Company to sell its interest in PHH Home Loans to a third party designated by Realogy at fair value plus, in certain cases, liquidated damages. In the case of a termination by Realogy following a change in control of PHH, the Company may be required to make a cash payment to Realogy in an amount equal to PHH Home Loans' trailing 12 months net income multiplied by the greater of (i) the number of years remaining in the first 12 years of the term of the agreement or (ii) two years.

The Company has the right to terminate the Operating Agreement upon, among other things, a material breach by Realogy of a material provision of the agreement, in which case the Company has the right to purchase Realogy's interest in PHH Home Loans at a price derived from an agreed-upon formula based upon fair market value (which is determined with reference to that trailing 12 months EBITDA) for PHH Home Loans and the average market EBITDA multiple for mortgage banking companies.

Upon termination, all of PHH Home Loans agreements will terminate automatically (excluding certain privacy, non-competition, venture-related transition provisions and other general provisions), and Realogy will be released from any restrictions under the PHH Home Loans agreements that may restrict its ability to pursue a partnership, joint venture or another arrangement with any third-party mortgage operation.

***Chesapeake and D.L. Peterson Trust***

Vehicle acquisitions in the U.S. for the Fleet Management services segment are primarily financed through the issuance of asset-backed variable funding notes issued by the Company's wholly owned subsidiary Chesapeake Funding LLC. D.L. Peterson Trust ( DLPT ), a bankruptcy remote statutory trust, holds the title to all vehicles that collateralize the debt issued by Chesapeake Funding. DLPT also acts as a lessor under both operating and direct financing lease agreements. Chesapeake Funding's assets primarily consist of a loan made to Chesapeake Finance Holdings LLC, a wholly owned subsidiary of the Company. Chesapeake Finance owns all of the special units of beneficial interest in the leased vehicles and eligible leases and certain other assets issued by DLPT, representing all interests in DLPT.

The Company determined that each of Chesapeake Funding, Chesapeake Finance and DLPT are VIEs and that it is the primary beneficiary due to insufficient equity investment at risk. The determination was made on a qualitative basis, considering the nature and purpose of each of the entities and how risk transfers to interest holders through their variable interests. The Company holds the significant variable interests, which include equity interests, ownership of certain amounts of asset-backed debt issued by Chesapeake and interests in DLPT. There are no significant variable interests that would absorb losses prior to the Company or that hold variable interests that exceed those of the Company.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Certain capital transactions are executed between the Company and Chesapeake whereby the Company makes contributions to Chesapeake for increased escrow requirements, debt issuance costs and additional paydown of outstanding notes of Chesapeake. During the years ended December 31, 2012, 2011 and 2010, these contributions were \$5 million, \$10 million, and \$2 million, respectively. Distributions received from Chesapeake were \$38 million, \$33 million and \$27 million during the years December 31, 2012, 2011 and 2010, respectively. For the year ended December 31, 2012, the increase in Intercompany receivable reflects the release of cash from overcollateralization from leveraging prior asset-backed debt arrangements that is pending distribution to the Company.

In accordance with the Amended and Restated Servicer Agreement, the Company acts as a servicer for Chesapeake Finance and DLPT and in accordance with the Administrative Agreement, the Company acts as an administrator of the entities. The Company received related fees from Chesapeake of \$6 million, \$6 million and \$7 million during the years ended December 31, 2012, 2011 and 2010, respectively.

***Fleet Leasing Receivables Trust***

Fleet Leasing Receivables Trust ( FLRT ) is a Canadian special purpose trust and its primary business activities include the acquisition, disposition and administration of purchased or acquired lease assets from our other Canadian subsidiaries and the borrowing of funds or the issuance of securities to finance such acquisitions. PHH Fleet Lease Receivables LP is a bankruptcy remote special purpose entity that holds the beneficial ownership of lease assets transferred from Canadian subsidiaries.

Upon the initial funding of the FLRT entity during the year ended December 31, 2010, the Company determined that it is the primary beneficiary and that FLRT and PHH Fleet Lease Receivables LP are VIEs. The determination was made on a qualitative basis after considering the nature and purpose of the entities and how the risk transferred to interest holders through their variable interests.

Certain FLRT debt transactions are structured whereby subsidiaries of the Company contribute the beneficial ownership in vehicles under lease to PHH Fleet Lease Receivables LP and receive distributions upon the issuance of the debt by FLRT. During the years ended December 31, 2012 and 2011, the Company and its subsidiaries contributed \$379 million and \$349 million of vehicles to PHH Fleet Lease Receivables LP, respectively and received distributions of \$380 million and \$339 million, respectively.

The Company acts as initial servicer, collections agent and financial services agent of FLRT and PHH Fleet Lease Receivables LP. Related fees of \$1 million were paid to the Company by FLRT during each of the years ended December 31, 2012 and 2011.

***Mortgage Loan Securitization Trust***

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As a result of the adoption of updates to ASC 810 and ASC 860 as of January 1, 2010, a mortgage loan securitization trust that previously met the qualifying special purpose entity scope exception was consolidated. The Company held subordinate debt certificates of the trust with a fair value of \$7 million as of December 31, 2011 and received distributions of \$2 million for the year ended December 31, 2011.

In 2012, the Company sold the residual interests in a mortgage securitization trust that had been consolidated as a VIE. As a result, the Company is no longer the primary beneficiary of the VIE and the assets and liabilities of the trust were deconsolidated from the Consolidated Balance Sheets. The loss on the sale of these residual interests was not significant.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**22. Related Party Transactions**

*Certain Business Relationships*

Thomas P. (Todd) Gibbons, one of the Company's Directors effective July 1, 2011, is Vice Chairman and Chief Financial Officer of the Bank of New York Mellon Corporation, the Bank of New York Mellon, and BNY Mellon, N.A. (collectively "BNY Mellon"). The Company has certain relationships with BNY Mellon, including financial services, commercial banking and other transactions. BNY Mellon participates as a lender in several of the Company's credit facilities, functions as the custodian for loan files, and functions as the indenture trustee on the Convertible notes due in 2014 and 2017, and the Senior notes due in 2016 and 2019, as well as several of the Vehicle management asset-backed debt facilities. The Company also executes forward loan sales agreements and interest rate contracts with BNY Mellon. These transactions were entered into in the ordinary course of business upon terms, including interest rate and collateral, substantially the same as those prevailing at the time. The fees paid to BNY Mellon, including interest expense, during the years ended December 31, 2012 and 2011 were not significant.

**23. Segment Information**

Operations are conducted through three business segments: Mortgage Production, Mortgage Servicing and Fleet Management Services.

**Mortgage Production** provides mortgage loan origination services and sells mortgage loans.

**Mortgage Servicing** performs servicing activities for originated and purchased loans.

**Fleet Management Services** provides commercial fleet management services.

Certain income and expenses not allocated to the three reportable segments and intersegment eliminations are reported under the heading Other. The operations of the Mortgage Production and Mortgage Servicing segments are located in the U.S., and the operations of the Fleet Management Services segment are located in the U.S. and Canada.

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Management evaluates the operating results of each of the reportable segments based upon Net revenues and Segment profit or loss, which is presented as the income or loss before income tax expense or benefit and after net income or loss attributable to noncontrolling interest. The Mortgage Production Segment profit or loss excludes Realogy Corporation's noncontrolling interest in the profit or loss of PHH Home Loans.

Segment results for the year ended and as of December 31, were as follows:

	2012	Total Assets (In millions)	2011
Mortgage Production segment	\$	2,587	\$ 3,085
Mortgage Servicing segment		1,791	2,018
Fleet Management Services segment		4,502	4,337
Other		723	337
Total	\$	9,603	\$ 9,777

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

	2012	Net Revenues 2011	2010	2012	Segment Profit (Loss)(3) 2011	2010
	(In millions)					
Mortgage Production segment(1)	\$ 1,234	\$ 914	\$ 911	\$ 416	\$ 258	\$ 268
Mortgage Servicing segment	(106)	(343)	(63)	(462)	(557)	(241)
Fleet Management Services segment	1,617	1,646	1,593	87	75	63
Other(2)	(2)	(3)	(3)	(13)	(3)	(3)
Total	\$ 2,743	\$ 2,214	\$ 2,438	\$ 28	\$ (227)	\$ 87

(1) For the year ended December 31, 2011, Net revenues and segment profit for the Mortgage Production segment includes a \$68 million gain on the 50.1% sale of the equity interests in the Company's appraisal services business.

(2) For the year ended December 31, 2012, Other primarily represents the loss on the early retirement of the Medium-term notes due in 2013 which was not allocated to the reportable segments.

(3) The following is a reconciliation of Income (loss) before income taxes to segment profit (loss):

	2012	Year Ended December 31, 2011	2010
	(In millions)		
Income (loss) before income taxes	\$ 87	\$ (202)	\$ 115
Less: net income attributable to noncontrolling interest	59	25	28
Segment profit (loss)	\$ 28	\$ (227)	\$ 87

	2012	Interest Income 2011	2010	2012	Interest Expense 2011	2010
	(In millions)					
Mortgage Production segment	\$ 84	\$ 101	\$ 97	\$ 150	\$ 125	\$ 113
Mortgage Servicing segment	9	15	15	62	76	69
Fleet Management Services segment	3	3	2	70	82	94
Other	(2)	(2)	(2)	(2)	(2)	(2)
Total	\$ 94	\$ 117	\$ 112	\$ 280	\$ 281	\$ 274

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	Depreciation on Operating Leases			Other Depreciation and Amortization		
	2012	2011	2010	2012	2011	2010
	(In millions)					
Mortgage Production segment	\$	\$	\$	\$ 7	\$ 9	\$ 10
Mortgage Servicing segment					1	1
Fleet Management Services segment	1,212	1,223	1,224	10	11	11
Other				8	4	
Total	\$ 1,212	\$ 1,223	\$ 1,224	\$ 25	\$ 25	\$ 22

Amounts attributable to the domestic and foreign operations of our Fleet management services segment for the year ended and as of December 31, were as follows:

	Total Assets			Net Revenues		
	2012	2011	2010	2012	2011	2010
	(In millions)					
Domestic	\$ 3,534	\$ 3,528	\$ 1,295	\$ 1,352	\$ 1,378	
Foreign (Canada)	968	809	322	294	215	
Fleet Management Services Segment	\$ 4,502	\$ 4,337	\$ 1,617	\$ 1,646	\$ 1,593	



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**24. Selected Quarterly Financial Data (unaudited)**

The following tables present selected unaudited quarterly financial data:

	March 31, 2012	Quarter Ended		December 31, 2012
		June 30, 2012	September 30, 2012	
		(In millions, except per share data)		
Net revenues	\$ 777	559	624	\$ 783
Income (loss) before income taxes	124	(80)	(56)	99
Net income (loss)	85	(42)	(23)	73
Net income (loss) attributable to PHH Corporation	75	(57)	(42)	58
Basic earnings (loss) per share attributable to PHH Corporation	\$ 1.32	\$ (1.00)	\$ (0.74)	\$ 1.01
Diluted earnings (loss) per share attributable to PHH Corporation	1.30	(1.00)	(0.74)	0.89

	March 31, 2011	Quarter Ended		December 31, 2011
		June 30, 2011	September 30, 2011	
		(In millions, except per share data)		
Net revenues	\$ 665	\$ 516	\$ 384	\$ 649
Income (loss) before income taxes	85	(66)	(242)	21
Net income (loss)	52	(37)	(138)	21
Net income (loss) attributable to PHH Corporation	49	(41)	(148)	13
Basic earnings (loss) per share attributable to PHH Corporation	\$ 0.87	\$ (0.73)	\$ (2.62)	\$ 0.22
Diluted earnings (loss) per share attributable to PHH Corporation	0.84	(0.73)	(2.62)	0.22

Table of Contents**PHH CORPORATION AND SUBSIDIARIES****SUPPLEMENTARY FINANCIAL DATA****SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT****PHH CORPORATION****CONDENSED STATEMENTS OF OPERATIONS**

(In millions)

	Year Ended December 31,		
	2012	2011	2010
<b>Revenues</b>			
Net revenues from consolidated subsidiaries	\$ 279	\$ 254	\$ 143
Interest income	1	4	1
<b>Net revenues</b>	280	258	144
<b>Expenses</b>			
Salaries and related expenses	77	71	16
Interest expense	134	128	105
Other depreciation and amortization	8	4	
Other operating expenses	74	59	26
<b>Total expenses</b>	293	262	147
<b>Loss before income taxes and equity in (loss) earnings of subsidiaries</b>	(13)	(4)	(3)
Benefit from income taxes	(6)	(3)	(2)
<b>Loss before equity in earnings (loss) of subsidiaries</b>	(7)	(1)	(1)
Equity in earnings (loss) of subsidiaries	41	(126)	49
<b>Net income (loss)</b>	\$ 34	\$ (127)	\$ 48
Other comprehensive income (loss), net of tax:			
Currency translation adjustment	5	(5)	9
Change in unrealized gains on available-for-sale securities, net	(1)	1	1
Change in unfunded pension liability, net	1	(4)	
Total other comprehensive income (loss), net of tax:	5	(8)	10
<b>Total comprehensive income (loss)</b>	\$ 39	\$ (135)	\$ 58

Table of Contents**PHH CORPORATION AND SUBSIDIARIES****SUPPLEMENTARY FINANCIAL DATA****SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT****PHH CORPORATION****CONDENSED BALANCE SHEETS**

(In millions)

	December 31,	
	2012	2011
<b>ASSETS</b>		
Cash and cash equivalents	\$ 634	\$ 307
Restricted cash and cash equivalents	23	
Accounts receivable	4	
Due from consolidated subsidiaries	696	1,166
Investment in consolidated subsidiaries	1,244	1,242
Property, plant and equipment, net	21	21
Other assets	183	270
<b>Total assets</b>	<b>\$ 2,805</b>	<b>\$ 3,006</b>
<b>LIABILITIES AND EQUITY</b>		
Debt	\$ 1,156	\$ 1,339
Other liabilities	123	225
<b>Total liabilities</b>	<b>1,279</b>	<b>1,564</b>
Commitments and contingencies		
<b>EQUITY</b>		
Preferred stock		
Common stock	1	1
Additional paid-in capital	1,127	1,082
Retained earnings	372	338
Accumulated other comprehensive income	26	21
<b>Total PHH Corporation stockholders' equity</b>	<b>1,526</b>	<b>1,442</b>
<b>Total liabilities and equity</b>	<b>\$ 2,805</b>	<b>\$ 3,006</b>

Table of Contents**PHH CORPORATION AND SUBSIDIARIES****SUPPLEMENTARY FINANCIAL DATA****SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT****PHH CORPORATION****CONDENSED STATEMENTS OF CASH FLOWS****(In millions)**

	2012	Year Ended December 31,		2010
		2011		
<b>Net cash provided by operating activities</b>	\$ 115	\$ 62	\$	75
<b>Cash flows from investing activities:</b>				
Purchases of property, plant and equipment	(6)	(5)		(5)
Increase in restricted cash	(23)			
Dividends from consolidated subsidiaries	40	7		46
<b>Net cash provided by investing activities</b>	11	2		41
<b>Cash flows from financing activities:</b>				
Net cash provided by consolidated subsidiaries	373	50		
Proceeds from unsecured borrowings	518	1,304		3,482
Principal payments on unsecured borrowings	(671)	(1,205)		(3,498)
Issuances of common stock	5	8		10
Cash paid for debt issuance costs	(19)	(2)		(19)
Other, net	(5)	(4)		(1)
<b>Net cash provided by (used in) financing activities</b>	201	151		(26)
Net increase in Cash and cash equivalents	327	215		90
Cash and cash equivalents at beginning of period	307	92		2
<b>Cash and cash equivalents at end of period</b>	\$ 634	\$ 307	\$	92

Table of Contents**PHH CORPORATION AND SUBSIDIARIES****SUPPLEMENTARY FINANCIAL DATA****SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS**

	PHH Corporation and Subsidiaries			PHH Corporation		
	2012	2011	2010	2012	2011	2010
	(In millions)					
<b>Deferred tax valuation allowance:</b>						
Balance, beginning of period	\$ 44	\$ 54	\$ 70	\$ 7	\$ 6	\$ 8
Additions:						
Charged to costs and expenses	2	6	2			
Charged to other accounts	(8)	(16)	(18)		1	(2)
Reductions	(8)			(1)		
Balance, end of period	\$ 30	\$ 44	\$ 54	\$ 6	\$ 7	\$ 6

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**DISCLOSURE CONTROLS AND PROCEDURES**

As of the end of the period covered by this Annual Report on Form 10-K for the year ended December 31, 2012, management performed, with the participation of our Chief Executive Officer and Chief Financial Officer, an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. Based on that evaluation, management concluded that our disclosure controls and procedures were effective as of December 31, 2012.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. 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 in accordance with accounting principles generally accepted in the United States, which is commonly referred to as GAAP. The effectiveness of any system of internal control over financial reporting is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating and evaluating our internal control over financial reporting. Because of these inherent limitations, internal control over financial reporting cannot provide absolute assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that our internal control over financial reporting may become inadequate because of changes in conditions or other factors, or that the degree of compliance with the policies or procedures may deteriorate.

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2012 as required under Section 404 of the Sarbanes-Oxley Act of 2002. Management's assessment of the effectiveness of our internal control over financial reporting was conducted using the criteria in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management concluded that our internal control over financial reporting was effective as of December 31, 2012. The effectiveness of our internal control over financial reporting as of December 31, 2012 has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, as stated in their attestation report which is included in this Form 10-K.

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of PHH Corporation:

We have audited the internal control over financial reporting of PHH Corporation and subsidiaries (the Company) as of December 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.



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We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2012 of the Company and our report dated February 28, 2013 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ Deloitte & Touche LLP

Philadelphia, PA

February 28, 2013

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**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Information required by this Item and not otherwise set forth below is incorporated herein by reference to the information under the headings Board of Directors, Section 16(a) Beneficial Ownership Reporting Compliance, Corporate Governance and Committees of the Board in our definitive Proxy Statement related to our 2013 Annual Meeting of Stockholders, which we expect to file with the Commission, pursuant to Regulation 14A, no later than 120 days after December 31, 2012 (the 2013 Proxy Statement ).

**EXECUTIVE OFFICERS**

All executive officers are appointed by and serve at the pleasure of the Board of Directors. Executive officers as of February 19, 2013, and ages of officers at December 31, 2012, were as follows:

**Glen A. Messina, age 51, *President and Chief Executive Officer*** since January 2012. Mr. Messina served as our Chief Operating Officer from July 2011 to December 2011. Prior to joining PHH, Mr. Messina spent 17 years at General Electric Company ( GE ) most recently as Chief Executive Officer of GE Chemical and Monitoring Solutions, a global water and process specialty chemicals services business, from 2008 until July 2011. Previously, Mr. Messina served as Chief Financial Officer of GE Water and Process Technologies from 2007 to 2008 and Chief Financial Officer of GE Equipment Services from 2002 to 2007. Prior thereto, Mr. Messina served in various other senior level positions at GE including, at GE Capital Mortgage Corporation, Chief Executive Officer from 1998 to 2000 and Chief Financial Officer from 1996 to 1998.

**Robert B. Crowl, age 49, *Executive Vice President and Chief Financial Officer*** since May 2012. Prior to joining PHH, Mr. Crowl served as Executive Vice President and CFO at Sun Bancorp, Inc. and its wholly owned subsidiary, Sun National Bank from March 2010 to April 2012. Prior to that, Mr. Crowl spent more than 10 years at National City Corporation from November 1998 to March 2009 serving most recently as Executive Vice President and Chief Operating Officer of National City Mortgage. Additionally, during his tenure at National City, Mr. Crowl held various other senior level positions including, Senior Vice President and Corporate Comptroller and Senior Vice President of Asset/Liability.

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**George J. Kilroy, age 65, Executive Vice President, Fleet** since March 2001. Previously, Mr. Kilroy served as Senior Vice President, Business Development from May 1997 to March 2001. Mr. Kilroy began his career at PHH in 1976, serving in various other positions including the Head of Diversified Services and Financial Services.

**David E. Tucker, age 52, Executive Vice President, Mortgage** since May 2012. Prior to joining PHH, Mr. Tucker founded Tucker Group, LLC, an advisory firm, and served as Principal from June 2011 to May 2012. In addition, Mr. Tucker served as a Senior Advisor and Consulting Partner with Excelar Group, LLC, a consulting firm, from September 2010 to May 2012. Previously, Mr. Tucker spent 25 years at GE, most recently as Chief Operating Officer of GE Oil & Gas Drilling & Productions Systems from January 2007 to May 2009. Mr. Tucker also served as General Manager of Power Services at GE Energy from January 2005 to December 2006 and General Manager of Global Business Development at GE Energy from January 2001 to December 2004. Earlier in his career at GE, Mr. Tucker served in various other senior level positions within GE Capital Services, including Chief Financial Officer of Vendor Financial Services, the company's private label commercial finance unit, and also served on the GE Corporate Audit Staff.

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**Richard J. Bradfield, age 43, Senior Vice President and Treasurer** since March 2012. Mr. Bradfield also serves as Senior Vice President, Capital Markets for PHH Mortgage, a position he has held since January 2005. Mr. Bradfield began his career at Cendant Mortgage (now PHH Mortgage Corporation) in July 1992 and has held numerous positions with PHH Mortgage at varying levels, including serving as Vice President of Risk Management from November 1999 to January 2005.

**William F. Brown, age 55, Senior Vice President, General Counsel and Secretary** since February 2005. Mr. Brown began his career at Cendant Mortgage (now PHH Mortgage Corporation) in November 1985. Mr. Brown has held numerous positions with PHH Mortgage at varying levels throughout his career, including serving most recently served as Senior Vice President and General Counsel from June 1999 to February 2011.

**Jonathan T. McGrain, age 49, Senior Vice President, Corporate Communications** since January 2010. Prior to joining PHH, Mr. McGrain served as Communications Counsel of Catinat Group, Ltd from January 2008 to January 2010. Previously, Mr. McGrain served as Director of Marketing and Communications at VinaCapital Investment Management, Ltd from April 2007 to December 2007. Prior to that, Mr. McGrain served as Senior Vice President, Marketing and Communications of Clayton Holdings from August 2006 to March 2007, and as Senior Vice President, Corporate Communications of Radian Group Inc from June 1999 to February 2006.

**Kathryn M. Ruggieri, age 59 Senior Vice President, Chief Human Resources Officer**, since January 2013. From June 2010 through December 2012, Ms. Ruggieri served as our Vice President of Talent Management and Organization Effectiveness. Prior to joining PHH, Ms. Ruggieri served as Vice President of Talent Management and Organizational Development at Drexel University from September 2006 through July 2009. From July 2005 through August 2006, Ms. Ruggieri served as Director of Organizational Development at MedQuist. Earlier in her career, Ms. Ruggieri served as Vice President of Executive Development and Diversity for Unisys Corporation.

## **Item 11. Executive Compensation**

Information required under this Item is incorporated herein by reference to the information under the headings Executive Compensation, Director Compensation and Compensation Committee Report in our 2013 Proxy Statement.

## **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information required under this Item is incorporated herein by reference to the information under the headings Equity Compensation Plan Information and Security Ownership of Certain Beneficial Owners and Management in our 2013 Proxy Statement.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information required under this Item is incorporated herein by reference to the information under the headings Certain Relationships and Related Transactions and Board of Directors Independence of the Board of Directors in our 2013 Proxy Statement.

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**Item 14. Principal Accounting Fees and Services**

Information required under this Item is incorporated herein by reference to the information under the heading "Principal Accountant Fees and Services" in our 2013 Proxy Statement.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

**(a)(1). Financial Statements**

Information in response to this Item is included in Item 8 of Part II of this Form 10-K.

**(a)(2). Financial Statement Schedules**

Information in response to this Item is included in Item 8 of Part II of this Form 10-K and incorporated herein by reference to Exhibit 12 attached to this Form 10-K.

**(a)(3) and (b). Exhibits**

Information in response to this Item is incorporated herein by reference to the Exhibit Index to this Form 10-K.

Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized on this 28th day of February, 2013.

PHH CORPORATION

By: /s/ GLEN A. MESSINA  
 Name: Glen A. Messina  
 Title: President and Chief Executive Officer

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated. The undersigned hereby constitute and appoint Glen A. Messina, Robert B. Crawl and William F. Brown, and each of them, their true and lawful agents and attorneys-in-fact with full power and authority in said agents and attorneys-in-fact, and in any one or more of them, to sign for the undersigned and in their respective names as Directors and officers of PHH Corporation, any amendment or supplement hereto. The undersigned hereby confirm all acts taken by such agents and attorneys-in-fact, or any one or more of them, as herein authorized.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ GLEN A. MESSINA</u> Glen A. Messina	President, Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2013
<u>/s/ ROBERT B. CROWL</u> Robert B. Crawl	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 28, 2013
<u>/s/ JAMES O. EGAN</u> James O. Egan	Non-Executive Chairman of the Board of Directors	February 28, 2013
<u>/s/ JON A. BOSCIA</u> Jon A. Boscia	Director	February 28, 2013
<u>/s/ JANE D. CARLIN</u> Jane D. Carlin	Director	February 28, 2013
<u>/s/ THOMAS P. GIBBONS</u> Thomas P. Gibbons	Director	February 28, 2013
<u>/s/ ALLAN Z. LOREN</u> Allan Z. Loren	Director	February 28, 2013
<u>/s/ GREGORY J. PARSEGHIAN</u> Gregory J. Parseghian	Director	February 28, 2013

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/s/ CHARLES P. PIZZI  
Charles P. Pizzi

Director

February 28, 2013

/s/ DEBORAH M. REIF  
Deborah M. Reif

Director

February 28, 2013

/s/ CARROLL R. WETZEL, JR.  
Carroll R. Wetzel, Jr.

Director

February 28, 2013



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<b>Exhibit No.</b>	<b>Description</b>	<b>Incorporation by Reference</b>
3.1	Amended and Restated Articles of Incorporation.	Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on February 1, 2005.
3.2	Articles Supplementary.	Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on March 27, 2008.
3.3	Articles of Amendment	Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on June 16, 2009.
3.4	Amended and Restated By-Laws.	Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on November 1, 2011.
4.1	Specimen common stock certificate.	Incorporated by reference to Exhibit 4.1 to our Annual Report on Form 10-K for the year ended December 31, 2004 filed on March 15, 2005.
4.2	See Exhibits 3.1, 3.2, 3.3 and 3.4 for provisions of the Amended and Restated Articles of Incorporation, as amended, and Amended and Restated By-laws of the registrant defining the rights of holders of common stock of the registrant.	Incorporated by reference to Exhibit 3.1 to our Current Reports on Form 8-K filed on February 1, 2005, March 27, 2008, June 16, 2009 and November 1, 2011, respectively.
4.3	Agreement to furnish to the Securities and Exchange Commission upon request a copy of instruments defining the rights of holders of certain long-term debt not being registered.	Filed herewith.
4.4	Amended and Restated Base Indenture dated as of December 17, 2008 among Chesapeake Finance Holdings LLC, as Issuer, and JP Morgan Chase Bank, N.A., as indenture trustee.	Incorporated by reference to Exhibit 10.76 to our Annual Report on Form 10-K for the year ended December 31, 2008 filed on March 2, 2009.
4.5	Trust Indenture made as of November 16, 2009, between Fleet Leasing Receivables Trust, BNY Trust Company of Canada, as issuer trustee, and ComputerShare Trust Company Of Canada, as indenture trustee.	Incorporated by reference to Exhibit 4.8 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010.
4.6	Indenture dated as of November 6, 2000 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee.	Incorporated by reference to Exhibit 4.3 to our Annual Report on Form 10-K for the year ended December 31, 2005 filed on November 22, 2006.
4.6.1	Supplemental Indenture No. 1 dated as of November 6, 2000 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee.	Incorporated by reference to Exhibit 4.4 to our Annual Report on Form 10-K for the year ended December 31, 2005 filed on November 22, 2006.
4.6.2	Supplemental Indenture No. 2 dated as of January 30, 2001 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee.	Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on February 8, 2001.

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Exhibit No.	Description	Incorporation by Reference
4.6.3	Supplemental Indenture No. 3 dated as of May 30, 2002 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee.	Incorporated by reference to Exhibit 4.5 to our Quarterly Report on Form 10-Q for the period ended June 30, 2007 filed on August 8, 2007.
4.6.4	Supplemental Indenture No. 4 dated as of August 31, 2006 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 1, 2006.
4.6.5	Supplemental Indenture No. 5, dated as of August 23, 2012, between PHH Corporation and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as trustee.	Incorporated by reference to Exhibit 4.4 to our Current Report on Form 8-K filed on August 23, 2012.
4.6.6	Form of PHH Corporation Internotes.	Incorporated by reference to Exhibit 4.6 to our Quarterly Report on Form 10-Q for the period ended March 31, 2008 filed on May 9, 2008.
4.7	Indenture dated as of September 29, 2009, by and between PHH Corporation and The Bank of New York Mellon, as Trustee.	Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on October 1, 2009.
4.7.1	Form of Global Note 4.00% Convertible Senior Note Due 2014.	Incorporated by reference to Exhibit A of Exhibit 4.1 to our Current Report on Form 8-K filed on October 1, 2009.
4.8	Indenture dated as of August 11, 2010 between PHH Corporation, as Issuer, and The Bank of New York Mellon Trust Company, N.A., as Trustee.	Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on August 12, 2010.
4.8.1	Form of 91/4% Senior Note Due 2016.	Incorporated by reference to Exhibit A of Exhibit 4.1 to our Current Report on Form 8-K filed on August 12, 2010.
4.8.2	First Supplemental Indenture, dated December 12, 2011, between PHH Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee.	Incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on December 12, 2011.
4.9	Indenture, dated January 17, 2012, between PHH Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee.	Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on January 17, 2012.
4.9.1	First Supplemental Indenture, dated January 17, 2012, between PHH Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee.	Incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on January 17, 2012.
4.9.2	Form of 6.00% Convertible Senior Note due 2017.	Incorporated by reference to Exhibit A of Exhibit 4.2 to our Current Report on Form 8-K filed on January 17, 2012.
4.9.3	Second Supplemental Indenture, dated August 23, 2012, between PHH Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee.	Incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on August 23, 2012.

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Exhibit No.	Description	Incorporation by Reference
4.9.4	Form of 7.375% Senior Note due 2019.	Incorporated by reference to Exhibit A of Exhibit 4.2 to our Current Report on Form 8-K filed on August 23, 2012.
10.1	Amended and Restated Credit Agreement, dated August 2, 2012, among PHH Corporation, as borrower, the lenders referred to therein, Bank of America, N.A., Citibank, N.A., Manufacturers and Traders Trust Company, The Royal Bank of Scotland plc and Wells Fargo Bank, National Association, as syndication agents, Barclays Bank PLC, as documentation agent, and JPMorgan Chase Bank, N.A., as administrative agent.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 8, 2012.
10.2	Credit Agreement, dated as of September 25, 2012, by and between PHH Vehicle Management Services, Inc./PHH Services de Gestion de Véhicules, Inc., as Borrower, and The Bank of Nova Scotia, as Administrative Agent, Lead Arranger and Sole Bookrunner, and the subsidiaries of the borrower and the lenders from time to time party thereto.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on October 1, 2012.
10.2.1	Parent Guaranty, dated as of September 25, 2012, made by PHH Corporation, as guarantor, in favor of The Bank of Nova Scotia, as administrative agent.	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on October 1, 2012.
10.3	Purchase Agreement dated September 23, 2009, by and between PHH Corporation, Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and Wells Fargo Securities, LLC, as representatives of the Initial Purchasers.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.1	Master Terms and Conditions for Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.2	Master Terms and Conditions for Warrants dated September 23, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.	Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.3	Confirmation of Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.	Incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.4	Confirmation of Warrants dated September 23, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.	Incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.5	Master Terms and Conditions for Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and Wachovia Bank, National Association.	Incorporated by reference to Exhibit 10.6 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.6	Master Terms and Conditions for Warrants dated September 23, 2009, by and between PHH Corporation and Wachovia Bank, National Association.	Incorporated by reference to Exhibit 10.7 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.7	Confirmation of Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and Wachovia Bank, National Association.	Incorporated by reference to Exhibit 10.8 to our Current Report on Form 8-K filed on September 29, 2009.

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Exhibit No.	Description	Incorporation by Reference
10.3.8	Confirmation of Warrants dated September 23, 2009, by and between PHH Corporation and Wachovia Bank, National Association.	Incorporated by reference to Exhibit 10.9 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.9	Master Terms and Conditions for Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and Citibank, N.A.	Incorporated by reference to Exhibit 10.10 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.10	Master Terms and Conditions for Warrants dated September 23, 2009, by and between PHH Corporation and Citibank, N.A.	Incorporated by reference to Exhibit 10.11 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.11	Confirmation of Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and Citibank, N.A.	Incorporated by reference to Exhibit 10.12 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.12	Confirmation of Warrants dated September 23, 2009, by and between PHH Corporation and Citibank, N.A.	Incorporated by reference to Exhibit 10.13 to our Current Report on Form 8-K filed on September 29, 2009.
10.3.13	Amendment to Convertible Bond Hedging Transaction Confirmation dated September 29, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on October 1, 2009.
10.3.14	Confirmation of Additional Warrants dated September 29, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on October 1, 2009.
10.3.15	Amendment to Convertible Bond Hedging Transaction Confirmation dated September 29, 2009, by and between PHH Corporation and Wachovia Bank, National Association.	Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on October 1, 2009.
10.3.16	Confirmation of Additional Warrants dated September 29, 2009, by and between PHH Corporation and Wachovia Bank, National Association.	Incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed on October 1, 2009.
10.3.17	Amendment to Convertible Bond Hedging Transaction Confirmation dated September 29, 2009, by and between PHH Corporation and Citibank, N.A.	Incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K filed on October 1, 2009.
10.3.18	Confirmation of Additional Warrants dated September 29, 2009, by and between PHH Corporation and Citibank, N.A.	Incorporated by reference to Exhibit 10.6 to our Current Report on Form 8-K filed on October 1, 2009.
10.4	Form of Amended and Restated Indemnification Agreement	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on December 7, 2012.
10.4.1	PHH Corporation Unanimous Written Consent of the Board of Directors effective August 18, 2010.	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on August 20, 2010.
10.4.2	PHH Corporation Management Incentive Plan.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on April 6, 2010.

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Exhibit No.	Description	Incorporation by Reference
10.4.3	Form of PHH Corporation Management Incentive Plan Award Notice.	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on April 6, 2010.
10.4.4	Amended and Restated 2005 Equity and Incentive Plan (as amended and restated through June 17, 2009).	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on June 22, 2009.
10.4.5	First Amendment to the PHH Corporation Amended and Restated 2005 Equity and Incentive Plan, effective August 18, 2010.	Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on August 20, 2010.
10.4.6	Form of PHH Corporation 2005 Equity and Incentive Plan Non-Qualified Stock Option Agreement, as amended.	Incorporated by reference to Exhibit 10.28 to our Quarterly Report on Form 10-Q for the period ended March 31, 2005 filed on May 16, 2005.
10.4.7	Form of PHH Corporation 2005 Equity and Incentive Plan Non-Qualified Stock Option Conversion Award Agreement.	Incorporated by reference to Exhibit 10.29 to our Quarterly Report on Form 10-Q for the period ended March 31, 2005 filed on May 16, 2005.
10.4.8	Form of PHH Corporation 2005 Equity and Incentive Plan Non-Qualified Stock Option Award Agreement, as revised June 28, 2005.	Incorporated by reference to Exhibit 10.36 to our Quarterly Report on Form 10-Q for the period ended June 30, 2005 filed on August 12, 2005.
10.4.9	Form of PHH Corporation 2005 Equity and Incentive Plan Restricted Stock Unit Award Agreement, as revised June 28, 2005.	Incorporated by reference to Exhibit 10.37 to our Quarterly Report on Form 10-Q for the period ended June 30, 2005 filed on August 12, 2005.
10.4.10	Letter Agreement between PHH Corporation and Alvarez & Marsal North America, LLC dated March 1, 2011.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 4, 2011.
10.4.11	Separation Agreement by and between Sandra Bell and PHH Corporation dated as of May 6, 2011.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 9, 2011.
10.4.12	Form of Restrictive Covenant Agreement.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on November 18, 2011.
10.4.13	Form of 2011 Non-Qualified Stock Option Award Notice and Agreement.	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on November 18, 2011.
10.4.14	Form of 2011 Performance Restricted Stock Unit Award Notice and Agreement.	Incorporated by reference to Exhibit 10.6.16 to our Annual Report on Form 10-K filed on February 28, 2012.
10.4.15	Form of 2012 Non-Qualified Stock Option Award Notice and Agreement.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on February 24, 2012.
10.4.16	Form of 2012 Restricted Stock Unit Award Notice and Agreement.	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on February 24, 2012.
10.4.17	Separation Agreement between PHH Corporation and Jerome J. Selitto dated as of April 30, 2012.	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on May 1, 2012.
10.4.18	Restrictive Covenant Agreement between PHH Corporation and Robert B. Crowl dated as of May 9, 2012.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 9, 2012.

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Exhibit No.	Description	Incorporation by Reference
10.4.19	Restrictive Covenant Agreement between PHH Corporation and David E. Tucker dated as of May 25, 2012.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 25, 2012.
10.4.20	Separation Agreement between PHH Corporation and Luke Hayden dated as of June 25, 2012.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on June 28, 2012.
10.4.21	Form of Restrictive Covenant Agreement	Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on October 3, 2012.
10.4.22	Form of 2012 Performance Restricted Stock Unit Award Notice and Agreement	Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on October 3, 2012.
10.4.23	Form of 2012 Non-Qualified Stock Option Award Notice and Agreement	Incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed on October 3, 2012.
10.4.24	PHH Corporation Tier I Severance Pay Plan	Incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K filed on October 3, 2012.
10.5	Letter Agreement between Fannie Mae and PHH Mortgage Corporation dated December 15, 2011.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on December 21, 2011.
10.5.1	Amendment No. 1 to Letter Agreement between Fannie Mae and PHH Mortgage Corporation dated April 27, 2012.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 1, 2012.
10.5.2	Letter Agreement between Fannie Mae and PHH Mortgage Corporation dated November 27, 2012.	Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on November 27, 2012.
10.6	Underwriting Agreement, dated August 9, 2012, by and between PHH Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several Underwriters.	Incorporated by reference to Exhibit 1.1 to our Current Report on Form 8-K filed on August 14, 2012.
12	Computation of Ratio of Earnings to Fixed Charges.	Filed herewith.
21	Subsidiaries of the Registrant.	Filed herewith.
23	Consent of Independent Registered Public Accounting Firm.	Filed herewith.
24	Powers of Attorney	Incorporated by reference to the signature page to this Annual Report on Form 10-K.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.

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<b>Exhibit No.</b>	<b>Description</b>	<b>Incorporation by Reference</b>
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished 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.LAB	XBRL Taxonomy Extension Labels Linkbase Document	Filed herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.

Confidential treatment has been requested for certain portions of this Exhibit pursuant to Rule 24b-2 of the Exchange Act which portions have been omitted and filed separately with the Commission.

Confidential treatment has been granted for certain portions of this Exhibit pursuant to an order under the Exchange Act which portions have been omitted and filed separately with the Commission.

Management or compensatory plan or arrangement required to be filed pursuant to Item 601(b)(10) of Regulation S-K.